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Received - DIANE L. BATTIATO
Register of Deeds, Douglas County, NE
10/15/2010 14:31:48.97



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This instrument was prepared by and upon recordation should be returned to:
Robert W. Rieke, Esq., 409 South 17th Street, Suite 500, Omaha NE 68102

RESTRICTIVE COVENANT

WEST DUNDEE DEVELOPMENT CO., L.L.C., a Nebraska limited liability company ("Declarant"), hereby makes this Restrictive Covenant this 14 day of October, 2010.

Recitals

WHEREAS, Declarant is the owner of the real estate described on Exhibit "A" attached hereto (the "Subject Property"); and

WHEREAS, Declarant, Sanitary and Improvement District No. 451, Douglas County, Nebraska, and the City of Omaha ("City") have previously entered into a certain Subdivision Agreement (the "Subdivision Agreement") which affects the Subject Property and certain adjacent real estate (the "Adjacent Property"); and

WHEREAS, Sections IH and II of the Subdivision Agreement requires (the "City Requirements"): (a) delivery of binding contracts and evidence of financial capability with respect to the construction and installation of post-construction storm water management features and related appurtenances on the Subject Property and the Adjacent Property, and (b) a Post Construction Storm Water Maintenance Agreement for the Subject Property; and

WHEREAS, Declarant has finalized its planned development on the Adjacent Property but not the Subject Property and can therefore now only satisfy the City Requirements with respect to the Adjacent Property; and

WHEREAS, Declarant has made this instrument in order to: (a) obtain all City approvals with respect to the development of the Adjacent Property, and (b) assure City that the City Requirements will be satisfied with respect to the Subject Property before development of the Subject Property is undertaken.

NOW THEREFORE, Declarant, for itself and its successors and assigns, hereby covenants and agrees to and for the benefit of City that no development of the Subject Property, nor building permits for any improvements on the Subject Property, shall be had unless and until the City Requirements with respect to the Subject Property are satisfied. This Restrictive Covenant may only be released after the satisfaction of the City Requirements with respect to the Subject Property or otherwise with the approval of City.

DATED: October 14, 2010.

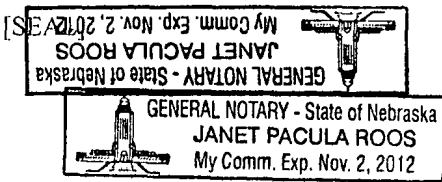
WEST DUNDEE DEVELOPMENT CO., L.L.C., a
Nebraska limited liability company

By Howard M. Kooper
Title: MEMBER/MGR

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

On this 14 day of October, 2010, before me, a notary public in and for said county and state, personally came Howard M. Kooper, Member - Manager of WEST DUNDEE DEVELOPMENT CO., L.L.C., a Nebraska limited liability company, known to me to be the identical person who signed the foregoing instrument and acknowledged the execution thereof to be his voluntary act and deed and the voluntary act and deed of said limited liability company.

WITNESS my hand and notarial seal at Omaha, in said county and state, the day and year last above written.



Janet Pacula Roos
Notary Public

EXHIBIT "A"

Lot 23, West Dodge Hills, a Subdivision in Douglas County, Nebraska.