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RICHARD H. TAKECHI
REGISTERED
DOUGLAS COUNTY, NE



RESTRICTION AGREEMENT

THIS RESTRICTION AGREEMENT, made and entered into this 17 day of April, 1997, between NP Land Limited Partnership, a Nebraska limited partnership ("NP Land") and Bellevue University, a Nebraska nonprofit corporation ("Bellevue").

RECITALS

NP Land owns the parcel of real estate in Douglas County, Nebraska, described on Exhibit A hereto (the "NP Land Parcel"). Concurrently with execution of this Agreement, NP Land is conveying to Bellevue an adjoining parcel of land described on Exhibit B hereto (the "Bellevue Parcel"). As a condition of the transfer, Bellevue has agreed to the restrictions contained herein.

NOW, THEREFORE, the parties hereto agree as follows:

1. Restrictions. Bellevue, for itself and its successors and assigns as owner of the Bellevue Parcel, covenants and agrees that (i) no fewer than 5.5 parking stalls per 1,000 square feet of gross building area on the Bellevue Parcel must at all times be maintained on the Bellevue Parcel, (ii) while more than 1,000 square feet of gross building area on the Bellevue Parcel is used in whole or in part for classroom facilities, there must be maintained on the Bellevue Parcel a number of parking stalls not less than the greater of 275 or the number of stalls required by clause (i), (iii) as long as more than 1,000 square feet of gross building area on the Bellevue Parcel is used in whole or in part for classroom facilities the gross building area on all floors on the Bellevue Parcel may not exceed 34,000 square feet, and (iv) space in the Bellevue Parcel may not be leased to then-existing tenants of any of the property described on Exhibit C hereto (the "North Park Development").

2. Successors and Assigns. This Agreement shall run with the land and bind Bellevue and its successors and assigns as owner of the Bellevue Parcel. The restrictions in Section 1(i), (ii) and (iii) hereof may be enforced by the owners from time to time of the NP Land Parcel. The restriction in Section 1(iv) may be enforced by any owner of any portion of the North Park Development who would be or has been adversely affected by a violation of the restriction in Section 1(iv).

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4492
FEE 5/100
LEGAL FEE PD FV
MC-27533
Accepted

IN WITNESS WHEREOF, the parties hereto have caused these presents to be made as of the day and year first above-stated.

NP LAND LIMITED PARTNERSHIP, a
Nebraska limited partnership

By KVI Ltd., a Nebraska corporation

By [Signature]
Its President

STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 8th day of April, 1997, by George W. Ventura, the President of KVI Ltd., a Nebraska corporation, on behalf of the partnership.

[Signature]
Notary Public



BELLEVUE UNIVERSITY, a Nebraska
nonprofit corporation

By *[Signature]*
Its *President*

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 8 day of
APRIL, 1997, by JOHN MULLER, the PRESIDENT
of Bellevue University, a Nebraska nonprofit corporation, on behalf of the corporation.



NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS

[Signature]
Notary Public

M1:0209695.03

EXHIBIT "A"
LEGAL DESCRIPTION

MC-27553

Lot 2, NORTH PARK, 2ND ADDITION, REPLAT IV, a Subdivision as surveyed, platted, and recorded in Douglas County, Nebraska,

and

MC-27546

Lot 8, NORTH PARK 2ND ADDITION, a Subdivision as surveyed, platted, and recorded in Douglas County, Nebraska.

EXHIBIT "B"
LEGAL DESCRIPTION

MC-27553

Lot 1, NORTH PARK 2ND ADDITION REPLAT IV, a Subdivision as surveyed, platted, and recorded in Douglas County, Nebraska.

