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GEORGE J. ...
REGISTERED ...
DOUGLAS COUNTY, NE

CONSENT AND APPROVAL OF DECLARANT

This Consent and Approval is made as of this 10th day of September, 1996, by BENNINGTON COMPANY, a Nebraska corporation (the "Declarant"), which is Declarant under the Declaration of Covenants, Conditions, Restrictions and Easements of Huntington Park, a Subdivision in Douglas County, Nebraska, dated March 31, 1993, and recorded with the Douglas County Register of Deeds on March 31, 1993, Miscellaneous records, in Book 1064, at Page 270, as amended by the First Amendment to Declaration of Covenants, Conditions, Restrictions and Easements of Huntington Park, a Subdivision in Douglas County, Nebraska, dated September 10 1996, and recorded with the Douglas County Register of Deeds on September 17, 1996, Miscellaneous Records, in Book 1167, at Page 656, and under the Declaration of Covenants, Conditions, Restrictions and Easements for a Part of Huntington Park, a Subdivision in Douglas County, Nebraska, dated September 30, 1993, and recorded with the Douglas County Register of Deeds on October 1, 1993, Miscellaneous Records, in Book 1098, at Page 229, as amended by the First Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for a Part of Huntington Park, a Subdivision in Douglas County, Nebraska, dated February 19, 1996, and recorded with the Douglas County Register of Deeds on April 22, 1996, in Book 1174, at Page 742, Miscellaneous Records (as amended collectively referred to as the "Declarations").

Preliminary Statement

The Declarations were made by the Declarant in connection with the development of residential lots in Huntington Park, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska ("Huntington Park"). Certain of the lots of Huntington Park which are subject to the Declarations, have been replatted and, due to the various replattings, the lots encumbered by the Declarations are now legally described as follows (the "Declaration Lots"):

Lots 1 through 31, inclusive, Lots 38 through 276, inclusive, Lots 279 through 300, inclusive, and Lots 302 through 308, inclusive, in Huntington Park, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska; and

me-17850

Lots 1 through 61, inclusive, Villas of Huntington Woods, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska; and

me-40332

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

me-17851

Except as specifically excluded by the Declarations, the Declaration Lots are included in the Huntington Park Homeowners Association (the "Homeowners Association").

Horgan Development Company ("Horgan") is developing property which is contiguous to the Declaration Lots as an additional phase of Huntington Park. Horgan desires to include the lots which it is developing as an additional phase of Huntington Park in the Homeowners Association and has requested the consent and approval of the Declarant to include such lots in the Homeowners Association.

The Declarations provide that the Homeowners Association may be expanded to include additional residential lots in any subdivision which is contiguous to any of the Lots, or which is developed as a phase of the Huntington Park subdivision. Declarant has investigated the effect which inclusion of the residential lots being developed by Horgan as an additional phase of Huntington Park would have on the lots as defined in the Declarations, and has concluded that inclusion of such additional lots would further the preservation of Huntington Park and further the benefits and protections afforded to the Declaration Lots by the Declarations.

NOW, THEREFORE, pursuant to the authority granted to the Declarant in the Declarations, Declarant hereby consents and approves to the inclusion of the residential lots being developed by Horgan in the Homeowners Association, which additional Lots are legally described as follows:

Lots 309 through 433, inclusive, and Lots 435 through 439, inclusive, in Huntington Park, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska.

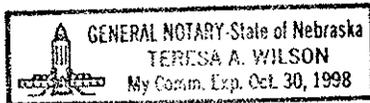
IN WITNESS WHEREOF, this Consent and Approval has been executed as of the date and year first above written.

BENNINGTON COMPANY, a Nebraska corporation

By: Barbara Shaw
Barbara Shaw, President

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 10th day of September, 1996, by Barbara Shaw, President of Bennington Company, a Nebraska corporation, on behalf of the corporation.



Teresa A. Wilson
Notary Public

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS