

DECLARATION OF COVENANTS AND RESTRICTIONS

This Declaration of Covenants and Restrictions made this 29<sup>th</sup> day of July, 1977 by OLD MILL INVESTMENTS NO. 1, INC., a Nebraska corporation ("Old Mill").

WHEREAS, Old Mill is the owner of the five parcels of property described in Exhibits 1, 2, 3, 4 and 5 attached hereto, which property comprises the Phase II development of Old Mill Office Park located in Old Mill Plaza, a subdivision in Douglas County, Nebraska;

WHEREAS, Old Mill is developing and improving said property with the construction of office buildings, parking areas, vehicular driveways and pedestrian walkways, and is having extensive landscaping done to said property;

WHEREAS, consistent with the aforesaid development and improvement of the property as a "campus-style" office park, Old Mill desires to place certain restrictions on said property as to the use thereof, and desires to obligate itself, its successors and assigns, and the future owners of said property to share the costs and expenses incurred in the care, preservation, maintenance, landscaping and repair of certain common areas within said Old Mill Office Park; and

WHEREAS, said restrictions on use and obligations are made in part as an inducement to obtain long-term financing for said development;

NOW, THEREFORE, Old Mill declares, adopts and establishes the following restrictions, and makes the following covenants and agreements with respect to the property described in the aforesaid Exhibits 1, 2, 3, 4 and 5 (hereinafter "Old Mill Office Park, Phase II"), and declares that said property is and shall be held, transferred, sold, conveyed and occupied subject to the restrictions, covenants and agreements herein set forth:

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1. Each owner of the fee title to property located within said Old Mill Office Park, Phase II shall be a member of the Old Mill Office Park Association No. 1 (hereinafter "Association"), which Association has as its primary purpose the care, preservation, maintenance, landscaping and repair of property and such improvements as may be located thereon, hereinafter referred to as the common area of Old Mill Office Park, which property is described on Exhibits 6 and 7 attached hereto, together with such other property among, between and around the improvements constructed or to be constructed in said Old Mill Office Park as may be designated, from time to time, as pedestrian walkways, or additional common area by the Association.

2. Each member of said Association shall abide by and be subject to the Articles of Incorporation and Bylaws thereof, and shall share the costs and expenses incurred by the Association in the care, preservation, maintenance, landscaping and repair of all of said common areas, and such improvements as may be located thereon, and pedestrian walkways, and shall pay promptly when due each assessment of said costs and expenses or other charges, which may include a proportionate share of the real property taxes assessed against said common areas, when assessed to each member by the Association in accordance with its Articles of Incorporation or Bylaws. If such assessments are not promptly paid when due, they shall constitute a lien upon property and improvements owned by the nonpaying member within Old Mill Office Park, Phase II, except that any portion or interest in the common area owned by said nonpaying member shall not be subject to such lien.

3. All buildings to be constructed within Old Mill Office Park, Phase II, are to be used for general office purposes and all business conducted therein shall be lawful in nature. No noxious or offensive trade or activity shall be carried on, nor shall anything be done which may be or become a nuisance or a violation of any regulation, law, ordinance or statute. Each owner of the fee title to property within Old Mill Office Park, Phase II, or their lessees



shall maintain their property and structures (other than such common area property, the care and maintenance of which is the responsibility of the Association) in a safe, clean and orderly manner and in first class repair and condition at all times.

4. No building or structure of any kind shall be installed, constructed, erected or placed upon property within Old Mill Office Park, Phase II, nor shall any alteration, addition or modification be made to the exterior of any building or structure existing thereon without the prior written approval of the Association, which approval shall be based upon a consideration of the final, detailed plans and specifications submitted to the Association detailing the proposed construction, alteration, addition or modification and showing, among other information that may be requested, the nature, shape, size, building material, location and architectural design thereof. All changes, additions or deletions to or amendments of said plans and specifications shall be submitted to the Association for approval prior to any construction pursuant to such plans.

