

FILED SARPY CO. NE.  
INSTRUMENT NUMBER  
2000-14570

2000 JUN 19 AM 8:51

*Sharon J. Dowling*  
REGISTER OF DEEDS

Counter                      ✓  
Verify                       
D.E.                       
Proof                       
Fee \$ 11.00  
Ck  Cash  Chg

**MEMORANDUM OF DEVELOPMENT AGREEMENT**

THIS MEMORANDUM OF DEVELOPMENT AGREEMENT is entered into this 16 day of June, 2000, by and between HARRISON I-80 LLC, a Nebraska limited liability company ("Developer"), and HARRISON HILLS APARTMENTS, L.L.C., a Nebraska limited liability company ("HHA").

**PRELIMINARY STATEMENT**

Developer and HHA have entered into a certain Development Agreement dated contemporaneously herewith concerning the development of Lots 17 and 18, Harrison Hills, a subdivision as surveyed, platted and recorded in Sarpy County, Nebraska (the "Real Property"). Developer and HHA wish to place notice of the Development Agreement on record.

NOW, THEREFORE, in consideration of the foregoing Preliminary Statement which is incorporated herein by this reference and the mutual covenants of the parties hereto, Developer and HHA agree as follows:

1. Memorandum. Developer and HHA hereby execute this Memorandum of Development Agreement for the purpose of giving notice of the Development Agreement and the rights of the parties thereunder. This Memorandum of Development Agreement may be recorded in the office of the Register of Deeds of Sarpy County, Nebraska at the request of either party. This Memorandum of Development Agreement is subject in each and every respect to the terms, covenants and conditions contained in the Development Agreement and is executed by Developer and HHA with the understanding and agreement that nothing contained herein shall in any manner alter, modify or vary the terms, covenants or conditions of the Development Agreement.

After recording, please return to:

John Q. Bachman  
Gaines, Mullen, Pansing & Hogan  
10050 Regency Circle, Suite 200  
Omaha, NE 68114

14570

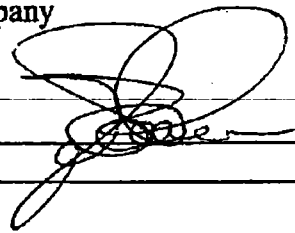
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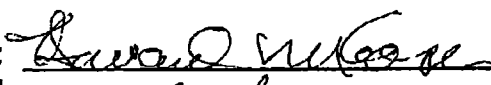
2000-14570A

IN WITNESS WHEREOF, the parties have executed this Memorandum of Development Agreement as of the date first above written.

HARRISON I-80 LLC, a Nebraska limited liability company

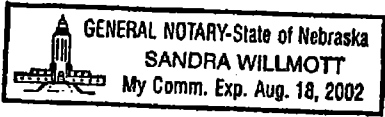
By:   
Title: \_\_\_\_\_


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

By:   
Title: member

STATE OF NEBRASKA )  
 ) ss.  
COUNTY OF DOUGLAS )

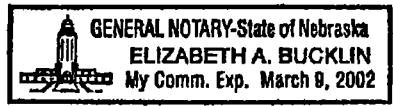
The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of June, 2000, by Jay R. Lerner, Manager of HARRISON I-80 LLC, a Nebraska limited liability company, on behalf of the limited liability company.

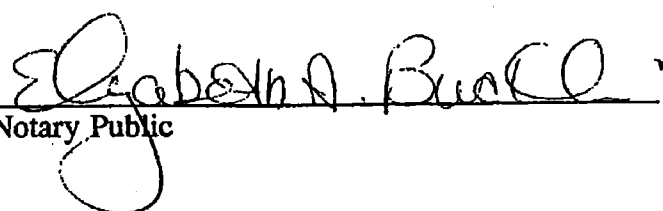
 GENERAL NOTARY-State of Nebraska  
SANDRA WILLMOTT  
My Comm. Exp. Aug. 18, 2002

  
Notary Public

STATE OF NEBRASKA )  
 ) ss.  
COUNTY OF DOUGLAS )

The foregoing instrument was acknowledged before me this 16 day of June, 2000, by Howard M. Koepfer 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