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MEMORANDUM OF LEASE AND EASEMENT AGREEMENT

THIS MEMORANDUM OF LEASE AND EASEMENT AGREEMENT (the "Memorandum"), is made as of the Arrival of December, 2000, by and between WINDSOR OUTDOOR INC., an Illinois corporation "Lessor"), and WYS HOLDING CORPORATION, an Illinois corporation ("Lessor").

Under that certain Lease and Easement Agreement, dated as of February 10, 1998 (the "Lease"), by and between Lessee and Lessor, Lessee has a certain leasehold interest in and certain easements pertaining to the real property located at 3117 W. 157th Street, Robbins, Illinois and legally described on Exhibit A attached hereto and by this reference made a part hereof (the "Premises"), for, among other things, constructing, installing and operating an outdoor advertising sign structure.

The purpose of this Memorandum is to give record notice of Lessee's rights in and to the Premises under the Lease and of the rights created thereby, all of which are hereby confirmed.

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IN WITNESS WHEREOF, the undersigned parties have executed this Memorandum as of the date set forth above.

WITNESSES:	LESSEE:
Print Name: Diana F. Whelton	WINDSOR OUTDOOR INC., an Illinois corporation
Print Name: _ Todie Massan	By: Muy for muliphill Skulks Name: Mary Lov Mulvipi 11 Skulks Title: MESIDENT
WITNESSES:	LESSOR:
Print Name: Gerster J. HALL	WYS HOLDING CORPORATION, an Illinois corporation
Print Name: Luz M CABRERA	By:
	Name: WAN ID M FLEISHMAN Fitle: President One One One One One One One
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STATE OF ILLINOIS)
COUNTY OF COOL)
I, <u>Vathleen L. Petrits</u> , a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY THAT <u>May Do Mulvin Notary Public</u> , who is personally known to me to be the <u>May Do Mulvin Notary Public</u> , an Illinois corporation, and who is personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that he signed and delivered the said instrument as his own free and voluntary act, and as the free and voluntary act of said corporation, for the uses and purposes therein set forth. GIVEN under my band and notarial seal, this 215th day of <u>December</u> , 2000. KATHLEEN L. PETRITIS Notary Public, State of Illinois November 2000. November 2000.
My Commission Expires: 77-02-23
· C
STATE OF ILLINOIS)
COUNTY OF)
HEREBY CERTIFY THAT <u>David in Fleishmay</u> the <u>President</u> of WYS HOLDING CORPORATION, an Illinois corporation, who is personally known to me, and who is personally
known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that he signed and delivered the said instrument as his own free and voluntary act, and as the free and voluntary act of said corporation, for the uses and purposes therein set forth.
GIVEN under my hand and notarial seal, this <u>Ji⁵⁴</u> day of <u>December</u> , 2000.
OFFICIAL SEAL LUZ M. CABRERA NOTARY PUBLIC, STATE OF ILLINOIS MY COMMISSION EXPIRES 7-31-2004 Notary Public
My Commission Expires:

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EXHIBIT A

LEGAL DESCRIPTION OF PREMISES

P.I.N 28-03-211-048, commonly known as 3117 W. 157th Street, Robbins, Illinois. Legally described as:

LOT 7 AND THE EAST ½ OF LOT 8 (EXCEPT THOSE PARTS OF LOT 7 AND THE EAST ½ OF LOT 8 LYING WEST OF A LINE INTERSECTING THE WEST BOUNDARY OF THE SAID EAST ½ OF LOT 8 AT A DISTANCE OF 85.01 FEET FROM ITS SOUTHWEST CORNER AND THE SOUTH BOUNDARY OF SAID LOT 7 AT A DISTANCE OF 13.89 FEET FROM ITS SOUTHWEST CORNER, ALL IN BLOCK 6 IN LINCOLN MANOR FOURTH ADDITION, A SUBDIVISION OF THAT PART OF THE EAST 1/4 OF THE NORTHEAST 1/4 OF SECTION 3, TOWNSHIP 36 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDAN WHICH LIES NORTH OF MIDLOTHIAN TURNPIKE, IN COOK COUNTY, ILLINOIS) IN BLOCK 6 IN LINCOLN MANOR FOURTH ADDITION, A SUBDIVISION OF THE EAST ½ OF THE NORTHEAST 1/4 OF SECTION 3, TOWNSHIP 36 NORTH, RANGE 13, LYING EAST OF THE THIRD PKINCIPAL MERIDIAN, IN COOK COUNTY, A. County Clart's Office ILLINOIS.