5. No billboards, signs or other advertising devices of any kind shall be placed, exposed to view, or displayed upon any part of any building or property within Old Mill Office Park, Phase II, without the prior written approval of the Association.

6. All landscaping and the care, preservation, maintenance and repair of the common areas within Old Mill Office Park, Phase II, and the improvements located thereon shall be the sole responsibility of the Association and such responsibility shall be fully and competently carried out, and no landscaping, replanting, maintenance or repair of said common areas or improvements thereon shall be done or performed without the prior written approval of the Association.

7. All provisions of this Declaration of Covenants and Restrictions shall be capable of being specifically enforced by the aforesaid Association, or by any member thereof, or by any mortgagee



holding a mortgage lien on property located in said Old Mill Office Park, Phase II. In the event an attorney or attorneys are engaged to specifically enforce the provisions of this Declaration, and/or to obtain money damages for a breach or violation hereof, then the fee of such attorney or attorneys, together with all other costs in connection with a contemplated or actual legal proceeding to specifically enforce said provisions, may be added to any judgment obtained in any such legal proceeding.

8. Each of the restrictions, covenants and agreements herein contained shall continue and be binding upon Old Mill, its successors and assigns and all parties claiming under Old Mill until December 31, 1995, provided that at any time the fee owners of sixty percent (60%) of the property comprising Old Mill Office Park, Phase II (computed on a square foot basis), may, by written declaration signed and acknowledged by them and recorded in the Office of the Recorder of Deeds, Douglas County, Nebraska, alter, amend or extend such restrictions, covenants and agreements; provided, however, that these restrictions, covenants and agreements shall not be altered or amended without prior written notice thereof to the holder of the mortgages dated of even date herewith and granted to COLUMBIA UNION NATIONAL BANK & TRUST COMPANY, Kansas City, Missouri.

9. Invalidation of any of these restrictions, covenants and agreements, or any part hereof, shall not in any way affect the remaining provisions which shall remain in full force and effect.

10. Old Mill for itself, its successors and assigns, and for each future fee owner of property within said Old Mill Office Park, Phase II, agrees to waive and hereby does waive its right to partition, if any, now existing or which may hereafter arise as a result of any tenancy-in-common, or other concurrent ownership of the aforesaid property.

IN WITNESS WHEREOF, this Declaration of Covenants and





Exhibit 1

That part of Lot 14 Old Mill Plaza, a subdivision in Douglas County, Nebraska, more particularly described as follows: Commencing at the Southeast corner of Lot 14, said Old Mill Plaza; thence N 32° 27' 30" E along the Easterly line of said Lot 14, a distance of 75.0 feet; thence N 57° 32' 30" W perpendicular to the Easterly line of said Lot 14, a distance of 232.5 feet to the true point of beginning; thence continuing N 57° 32' 30" W 132.5 feet; thence N 32° 27' 30" E 130.0 feet; thence S 57° 32' 30" E 132.5 feet; thence S 32° 27' 30" W 130.0 feet to the true point of beginning.  
(commonly known as Parcel A, Phase II, Old Mill Office Park)

together with an undivided one-fifth (1/5) interest in the following described property:

