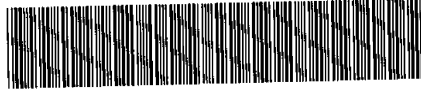
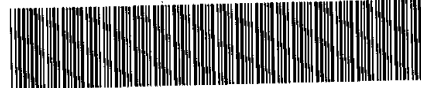


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RE/ ANI



UNI Attn 1800

MISC 2002 09614

Omaha, Nebraska 68102

RICHARD N. TAKECHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

2002 APR 24 PM 12: 05

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SPACE ABOVE FOR RECORDER'S USE ONLY

AMENDMENT TO DECLARATION OF RESTRICTIVE COVENANTS

This Amendment to Declaration of Restrictive Covenants ("Amendment") is made this 19 day of April, 2002, by Union Pacific Railroad Company, a Delaware corporation ("Declarant"), and the City of Omaha, Nebraska, a municipal corporation of the State of Nebraska ("City").

RECITALS

A. Declarant adopted a Declaration of Restrictive Covenants (the "Declaration"), recorded November 3, 2000 in Book 1357 at Page 297, Miscellaneous Records, Douglas County, Nebraska, which set forth certain conditions and restrictions applied to and running with the real property in the City of Omaha, Douglas County, Nebraska, described in Exhibit "A" attached to and made a part of the Declaration (the "Premises").

B. By Quitclaim Deed dated November 3, recorded November 3, 2000 in Book 2167 at Page 61, Deed Records, Douglas County, Nebraska, Declarant transferred to City all of Declarant's right, title and interest in and to the Property.

C. City and Declarant desire to amend the Declaration as set forth in this Amendment.

AMENDMENT

1. Section 1 of the Declaration is hereby amended in its entirety to read as follows:

"1. Prohibition Against Certain Uses. Neither the Premises, nor any portion thereof, shall be used now or hereafter for any residential, day care, preschool, playground, athletic field, picnic ground, dormitory or nursing home purposes, or for any industrial purposes which generate, treat, store or dispose of "hazardous waste" (as defined below). Notwithstanding the previous sentence:

(a) the Premises can contain (i) hotels or other types of short-term transient accommodations, (ii) convention center/arena, and related buildings and facilities, and any buildings and facilities for educational activities related to the use of the Premises as a

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convention center/arena, and (iii) playground, athletic field or picnic ground uses on any portions of the Premises (A) covered with hard surface by the City or its successors or assigns, or (B) under the control of the City and covered with at least one foot of clean fill by the City or its successors or assigns and not located in areas delineated on the excavation management plan referred to Paragraph 2 of this Declaration; and

(b) with respect only to the portion of the Premises described in Exhibit "C" attached hereto and incorporated herein by this reference (the "Hotel Conversion Property"), any hotel building constructed on the Hotel Conversion Property which is used for hotel purposes for not less than three (3) years may be converted to multi-family residential or nursing home uses, provided that a hard impermeable surface pad shall at all times be maintained all exposed areas of the surface of the Hotel Conversion Property so as to not allow direct and prolonged human contact with the soil, and provided further that no such conversion from hotel use shall occur unless and until EPA consents in writing to such conversion and acknowledges in writing that Declarant shall not be obligated to comply with any conditions to such consent and that any and all such conditions and any other requirements imposed by EPA due to such conversion shall be performed by City, and/or City's successors and assigns.

In no event shall the Premises or any portion thereof, be used now or hereafter for the generation, treatment storage or disposal of "hazardous waste" as defined in the federal Resource Conservation and Recovery Act, 42 USC Section 6901, *et seq.*, any successor statute, and any rules and regulations promulgated pursuant to such Act."

2. Except as hereinabove specifically amended, all of the conditions and restrictions contained in the Declaration shall continue to be in full force and effect.

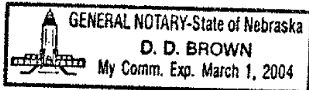
IN WITNESS WHEREOF, Union Pacific Railroad Company and the City of Omaha have caused this Amendment to Declaration of Restrictive Covenants to be executed as of the date first above written.

UNION PACIFIC RAILROAD COMPANY,
a Delaware corporation

By: 
Its: ASST. VICE PRESIDENT

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 19 of APRIL, 2002, by R. D. UHRICH, who is the ASST. VICE PRESIDENT of Union Pacific Railroad Company, a Delaware corporation, and acknowledged said Amendment to Declaration of Restrictive Covenants on behalf of Union Pacific Railroad Company.



My Commission Expires

[Handwritten Signature]

Notary Public

ACKNOWLEDGED this 18th day of April, 2002.