EXHIBIT "C"

LEGAL DESCRIPTIONS

91-343
 PARCEL 1: Lot 2, in NORTH PARK, 1ST ADDITION, a Subdivision, located in the Southwest Quarter (SW1/4) of Section 8, Township 15 North, Range 12 East of the 6th P.M., in Douglas County, Nebraska, more particularly described as follows:

Beginning at the Northwest corner of said Lot 2, North Park, 1st Addition; thence South 80°25'54" East (assumed bearing), along the North line of said Lot 2, North Park, 1st Addition, a distance of 274.89 feet; thence South 89°58'27" East, along said North line of Lot 2, North Park, 1st Addition, a distance of 205.00 feet, to the Northeast corner of said Lot 2, North Park, 1st Addition; thence South 00°01'33" West, along the East line of said Lot 2, North Park, 1st Addition, a distance of 453.00 feet; thence South 18°52'20" East, along said East line of Lot 2, North Park, 1st Addition, a distance of 218.47 feet, to the Southeast corner of said Lot 2, North Park, 1st Addition; thence South 89°58'20" West, along the South line of said Lot 2, North Park, 1st Addition, a distance of 585.03 feet, to a point on the East right-of-way line of 117th Avenue, said point also being the Southwest corner of said Lot 2, North Park, 1st Addition; thence along said East right-of-way line of 117th Avenue, said line also being the West line of Lot 2, North Park, 1st Addition, on the following described courses; thence North 00°01'41" West, a distance of 243.00 feet; thence Northeasterly, on a curve to the right with a radius of 2,776.07 feet, a distance of 464.95 feet, said curve having a long chord which bears North 04°46'12" East, a distance of 464.40 feet, to the Point of Beginning.

MC-27545
 PARCEL 2: Lot 3, in NORTH PARK, 1ST ADDITION, a Subdivision, located in the Southwest Quarter (SW1/4) of Section 8, Township 15 North, Range 12 East of the 6th P.M., in Douglas County, Nebraska, more particularly described as follows:

Beginning at the Northwest corner of said Lot 3, North Park, 1st Addition; thence South 89°59'55" East (assumed bearing), along the North line of said Lot 3, North Park, 1st Addition, a distance of 708.85 feet, to a point on the West right-of-way line of 117th Avenue, said point also being the Northeast corner of said Lot 3, North Park, 1st Addition; thence along said West right-of-way line of 117th Avenue, said line also being the East line of said Lot 3, North Park, 1st Addition, on the following described courses; thence Southwesterly, on a curve to the right with a radius of 1,154.76 feet, a distance of 233.41 feet, said curve having a long chord which bears South 07°20'53" West, a distance of 233.01 feet; thence South 13°08'19" West, a distance of 125.00 feet; thence Southwesterly, on a curve to the left with a radius of 2,856.07 feet, a distance of 97.52 feet, said curve having a long chord which bears South 12°09'37" West, a distance of 97.51 feet; thence Southwesterly, on a curve to the right with a radius of 17.00 feet, a distance of 26.46 feet, said curve having a long chord which bears South 55°45'49" West, a distance of 23.87 feet, to a point on the Northerly right-of-way line of Grant Street, said line also being the South line of said Lot 3, North Park, 1st Addition; thence along said Northerly right-of-way line of Grant Street, said line also being the South line of said Lot 3, North Park, 1st Addition, on the following described courses; thence North 79°39'19" West, a distance of 2.09 feet; thence Northwesterly, on a curve to the right with a radius of 1,797.23 feet, a distance of 177.38 feet, said curve having a long chord which bears North 76°49'40" West, a distance of 177.31 feet; thence North 74°00'01" West, a distance of 296.73 feet; thence Northwesterly, on a curve to the left with a radius of 364.32 feet, a distance of 101.74 feet, said curve having a long chord which bears North 82°00'01" West, a distance of 101.41 feet; thence South 89°59'59" West, a distance of 23.00 feet; thence Northwesterly, on a curve to the right with a radius of 27.00 feet, a distance of 42.41 feet, said curve having a long chord which bears North 45°00'01" West, a distance of 38.18 feet, to a point on the East right-of-way line of 120th Street, said line also being the West line of said Lot 3, North Park, 1st Addition; thence North 00°00'01" West, along said West line of said Lot 3, North Park, 1st Addition, a distance of 297.91 feet, to the Point of Beginning.