That part of Lot 14, Old Mill Plaza, a subdivision in Douglas County, Nebraska, described as follows: Beginning at the Southeast corner of said Lot 14; thence N 57° 32' 30" W along the Northerly R.O.W. line of Old Mill Road, a distance of 287.23 feet to a point of curve; thence on a curve to the left (having a radius of 596.17 feet, long chord bearing N 61° 31' 55" W, and long chord length of 82.97 feet) for an arc distance of 83.04 feet; thence N 32° 27' 30" E along a line being 370.0 feet Northwesterly and parallel with the Easterly line of said Lot 14, a distance of 592.79 feet to the Southerly curved R.O.W. line of Interstate Highway No. 680; thence along said R.O.W. line on a curve to the right (having a radius of 1015.92 feet, long chord bearing of S 44° 03' 25" E, and long chord length of 330.26 feet) for an arc distance of 331.73 feet; thence S 34° 42' 09" E along said R.O.W. line, a distance of 53.0 feet to the Northeast corner of said Lot 14; thence S 32° 27' 30" W along the Easterlyline of said Lot 14, a distance of 489.44 feet to the point of beginning, EXCEPT that part of Lot 14, said Old Mill Plaza, more particularly described as follows: Commencing at the Southeast corner of said Lot 14; thence N 32° 27' 30" E along the Easterly line of said Lot 14, a distance of 75.0 feet; thence N 57° 32' 30" W perpendicular to the Easterly line of said Lot 14, a distance of 100.0 feet to the true point of beginning; thence continuing N 57° 32' 30" W, 265.0 feet; thence N 32° 27' 30" E, 130.0 feet; thence S 57° 32' 30" E, 132.5 feet; thence S 32° 27' 30" W, 2.5 feet; thence S 57° 32' 30" E, 17.5 feet; thence N 32° 27' 30" E, 125.0 feet; thence N 57° 32' 30" W, 15.0 feet; thence N 32° 27' 30" E, 27.5 feet; thence N 57° 37' 30" W, 135.0 feet; thence N 32° 27' 30" E, 130.0 feet; thence S 57° 32' 30" E, 135.0 feet; thence S 32° 27' 30" W, 30.0 feet; thence S 57° 32' 30" E, 135.0 feet; thence S 32° 27' 30" W, 127.5 feet; thence S 57° 32' 30" E, 10.0 feet; thence S 32° 27' 30" W, 125.0 feet; thence N 57° 32' 30" W, 15.0 feet; thence S 32° 27' 30" W, 127.5 feet to the true point of beginning. (Containing 118,570 square feet; 2.72 acres.)

## Exhibit 2

That part of Lot 14 Old Mill Plaza, a subdivision in Douglas County, Nebraska, more particularly described as follows: Commencing at the Southeast corner of Lot 14, said Old Mill Plaza, thence N 32° 27' 30" E along the Easterly line of said Lot 14, a distance of 75.0 feet; thence N 57° 32' 30" W perpendicular to the Easterly line of said Lot 14, a distance of 100.0 feet to the true point of beginning; thence continuing N 57° 32' 30" W 132.5 feet; thence N 32° 27' 30" E 127.5 feet; thence S 57° 32' 30" E 132.5 feet; thence S 32° 27' 30" W 127.5 feet to the true point of beginning.

(commonly known as Parcel B, Phase II, Old Mill Office Park)

together with an undivided one-fifth (1/5) interest in the following described property:

