FILED SARPY CO. NE. INSTRUMENT NUMBER 1000-14571

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REGISTER OF DEEDS

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. <u>Height Restriction</u>. No building or other improvement on Lot 18, Harrison Hills shall be in excess of three (3) stories measured from the finished grade.
- 2. <u>Restriction on Number of Units</u>. 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

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- 3. <u>Use Restriction</u>. The Restricted Property shall be used solely as multi-family apartments for a term of twenty (20) years from the date hereof.
- 4. <u>Binding Effect</u>. This Restrictive Covenant runs with the land and shall inure to the benefit of Harrison I-80, its successors and assigns and be binding upon HHA and its successors and assigns. This Restrictive Covenant shall be effective from the date of execution and shall not be amended without the express written consent of the parties hereto and their respective successors and assigns.
- 5. <u>HHA Joinder</u>. HHA hereby consents to the foregoing Restrictive Covenant and agrees to be bound by the terms and conditions hereof.

DATED this 16 day of June, 2000.

HARRISON I-80 LLC, a Nebraska limited liability company

By

Title

Manager

HARRISON HILLS APARTMENTS, L.L.C., a Nebraska limited liability company

By Acrocal Marge Title manager

STATE OF NEBRASKA) ss. COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 15 day of June, 2000, by Lerner, Manager of HARRISON I-80 LLC, a Nebraska limited liability company, on behalf of the limited liability company.

GENERAL NOTARY-State of Nebraska
SANDRA WILLMOTT
My Comm. Exp. Aug. 18, 2002

Sandra Willmott Notary Public

2000-14571B

STATE OF NEBRASKA)	
)	SS.
COUNTY OF DOUGLAS)	

The foregoing instrument was acknowledged before me this 6 day of June, 2000, by HOLOGO, Manager of HARRISON HILLS APARTMENTS, L.L.C., a Nebraska limited liability company, on behalf of the limited liability company.

GENERAL NOTARY-State of Nebraska
ELIZABETH A. BUCKLIN
My Comm. Exp. March 9, 2002

Notary Public