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PARCEL 3: Lot 4, in NORTH PARK, 1ST ADDITION, a Subdivision, located in the Southwest Quarter (SW1/4) of Section 8, Township 15 North, Range 12 East of the 6th P.M., in Douglas County, Nebraska, more particularly described as follows:

Beginning at the Northeast corner of said Lot 4, North Park, 1st Addition; thence South 00°01'33" West (assumed bearing), along the East line of said Lot 4, North Park, 1st Addition, a distance of 586.37 feet, to the Southeast corner of said Lot 4, North Park, 1st Addition, said point also being the Northeast corner of Lot 2, North Park, 1st Addition; thence North 89°58'27" West, along the South line of said Lot 4, North Park, 1st Addition, a distance of 205.00 feet; thence North 80°25'54" West, along said South line of Lot 4, North Park, 1st Addition, a distance of 274.89 feet, to a point on the East right-of-way line of 117th Avenue, said point also being the Southwest corner of said Lot 4, North Park, 1st Addition; thence Northeasterly, along said East right-of-way line of 117th Avenue, said line also being the West line of said Lot 4, North Park, 1st Addition, on the following described courses; thence Northeasterly, on a curve to the right with a radius of 2,776.07 feet, a distance of 173.00 feet, said curve having a long chord which bears North 11°21'12" East, a distance of 172.97 feet; thence North 13°08'19" East, a distance of 125.00 feet; thence Northeasterly, on a curve to the left with a radius of 1,234.76 feet, a distance of 251.75 feet, said curve having a long chord which bears North 07°17'52" East, a distance of 251.32 feet, to the Northwest corner of said Lot 4, North Park, 1st Addition; thence South 89°59'55" East, along the North line of said Lot 4, North Park, 1st Addition, a distance of 381.94 feet, to the Point of Beginning.

PARCEL 4: That part of Lot 2, in NORTH PARK REPLAT I, a Subdivision, located in the Southwest Quarter (SW1/4) of Section 8, Township 15 North, Range 12 East of the 6th P.M., in Douglas County, Nebraska, more particularly described as follows:

Commencing at the Southwest corner of said Lot 2, North Park Replat I, said point also being on the East right-of-way line of 120th Street; thence North 00°00'01" West (assumed bearing), along said East right-of-way line of 120th Street, said line also being the West line of said Lot 2, North Park Replat I, a distance of 233.84 feet, to the Point of Beginning; thence along said East right-of-way line of 120th Street, said line also being said West line of Lot 2, North Park Replat I, on the following described courses; thence North 00°00'01" West, a distance of 457.98 feet; thence Northeasterly, on a curve to the right with a radius of 27.00 feet, a distance of 42.41 feet, said curve having a long chord which bears North 44°59'59" East, a distance of 38.18 feet, to a point on the South right-of-way line of Grant Street, said point also being on the North line of said Lot 2, North Park Replat I; thence North 89°59'59" East, along said North line of Lot 2, North Park Replat I, a distance of 53.00 feet, to the Northwest corner of Lot 1, said North Park Replat I; thence along the West line of said Lot 1, North Park Replat I, on the following described courses; thence South 00°00'01" East, a distance of 25.00 feet; thence South 44°59'59" West, a distance of 70.71 feet; thence South 00°00'01" East, a distance of 156.25 feet, to the Southwest corner of said Lot 1, North Park Replat I; thence North 89°59'59" East, along the South line of said Lot 1, North Park Replat I, a distance of 200.00 feet, to the Southeast corner of said Lot 1, North Park Replat I; thence North 00°00'01" West, along the East line of said Lot 1, North Park Replat I, a distance of 222.14 feet, to a point on said South right-of-way line of Grant Street, said line also being said North line of Lot 2, North Park Replat I; thence along said South right-of-way line of Grant Street, said line also being said North line of Lot 2, North Park Replat I, on the following described courses; thence Southeasterly, on a curve to the right with a radius of 299.32 feet, a distance of 9.56 feet, said curve having a long chord which bears South 74°54'57" East, a distance of 9.56 feet; thence South 74°00'01" East, a distance of 190.00 feet; thence Southeasterly, on a curve to the left with a radius of 1,847.23 feet, a distance of 182.32 feet, said curve having a long chord which bears South 76°49'40" East, a distance of 182.24 feet; thence South 79°39'19" East, a distance of 2.09 feet; thence Southeasterly, on a curve to the right with a radius of 17.00 feet, a distance of 26.46 feet, said curve having a long chord which bears South 35°04'26" East, a distance of 23.87 feet, to a point on the West right-of-way line of 117th Avenue,

