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By

RICHARD N. TAKECHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

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SECOND AFFIRMATION REGARDING ECR DECLARATION

MAPLE JOINT VENTURE, a Nebraska general partnership ("Lot 2 Owner"), is the owner of Lot 2 Hillsborough Replat 11 (Eleven), a subdivision as surveyed, platted and recorded in Douglas County, Nebraska ("Lot 2"). MAPLE JOINT VENTURE II LLC, a Nebraska limited liability company ("Lot 1 Owner"), is the owner of Lot 1, Hillsborough Replat 11 (Eleven), a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska ("Lot 1"). Lot 1 and Lot 2 emanated from the administrative subdivision of Lot 12 Hillsborough Replat I, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska ("Lot 12").

Lot 2 Owner and MAPLE JOINT VENTURE II, a Nebraska general partnership, have previously executed that certain "Affirmation" dated July 11, 1994, and recorded July 11, 1994, in Book 1124, Page 335 of the Miscellaneous Records of Douglas County, Nebraska. The Affirmation was for the purpose of affirming the devolution upon Lot 1 and Lot 2 of the rights, easements, covenants, restrictions, obligations, and other matters (collectively "Rights and Obligations") benefiting, binding, or relating to Lot 12 pursuant to, established by, or contained in that certain ECR Declaration of MAPLE JOINT VENTURE, a Nebraska general partnership, recorded in Book 1051, Page 602 of the Miscellaneous Records of Douglas County, Nebraska (the "ECR Declaration"). Lot 1 Owner is the Successor in interest to MAPLE JOINT VENTURE II, a Nebraska general partnership.

The Affirmation stated that, excluding Section 16 of the ECR Declaration, with respect to those portions of the ECR Declaration which require, permit or contemplate the consent, approval or other action by the Owner of Lot 12, such authority to consent, approve, or take action with respect to any matter was hereby assigned and delegated to the Owner of Lot 2 unless and until the Owners of Lot 1 and Lot 2 expressly agree otherwise. With respect to Section 16 of the ECR Declaration, the termination, extension, modification or amendment of the ECR Declaration required the written approval of the Owners of Lot 1 and Lot 2.

The purpose of this Second Affirmation is for the purpose of the amendment of the Affirmation, and the Parties hereby agree that, with respect to any and all portions of the ECR Declaration which require, permit or contemplate the consent, approval or other action by the Owner of Lot 12, such authority to consent, approve, or take action with respect to any matter shall require the written approval of the Owners of Lot 1 and Lot 2.

The Definitions contained in the ECR Declaration shall have the same meaning in this Affirmation unless the context clearly indicates otherwise.

11990 B 109-16544
FEE 21 FB _____
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The ECR Declaration, as it relates to Lot 12 and thus Lot 1 and Lot 2, is hereby ratified and affirmed.

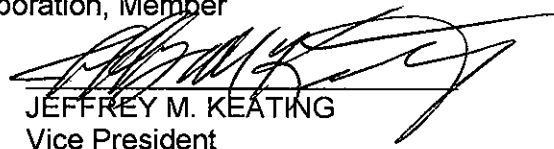
Dated: August 9, 1999

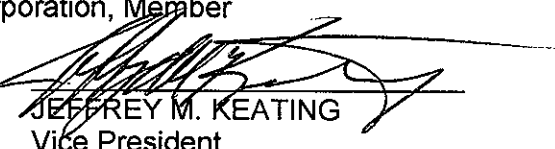
MAPLE JOINT VENTURE II LLC, a
Nebraska limited liability company

MAPLE JOINT VENTURE, a Nebraska
general partnership

By: VENTURE-50, INC., a Nebraska
corporation, Member

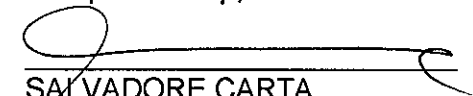
By: VENTURE 50-INC., a Nebraska
corporation, Member

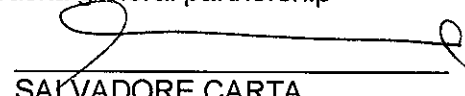
By: 
JEFFREY M. KEATING
Vice President

By: 
JEFFREY M. KEATING
Vice President

By: LERNER MAPLE PARTNERSHIP, a
Nebraska partnership, Member

By: LERNER MAPLE PARTNERSHIP, a
Nebraska general partnership

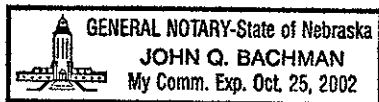
By: 
SALVADORE CARTA
Partner


By: 
SALVADORE CARTA
Partner

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 9th day of August, 1999, by Jeffrey M. Keating, as Vice President of VENTURE-50, INC., a Nebraska corporation, as Member of MAPLE JOINT VENTURE II LLC, a Nebraska limited liability company, on behalf of the corporation on behalf of the limited liability company.

Witness my hand and official seal.




Notary Public

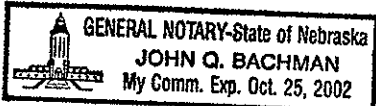
[seal]

My commission expires: _____

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 9th day of August, 1999, by SALVADORE CARTA, Partner, of LERNER MAPLE PARTNERSHIP, a Nebraska partnership, as Member of MAPLE JOINT VENTURE II LLC, a Nebraska limited liability company, on behalf of the partnership on behalf of the limited liability company.

Witness my hand and official seal.

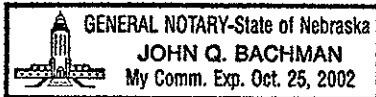
[seal]  John Q. Bachman
Notary Public

My commission expires: _____

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 9th day of August, 1999, by JEFFREY M. KEATING, as Vice President of VENTURE-50, INC., a Nebraska corporation, as Member of MAPLE JOINT VENTURE, a Nebraska general partnership, on behalf of the partnership on behalf of the general partnership.

Witness my hand and official seal.

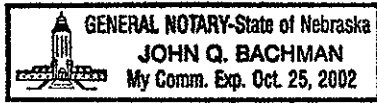
[seal]  John Q. Bachman
Notary Public

My commission expires: _____

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 9th day of August, 1999, by SALVADORE CARTA, Partner, of LERNER MAPLE PARTNERSHIP, a Nebraska partnership, as Member of MAPLE JOINT VENTURE, a Nebraska general partnership, on behalf of the partnership on behalf of the general partnership.

Witness my hand and official seal.



[seal]

John Q. Bachman

Notary Public

My commission expires: _____