That part of Lot 14, Old Mill Plaza, a subdivision in Douglas County, Nebraska, described as follows: Beginning at the Southeast corner of said Lot 14; thence N 57° 32' 30" W along the Northerly R.O.W. line of Old Mill Road, a distance of 287.23 feet to a point of curve; thence on a curve to the left (having a radius of 596.17 feet, long chord bearing N 61° 31' 55" W, and long chord length of 82.97 feet) for an arc distance of 83.04 feet; thence N 32° 27' 30" E along a line being 370.0 feet Northwesterly and parallel with the Easterly line of said Lot 14, a distance of 592.79 feet to the Southerly curved R.O.W. line of Interstate Highway No. 680; thence along said R.O.W. line on a curve to the right (having a radius of 1015.92 feet, long chord bearing of S 44° 03' 25" E, and long chord length of 330.26 feet) for an arc distance of 331.73 feet; thence S 34° 42' 09" E along said R.O.W. line, a distance of 53.0 feet to the Northeast corner of said Lot 14; thence S 32° 27' 30" W along the Easterlyline of said Lot 14, a distance of 489.44 feet to the point of beginning, EXCEPT that part of Lot 14, said Old Mill Plaza, more particularly described as follows: Commencing at the Southeast corner of said Lot 14; thence N 32° 27' 30" E along the Easterly line of said Lot 14, a distance of 75.0 feet; thence N 57° 32' 30" W perpendicular to the Easterly line of said Lot 14, a distance of 100.0 feet to the true point of beginning; thence continuing N 57° 32' 30" W, 265.0 feet; thence N 32° 27' 30" E, 130.0 feet; thence S 57° 32' 30" E, 132.5 feet; thence S 32° 27' 30" W, 2.5 feet; thence S 57° 32' 30" E, 17.5 feet; thence N 32° 27' 30" E, 125.0 feet; thence N 57° 32' 30" W, 15.0 feet; thence N 32° 27' 30" E, 27.5 feet; thence N 57° 37' 30" W, 135.0 feet; thence N 32° 27' 30" E, 130.0 feet; thence S 57° 32' 30" E, 135.0 feet; thence S 32° 27' 30" W, 30.0 feet; thence S 57° 32' 30" E, 135.0 feet; thence S 32° 27' 30" W, 127.5 feet; thence S 57° 32' 30" E, 10.0 feet; thence S 32° 27' 30" W, 125.0 feet; thence N 57° 32' 30" W, 15.0 feet; thence S 32° 27' 30" W, 127.5 feet to the true point of beginning. (Containing 118,570 square feet; 2.72 acres.)

## Exhibit 3

That part of Lot 14 Old Mill Plaza, a subdivision in Douglas County, Nebraska, more particularly described as follows: Commencing at the Southeast corner of Lot 14, said Old Mill Plaza, thence N 32° 27' 30" E along the Easterly line of said Lot 14, a distance of 202.5 feet; thence N 57° 32' 30" W perpendicular to the Easterly line of said Lot 14, a distance of 85.0 feet to the true point of beginning; thence continuing N 57° 32' 30" W 130.0 feet thence N 32° 27' 30" E 125.0 feet; thence S 57° 32' 30" E 130.0 feet; thence S 32° 27' 30" W 125.0 feet to the true point of beginning. (commonly known as Parcel C, Phase II, Old Mill Office Park)

together with an undivided one-fifth (1/5) interest in the following described property:

That part of Lot 14, Old Mill Plaza, a subdivision in Douglas County, Nebraska, described as follows: Beginning at the Southeast corner of said Lot 14; thence N 57° 32' 30" W along the Northerly R.O.W. line of Old Mill Road, a distance of 287.23 feet to a point of curve; thence on a curve to the left (having a radius of 596.17 feet, long chord bearing N 61° 31' 55" W, and long chord length of 82.97 feet) for an arc distance of 83.04 feet; thence N 32° 27' 30" E along a line being 370.0 feet Northwesterly and parallel with the Easterly line of said Lot 14, a distance of 592.79 feet to the Southerly curved R.O.W. line of Interstate Highway No. 680; thence along said R.O.W. line on a curve to the right (having a radius of 1015.92 feet, long chord bearing of S 44° 03' 25" E, and long chord length of 330.26 feet) for an arc distance of 331.73 feet; thence S 34° 42' 09" E along said R.O.W. line, a distance of 53.0 feet to the Northeast corner of said Lot 14; thence S 32° 27' 30" W along the Easterlyline of said Lot 14, a distance of 489.44 feet to the point of beginning, EXCEPT that part of Lot 14, said Old Mill Plaza, more particularly described as follows: Commencing at the Southeast corner of said Lot 14; thence N 32° 27' 30" E along the Easterly line of said Lot 14, a distance of 75.0 feet; thence N 57° 32' 30" W perpendicular to the Easterly line of said Lot 14, a distance of 100.0 feet to the true point of beginning; thence continuing N 57° 32' 30" W, 265.0 feet; thence N 32° 27' 30" E, 130.0 feet; thence S 57° 32' 30" E, 132.5 feet; thence S 32° 27' 30" W, 2.5 feet; thence S 57° 32' 30" E, 17.5 feet; thence N 32° 27' 30" E, 125.0 feet; thence N 57° 32' 30" W, 15.0 feet; thence N 32° 27' 30" E, 27.5 feet; thence N 57° 37' 30" W, 135.0 feet; thence N 32° 27' 30" E, 130.0 feet; thence S 57° 32' 30" E, 135.0 feet; thence S 32° 27' 30" W, 30.0 feet; thence S 57° 32' 30" E, 135.0 feet; thence S 32° 27' 30" W, 127.5 feet; thence S 57° 32' 30" E, 10.0 feet; thence S 32° 27' 30" W, 125.0 feet; thence N 57° 32' 30" W, 15.0 feet; thence S 32° 27' 30" W, 127.5 feet to the true point of beginning. (Containing 118,570 square feet; 2.72 acres.)



