

FILED SARPY CO. NE.

INSTRUMENT NUMBER

2000-14571

2000 JUN 19 AM 8:51

Glenn G. Dowling

REGISTER OF DEEDS

Counter
 Verify
 D.E.
 Proof
 Fee \$ 16.00
 CASH Cash Chg

RESTRICTIVE COVENANT DECLARATION

HARRISON I-80 LLC, a Nebraska limited liability company, hereby establishes the following Restrictive Covenant:

PRELIMINARY STATEMENT

Harrison I-80 LLC, a Nebraska limited liability company ("Harrison I-80"), is the record owner of Lots 1 through 18, Harrison Hills, a subdivision as surveyed, platted and recorded in Sarpy County, Nebraska. Harrison I-80 has contracted to sell Lots 17 and 18, Harrison Hills ("Restricted Property"), to Harrison Hills Apartments, L.L.C., a Nebraska limited liability company ("HHA"). Harrison I-80 desires to establish the following Restrictive Covenant and as a mutual condition precedent to Harrison I-80's and HHA's obligation to close, the parties have agreed to place the following Restrictive Covenant against the Restricted Property, as stated herein.

TERMS AND CONDITIONS

In consideration of the foregoing Preliminary Statement, which by this reference is repeated and incorporated in this portion of the Restrictive Covenant, and in consideration of the sale and purchase of Lots 17 and 18, Harrison Hills, and other consideration, the receipt and sufficiency of which are hereby acknowledged, Harrison I-80 and HHA hereby provide as follows:

1. Height Restriction. No building or other improvement on Lot 18, Harrison Hills shall be in excess of three (3) stories measured from the finished grade.

2. Restriction on Number of Units. No more than five hundred fifty (550) multi-family residential units or the number of multi-family residential units as permitted by applicable code, ordinance or regulation, whichever is less, shall be built on the Restricted Property.

After recording, return to:

John Q. Bachman
GAINES, MULLEN, PANSING & HOGAN
10050 Regency Circle, Suite 200
Omaha, NE 68114

14571

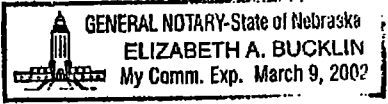
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FNT

2000-14571B

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 16 day of June, 2000, by Howard M. Koops, Manager of HARRISON HILLS APARTMENTS, L.L.C., a Nebraska limited liability company, on behalf of the limited liability company.



Elizabeth A. Bucklin
Notary Public