MC 27547

said point also being on the East line of said Lot 2, North Park Replat I; thence Southwesterly, along said West right-of-way line of 117th Avenue, said line also being said East line of Lot 2, North Park Replat I, on a curve to the left with a radius of 2,856.07 feet, a distance of 361.72 feet, said curve having a long chord which bears South 05°52'44" West, a distance of 361.48 feet; thence South 89°59'59" West, a distance of 578.06 feet, to the Point of Beginning;

Together with nonexclusive easement rights as contained in Declaration of Easements dated as of December __, 1989, filed January 8, 1990 in Book 909 at Page 708 of the Miscellaneous Records of Douglas County, Nebraska.

PARCEL 5: Lot 1, in NORTH PARK 2ND ADDITION REPLAT I, a Subdivision, located in the Southwest Quarter (SW1/4) of Section 8, Township 15 North, Range 12 East of the 6th P.M., in Douglas County, Nebraska, more particularly described as follows:

Beginning at the Northeast corner of said Lot 6, North Park 2nd Addition, said point also being the Southeast corner of said Lot 10, North Park 2nd Addition; thence South 00°01'26" West (assumed bearing), along the East line of said Lot 6, North Park 2nd Addition, a distance of 210.00 feet; thence North 89°59'20" West, a distance of 320.64 feet; thence Southwesterly, on a curve to the right with a radius of 165.00 feet, a distance of 186.47 feet, said curve having a long chord which bears South 41°46'10" West, a distance of 176.71 feet, to a point on the Easterly right-of-way line of 117th Avenue, said point also being on the Westerly line of said Lot 6, North Park 2nd Addition; thence Northwesterly, along said Easterly right-of-way line of 117th Avenue, said line also being said Westerly line of Lot 6, North Park 2nd Addition, on a curve to the left with a radius of 500.34 feet, a distance of 311.80 feet, said curve having a long chord which bears North 39°37'46" West, a distance of 306.78 feet; thence Northerly, along said Easterly right-of-way line of 117th Avenue, said line also being the Westerly line of said Lot 6, North Park 2nd Addition, on a curve to the right with a radius of 17.00 feet, a distance of 24.94 feet, said curve having a long chord which bears North 15°27'13" West, a distance of 22.76 feet, to a point on the Easterly right-of-way line of 118th Circle, said point also being on said Westerly line of said Lot 6, North Park 2nd Addition; thence Northeasterly, along said Easterly right-of-way line of 118th Circle, said line also being the Westerly line of said Lots 6 and 10, North Park 2nd Addition, on a curve to the left with a radius of 682.82 feet, a distance of 184.16 feet, said curve having a long chord which bears North 18°50'57" East, a distance of 183.60 feet; thence South 89°58'34" East, a distance of 160.89 feet; thence North 00°01'26" East, a distance of 120.00 feet; thence South 89°58'34" East, a distance of 420.00 feet, to a point on the East line of said Lot 10, North Park 2nd Addition; thence South 00°01'26" West, along said East line of Lots 10 and 6, North Park 2nd Addition, a distance of 210.00 feet, to the Point of Beginning.