Exhibit 4

That part of Lot 14 Old Mill Plaza, a subdivision in Douglas County, Nebraska, more particularly described as follows: Commencing at the Southeast corner of Lot 14, said Old Mill Plaza, thence N 32° 27' 30" E along the Easterly line of said Lot 14, a distance of 327.5 feet; thence N 57° 32' 30" W perpendicular to the Easterly line of said Lot 14, a distance of 95.0 feet to the true point of beginning; thence continuing N 57° 32' 30" W 135.0 feet thence N 32° 27' 30" E 127.5 feet; thence S 57° 32' 30" E 135.0 feet; thence S 32° 27' 30" W 127.5 feet to the true point of beginning.  
(commonly known as Parcel D, Phase II, Old Mill Office Park)

together with an undivided one-fifth (1/5) interest in the following described property:

That part of Lot 14, Old Mill Plaza, a subdivision in Douglas County, Nebraska, described as follows: Beginning at the Southeast corner of said Lot 14; thence N 57° 32' 30" W along the Northerly R.O.W. line of Old Mill Road, a distance of 287.23 feet to a point of curve; thence on a curve to the left (having a radius of 596.17 feet, long chord bearing N 61° 31' 55" W, and long chord length of 82.97 feet) for an arc distance of 83.04 feet; thence N 32° 27' 30" E along a line being 370.0 feet Northwesterly and parallel with the Easterly line of said Lot 14, a distance of 592.79 feet to the Southerly curved R.O.W. line of Interstate Highway No. 680; thence along said R.O.W. line on a curve to the right (having a radius of 1015.92 feet, long chord bearing of S 44° 03' 25" E, and long chord length of 330.26 feet) for an arc distance of 331.73 feet; thence S 34° 42' 09" E along said R.O.W. line, a distance of 53.0 feet to the Northeast corner of said Lot 14; thence S 32° 27' 30" W along the Easterly line of said Lot 14, a distance of 489.44 feet to the point of beginning, EXCEPT that part of Lot 14, said Old Mill Plaza, more particularly described as follows: Commencing at the Southeast corner of said Lot 14; thence N 32° 27' 30" E along the Easterly line of said Lot 14, a distance of 75.0 feet; thence N 57° 32' 30" W perpendicular to the Easterly line of said Lot 14, a distance of 100.0 feet to the true point of beginning; thence continuing N 57° 32' 30" W, 265.0 feet; thence N 32° 27' 30" E, 130.0 feet; thence S 57° 32' 30" E, 132.5 feet; thence S 32° 27' 30" W, 2.5 feet; thence S 57° 32' 30" E, 17.5 feet; thence N 32° 27' 30" E, 125.0 feet; thence N 57° 32' 30" W, 15.0 feet; thence N 32° 27' 30" E, 27.5 feet; thence N 57° 37' 30" W, 135.0 feet; thence N 32° 27' 30" E, 130.0 feet; thence S 57° 32' 30" E, 135.0 feet; thence S 32° 27' 30" W, 30.0 feet; thence S 57° 32' 30" E, 135.0 feet; thence S 32° 27' 30" W, 127.5 feet; thence S 57° 32' 30" E, 10.0 feet; thence S 32° 27' 30" W, 125.0 feet; thence N 57° 32' 30" W, 15.0 feet; thence S 32° 27' 30" W, 127.5 feet to the true point of beginning. (Containing 118,570 square feet; 2.72 acres.)

