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MEMORANDUM

THIS MEORANDUM (the "MEMORANDUM") is made and entered into effective as of the 28 day of June, 2004 by and between **Ted Grace Development L.L.C., a Nebraska limited liability company ("Declarant") and Primacy Property Leasing Omaha, LLC ("Primacy")**

WHEREAS, Declarant is the record owner of certain real property legally described on Exhibit "A" ("Property"); and

WHEREAS, Declarant established certain easements, covenants and restrictions that affect the Property by the creation and recordation of the Altech Business Park Declaration of Covenants, Conditions, Easements, and Restrictions dated June 30, 1998, filed July 31, 1998 in Book 1257 at Page 546, Miscellaneous Records, Douglass County, Nebraska and amended by the First Amendment dated January 12, 2000, filed January 12, 2000 in Book 1323 at Page 388, Miscellaneous Records, Douglas County, Nebraska (collectively and as amended the "Declaration"); and

WHEREAS, Primacy desires to purchase the Property subject to certain exceptions to the Declaration and Declarant desires to sell the Property subject to certain exceptions to the Declaration; and

NOW, THEREFORE, in consideration of the mutual terms, covenants, conditions and agreements hereinafter contained, Declarant's sale of the Property and Primacy's purchase of the Property, and other good and valuable consideration, it is hereby agreed by Declarant and Primacy as follows:

1. Notwithstanding anything contained in the Declaration to the contrary, in no event shall Primacy or Primacy's successors or assigns be obligated to pay more than One Hundred Twenty Five Percent (125%) of the prior year total dues and assessments until such time as Twenty Five C, LLC, Ted Grace, Declarant or any entity affiliated with either Twenty Five C, LLC, Ted Grace or Declarant no longer has the power to exercise the powers and duties of the Altech Business Park Association as provided in Section 5 of the Declaration.

2. All other terms and provisions of the Declaration shall apply to Primacy and the Property. If there is a conflict between this DOA and the Declaration, then the provisions of this MEMORANDUM shall control.

3. The rights granted to Primacy herein shall run with the land and title to the Property and be for the benefit of the Primacy and Primacy's successors in interest with respect to Property.

4. This MEMORANDUM shall be construed in accordance with the laws of the State of Nebraska and shall not be amended or modified except in writing executed by the parties or their successors in interest.

TED GRACE DEVELOPMENT L.L.C.,
a Nebraska Limited Liability Company,

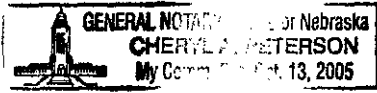
By: Ted V. Grace
Ted V. Grace, Its Manager

Primacy Property Leasing Omaha, LLC

By: C. Matthew Spinolo
C. Matthew Spinolo, Member

STATE OF NEBRASKA)
)ss
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 30th day of June, 2004, by Ted V. Grace, Manager of Ted Grace Development, L.L.C.



Cheryl A. Peterson
Notary Public

STATE OF TENNESSEE)
)ss
COUNTY OF SHELBY)

The foregoing instrument was acknowledged before me this 25th day of June, 2004, by C. Matthew Spinolo, Member of Primacy Property Leasing Omaha, LLC.



My Commission Expires
September 27, 2006

Alison Grimm
Notary Public

EXHIBIT "A"

Lot 1, Replat 4, Altech Business Park, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska.