



BK 1462 PG 109-111



MISC 2002 22219

RICHARD N. JARVIS
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

02 SEP 17 PM 4:03

RECEIVED

After recording return to:
Robert J. Huck, Esq.
Croker, Huck, Kasher, DeWitt, Anderson &
Gonderinger, P.C.
2120 South 72nd Street, Suite 1250
Omaha, Nebraska 68124

*only shall run
with land
5 years
Term.
2*
*Max
A 3
1*

MEMORANDUM OF AGREEMENT

FEE 1550 FB MC-14164
BKP _____ C/O _____ COMP BW
DEL _____ SCAN CL FV _____

This Memorandum of Agreement is made effective this 16th day of August, 2002 between Terra Pacific Omaha, LLC, a Nebraska limited liability company (hereinafter "Terra Pacific") and 144-Maple, LLC, a Nebraska limited liability company (hereinafter "144-Maple").

RECITALS

WHEREAS, as of the date hereof, Terra Pacific is the owner of certain real property legally described as Lot 2, Grayhawk Replat 1, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska (the "Property"); and

WHEREAS, on or about of even date herewith, Terra Pacific and 144-Maple have entered into a certain Settlement Agreement regarding the Property; and

WHEREAS, Terra Pacific and 144-Maple desire that this Memorandum of Agreement be filed for the purpose of recordation and notice.

AGREEMENT

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby expressly acknowledged, the parties hereby agree as follows:

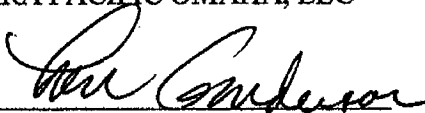
1. The parties hereto acknowledge and agree that the current zoning classification of the Property is R-6, as defined in the Omaha Code.
2. Terra Pacific agrees, on behalf of itself and its successors and assigns, that, for a period of five (5) years from the date hereof, it shall not change, or attempt to change, the present zoning classification of the Property without the prior written consent of 144-Maple, or its successors or assigns.

3. This document is prepared for filing and notice purposes only. There is no intent by the parties hereto, implied or expressed, to alter the rights of the parties under the above-referenced Settlement Agreement.

4. This Memorandum of Agreement shall be binding upon the parties hereto, their respective successors and assigns, and shall run with the land legally described as Lot 2, Grayhawk Replat 1, a subdivision in Douglas County, Nebraska, for a period of five (5) years from the date hereof.


IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Agreement to be executed effective the day and year first written above.

TERRA PACIFIC OMAHA, LLC

By: 
Loren Gunderson, Manager

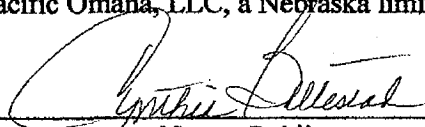
By: 
Gene Gallagher, Manager

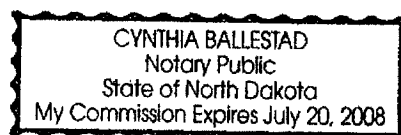
144-MAPLE, LLC

By: 
Paul McCune, Manager

STATE OF North Dakota)
Cass COUNTY)

The foregoing instrument was acknowledged before me this 16th day of August, 2002 by Loren Gunderson, Manager of Terra Pacific Omaha, LLC, a Nebraska limited liability company.


Notary Public

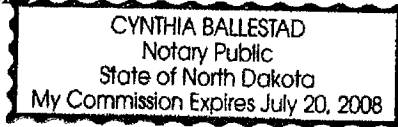


STATE OF *North Dakota*)
Cass COUNTY)

The foregoing instrument was acknowledged before me this 16th day of August, 2002 by
Gene Gallagher, Manager of Terra Pacific Omaha, LLC, a Nebraska limited liability company.

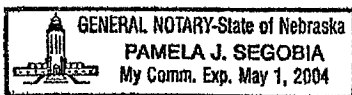
Cynthia Ballestad

Notary Public



STATE OF NEBRASKA)
DOUGLAS COUNTY)

The foregoing instrument was acknowledged before me this 16th day of August, 2002 by
Paul McCune, Manager of 144- Maple, LLC, a Nebraska limited liability company.



Pamela J. Segobia

Notary Public