Exhibit S

That part of Lot 14 Old Mill Plaza, a subdivision in Douglas County, Nebraska, more particularly described as follows: Commencing at the Southeast corner of Lot 14, said Old Mill Plaza, thence N 32° 27' 30" E along the Easterly line of said Lot 14, a distance of 355.0 feet; thence N 57° 32' 30" W perpendicular to the Easterly line of said Lot 14, a distance of 230.0 feet to the true point of beginning; thence continuing N 57° 32' 30" W 135.0 feet thence N 32° 27' 30" E 130.0 feet; thence S 57° 32' 30" E 135.0 feet; thence S 32° 27' 30" W 130.0 feet to the true point of beginning.

(commonly known as Parcel E, Phase II, Old Mill Office Park)

together with an undivided one-fifth (1/5) interest in the following described property:

That part of Lot 14, Old Mill Plaza, a subdivision in Douglas County, Nebraska, described as follows: Beginning at the Southeast corner of said Lot 14; thence N 57° 32' 30" W along the Northerly R.O.W. line of Old Mill Road, a distance of 287.23 feet to a point of curve; thence on a curve to the left (having a radius of 596.17 feet, long chord bearing N 61° 31' 55" W, and long chord length of 82.97 feet) for an arc distance of 83.04 feet; thence N 32° 27' 30" E along a line being 370.0 feet Northwesterly and parallel with the Easterly line of said Lot 14, a distance of 592.79 feet to the Southerly curved R.O.W. line of Interstate Highway No. 680; thence along said R.O.W. line on a curve to the right (having a radius of 1015.92 feet, long chord bearing of S 44° 03' 25" E, and long chord length of 330.26 feet) for an arc distance of 331.73 feet; thence S 34° 42' 09" E along said R.O.W. line, a distance of 53.0 feet to the Northeast corner of said Lot 14; thence S 32° 27' 30" W along the Easterlyline of said Lot 14, a distance of 489.44 feet to the point of beginning, EXCEPT that part of Lot 14, said Old Mill Plaza, more particularly described as follows:

Commencing at the Southeast corner of said Lot 14; thence N 32° 27' 30" E along the Easterly line of said Lot 14, a distance of 75.0 feet; thence N 57° 32' 30" W perpendicular to the Easterly line of said Lot 14, a distance of 100.0 feet to the true point of beginning; thence continuing N 57° 32' 30" W, 265.0 feet; thence N 32° 27' 30" E, 130.0 feet; thence S 57° 32' 30" E, 132.5 feet; thence S 32° 27' 30" W, 2.5 feet; thence S 57° 32' 30" E, 17.5 feet; thence N 32° 27' 30" E, 125.0 feet; thence N 57° 32' 30" W, 15.0 feet; thence N 32° 27' 30" E, 27.5 feet; thence N 57° 37' 30" W, 135.0 feet; thence N 32° 27' 30" E, 130.0 feet; thence S 57° 32' 30" E, 135.0 feet; thence S 32° 27' 30" W, 30.0 feet; thence S 57° 32' 30" E, 135.0 feet; thence S 32° 27' 30" W, 127.5 feet; thence S 57° 32' 30" E, 10.0 feet; thence S 32° 27' 30" W, 125.0 feet; thence N 57° 32' 30" W, 15.0 feet; thence S 32° 27' 30" W, 127.5 feet to the true point of beginning. (Containing 118,570 square feet or 2.72 acres.)

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G. HAROLD ESTLER  
REGISTER OF DEEDS  
DOUGLAS COUNTY, NEBR.

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