CITY OF OMAHA, NEBRASKA, a municipal corporation of the State of Nebraska

By: *[Handwritten Signature]*
MAYOR OF THE CITY OF OMAHA

APPROVED AS TO FORM:

[Handwritten Signature]
City Attorney

ATTEST:

[Handwritten Signature]
City Clerk

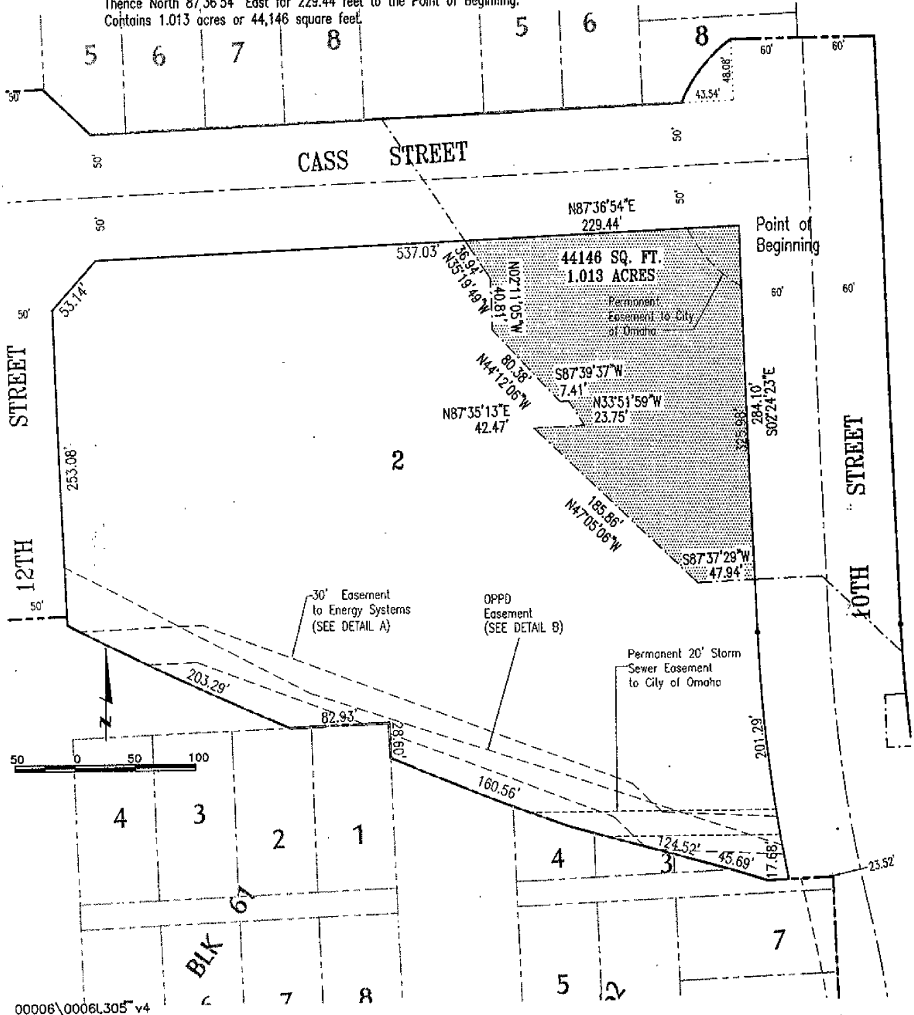
IMPRINTED SEAL
REGISTER OF DEEDS

Lot 2, UNION PACIFIC PLACE

Union Pacific Railroad Ownership Exhibit

LEGAL DESCRIPTION

That part of Lot 2, UNION PACIFIC PLACE, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska, described as follows:
 Beginning at the northeast corner of said Lot 2, Union Pacific Place;
 Thence South 02°24'23" East (bearings referenced to the final plot of Union Pacific Place) for 284.10 feet along the east line of said Lot 2;
 Thence South 87°37'29" West for 47.94 feet;
 Thence North 47°05'06" West for 185.86 feet;
 Thence North 87°35'13" East for 42.47 feet;
 Thence North 33°51'59" West for 23.75 feet;
 Thence South 87°39'37" West for 7.41 feet;
 Thence North 44°12'06" West for 80.38 feet;
 Thence North 02°11'05" West for 40.81 feet;
 Thence North 35°19'49" West for 36.94 feet to the north line of said Lot 2;
 Thence North 87°36'54" East for 229.44 feet to the Point of Beginning.
 Contains 1.013 acres or 44,146 square feet.



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 Book _____ Page _____ Date April 10, 2002 Dwn.By aet Job Number 6.01-255

lamp, ryneanson & associates, inc.
 engineers surveyors planners
 14710 west dodge road, suite 100
 omaha, nebraska 68154-2029
 ph 402-496-2498
 fax 402-496-2730