PARCEL 6: Lots 1 and 2, in NORTH PARK 2ND ADDITION REPLAT II, a Subdivision, located in the Southwest Quarter (SW1/4) of Section 8, Township 15 North, Range 12 East of the 6th P.M., in Douglas County, Nebraska, more particularly described as follows:

Beginning at the Southwest corner of said Lot 7, North Park 2nd Addition; said point also being on the East right-of-way line of 120th Street; thence along said East right-of-way line of 120th Street, said line also being the West line of said Lot 7, North Park 2nd Addition, on the following described courses; thence North 00°00'01" West (assumed bearing), a distance of 258.28 feet; thence Northeasterly, on a curve to the right with a radius of 27.00 feet, a distance of 41.03 feet, said curve having a long chord which bears North 43°32'00" East, a distance of 37.19 feet, to a point on the Southerly right-of-way line of Miami Street, said line also being the North line of said Lot 7, North Park 2nd Addition; thence along said South right-of-way line of Miami Street, said line also being said North line of Lot 7, North Park 2nd Addition, on the following described courses; thence Northeasterly, on a curve to the left with a

radius of 500.75 feet, a distance of 310.86 feet, said curve having a long chord which bears North 69°17'00" East, a distance of 305.88 feet; thence North 51°29'59" East, a distance of 42.95 feet; thence Northeasterly, on a curve to the left with a radius of 682.82 feet, a distance of 185.64 feet, said curve having a long chord which bears North 43°42'40" East, a distance of 185.07 feet; thence Southeasterly, on a curve to the right with a radius of 17.00 feet, a distance of 25.80 feet, said curve having a long chord which bears North 79°23'57" East, a distance of 23.39 feet, to a point on the Westerly right-of-way line of 117th Avenue, said point also being the Easterly line of said Lot 7, North Park 2nd Addition; thence Southeasterly, along said Westerly right-of-way line of 117th Avenue, said line also being said Easterly line of Lot 7, North Park 2nd Addition, on the following described courses; thence on a curve to the right with a radius of 420.34 feet, a distance of 318.61 feet, said curve having a long chord which bears South 35°24'32" East, a distance of 311.04 feet; thence Southeasterly, on a curve to the right with a radius of 1,154.76 feet, a distance of 307.40 feet, said curve having a long chord which bears South 06°04'07" East, a distance of 306.49 feet, to the Southeast corner of said Lot 7, North Park 2nd Addition; thence North 89°59'55" West, along the South line of said Lot 7, North Park 2nd Addition, a distance of 708.84 feet, to the Point of Beginning.

PARCEL 7: Part of Lot 6, in NORTH PARK 2ND ADDITION, a Subdivision, located in the Southwest Quarter (SW1/4) of Section 8, Township 15 North, Range 12 East of the 6th P.M., in Douglas County, Nebraska, more particularly described as follows:

Beginning at the Southeast corner of said Lot 6, North Park 2nd Addition; thence North 89°59'55" West (assumed bearing), along the South line of said Lot 6, North Park 2nd Addition, a distance of 381.94 feet, to a point on the Easterly right-of-way line of 117th Avenue, said point also being the Southwest corner of said Lot 6, North Park 2nd Addition; thence Northwesterly, along said Easterly right-of-way line of 117th Avenue, said line also being the West line of said Lot 6, North Park 2nd Addition, on a curve to the left with a radius of 1,234.76 feet, a distance of 326.52 feet, said curve having a long chord which bears North 06°07'09" West, a distance of 325.57 feet; thence Northwesterly, along said Easterly right-of-way line of 117th Avenue, said line also being said West line of Lot 6, North Park 2nd Addition, on a curve to the left with a radius of 500.34 feet, a distance of 70.58 feet, said curve having a long chord which bears North 17°44'09" West, a distance of 70.52 feet; thence Northeasterly, on a curve to the left with a radius of 165.00 feet, a distance of 186.47 feet, said curve having a long chord which bears North 41°46'10" East, a distance of 176.71 feet; thence South 89°59'20" East, a distance of 320.64 feet, to a point on the East line of said Lot 6, North Park 2nd Addition; thence South 00°01'26" West, along said East line of Lot 6, North Park 2nd Addition, a distance of 522.63 feet, to the Point of Beginning.

PARCEL 8: Lots 1 and 2, NORTH PARK 2ND ADDITION REPLAT III, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska.

PARCEL 9: Lot 8, in NORTH PARK 2ND ADDITION, a Subdivision as surveyed, platted, and recorded in Douglas County, Nebraska.