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After Recording Return to:
Daniel B. Kinnamon
Erickson & Sederstrom, P.C.
Regency Westpoints
10330 Regency Parkway Dr.
Omaha, NE 68114

MEMORANDUM OF
MIXED USE DISTRICT DEVELOPMENT AGREEMENT

The City of Omaha, whose address is Omaha-Douglas Civic Center, 1819 Farnam Street, Omaha, Nebraska 68183, as "City"; Northern Natural Gas Company, whose address is 1111 South 103rd Street, Omaha, Nebraska 68124, as "Northern"; and THC, Inc., whose address is 6901 North 72nd Street, Omaha, Nebraska 68122, as "Developer", hereby acknowledge and give notice of a Mixed Use District Development Agreement made by and between City, Northern, and Developer, as follows:

1. The Mixed Use District Development Agreement is dated July 13, 1994.

2. The real estate subject to the provisions of the Mixed Use District Development Agreement is legally described as follows (the "Real Estate"):

Lots 1 through 55, inclusive Lakeside Hills, Douglas County, Nebraska.

Outlots 1 through 7, inclusive, Lakeside Hills, Douglas County, Nebraska.

3. The Mixed Use District Development Agreement provides for the Real Estate subject to the Agreement to be developed in accordance with the provisions of the MU Mixed Use District provisions of Section 55-561 et seq. of the Municipal Code of the City, the Development Plan referenced in the Agreement, and the other terms and provisions of the Mixed Use District Development Agreement including but not limited to the Site Development Regulations set forth therein.

4. The provisions of the Mixed Use District Development Agreement run with the Real Estate in favor of and for the benefit of each party to the Mixed Use District Development Agreement, their transferees, successors and assigns and are binding upon the present and all successor owners of the Real Estate described therein or any portion thereof.

5. All of the terms and provisions of the Mixed Use District Development Agreement are as set out in full therein, the existence of which is hereby acknowledged. Executed copies of the Mixed Use District Development Agreement are held by City and Developer and may be reviewed and copied at the offices of the City Clerk of the City at Omaha-Douglas Civic Center, 1819 Farnam Street, Omaha, Nebraska 68183.

11/10/94

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GEORGE J. BUGLEWICZ
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

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IN WITNESS WHEREOF, the undersigned have each executed this Memorandum of Mixed Use District Development Agreement on the dates set forth below.

THC, INC., A Nebraska Nonprofit Corporation

By Alden B. Awerkamp
Alden B. Awerkamp, Its President

NORTHERN NATURAL GAS COMPANY

By Dave Jung
Its Vice President

CITY OF OMAHA

By Paul [Signature] 12/8/94
INTERIM Mayor Date

ATTEST:

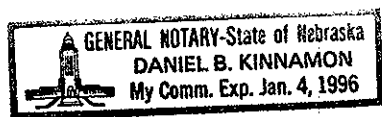
Mary Malley [Signature]
City Clerk

Approved as to Form:

[Signature]
Assistant City Attorney

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 28th day of November 1994, by Alden B. Awerkamp, President of THC, Inc., a Nebraska nonprofit corporation, on behalf of the corporation.



Daniel B. Kinnamon
Notary Public

IMPRINTED SEAL
REGISTER OF DEEDS

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

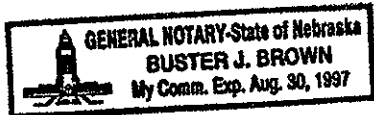
The foregoing instrument was acknowledged before me this 30th day of November, 1994, by Phil Lowry, Vice President of Northern Natural Gas Company, on behalf of the corporation.



Kerry Zuegner
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 8th day of December, 1994, by Subby Arzaldo Interim Mayor of the City of Omaha, and Mary Gallagher Barrett, City Clerk for the City of Omaha, a municipal corporation in the State of Nebraska, on behalf of the City.



Buster J. Brown
Notary Public