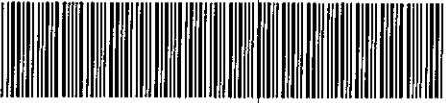




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RICHARD H. TAKECHI
REGISTERED PROFESSIONAL
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AGREEMENT

PARTIES:

AGREEMENT made this 30th day of October, 1998, by and between BRIAR HILLS DEVELOPMENT, L.L.P., a Nebraska limited liability partnership, ("Grantor") and BRIAR HILLS HOMEOWNERS ASSOCIATION, INC., a Nebraska nonprofit corporation ("Grantee").

RECITALS:

This Agreement is made with reference to the following facts and objectives:

1. Grantor is the owner of Lots 1 through 164, Briar Hills, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska.
2. Grantor desires to construct entrance signs to Briar Hills Subdivision (the "Entrance Signs") on portions of the Property more particularly described on Exhibit "A" attached hereto and incorporated herein by this reference (the "Easement Areas").
3. Grantee desires to maintain, improve, repair, upkeep, and replace the Entrance Signs.
4. Grantor desires to grant to Grantee an easement over the Easement Areas to maintain, improve, repair, upkeep and replace the Entrance Signs.

AGREEMENT:

NOW, THEREFORE, in consideration of the recitals and the mutual agreements, provisions and covenants herein contained, the parties do hereby agree as follows:

SECTION 1. GRANT OF EASEMENT FOR IMPROVEMENT AND MAINTENANCE OF EASEMENT AREAS BY GRANTOR.

Grantor hereby grants and conveys unto Grantee a perpetual nonexclusive unrestricted easement over the Easement Areas for Grantee, its agents, employees, successors and assigns, to construct, maintain, improve, repair, upkeep and replace the Entrance Signs, which shall run with the Property and the title to the Property, and shall be binding on Grantor, its successors and assigns, and inure to the benefit of Grantee, its successors and assigns, and any person or other entity that at anytime hereafter shall become the owner of the Property.

SECTION 2. COST OF MAINTENANCE AND REPAIR TO EASEMENTS.

The cost and expenses of maintaining and repairing the Easement Areas shall be the responsibility of the Grantee, its successors and assigns. Grantee, its successors and assigns, shall repair any damage to the Property as a result of this Easement and shall bring the Property to its original condition following any damage by Grantee as soon as reasonably possible.

SECTION 3. GOVERNING LAW.

It is agreed that this Agreement shall be governed by, construed and enforced in accordance to the laws of the State of Nebraska.

SECTION 4. MISCELLANEOUS.

4.1 Amendments and Supplements. This Agreement may be amended and supplemented only in writing by additional agreements as may be determined by the parties to be necessary, desirable or expedient to further the purposes of this Agreement, or to clarify the intention of the parties hereto, or to add to or modify the terms or conditions hereof, or to effect or facilitate any approval or acceptance of the transactions contemplated by this Agreement or the consummation of the transactions contemplated hereby.

4.2 Entire Agreement. This Agreement constitutes the entire agreement between the parties hereto with respect to the subject matter hereof and supersedes all prior agreements and understandings, oral and written, between the parties with respect to the subject matter of this Agreement.

4.3 Binding Effect. This Agreement shall be binding upon and inure to the benefit of the parties and their heirs, personal representatives, executors, conservators, successors and assigns.


IN WITNESS WHEREOF, this Agreement has been duly executed by the parties hereto, on the date first written above.

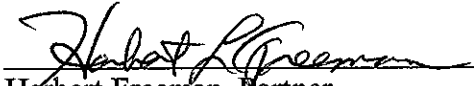
BRIAR HILLS DEVELOPMENT, L.L.P.,
a Nebraska limited liability partnership

By: BHD, L.L.C., a Nebraska limited liability
company, Partner


By: M. M. Udes
M. M. Udes, Manager

By: NEW MILLENNIUM, L.L.P., a
Nebraska limited liability partnership,
Partner

By: 
Kevin Irish, Partner

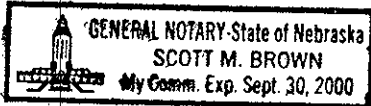
By: 
Herbert Freeman, Partner

By: B-4, L.L.C., a Nebraska limited liability
company, Partner

By: 
Paul M. Brown, Manager

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

On this 30th day of October, 1998, before me, the undersigned, a Notary Public in and for said County, personally appeared the above-named Maurice M. Udes and ~~Barbara Udes Shaw~~, Managers of BHD, L.L.C., a Nebraska limited liability company, Partner of BRIAR HILLS DEVELOPMENT, L.L.P., a Nebraska limited liability partnership, to me known to be the identical persons named in the foregoing document and acknowledged the same to be their voluntary act and deed and the voluntary act and deed of the limited liability company.

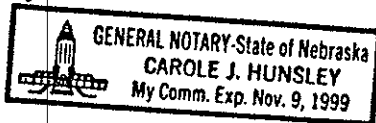


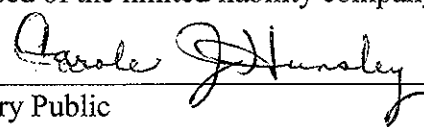


Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

On this 30 day of Oct., 1998, before me, the undersigned, a Notary Public in and for said County, personally appeared the above-named Kevin Irish and Herbert Freeman, Partners of NEW MILLENNIUM, L.L.P., a Nebraska limited liability partnership, Partner of BRIAR HILLS DEVELOPMENT, L.L.P., a Nebraska limited liability partnership, to me known to be the identical persons named in the foregoing document and acknowledged the same to be their voluntary act and deed and the voluntary act and deed of the limited liability company.



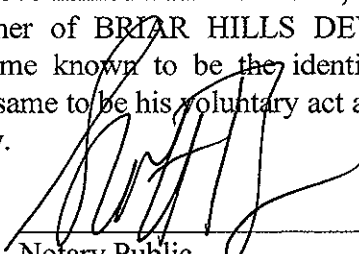


Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

On this 30th day of October, 1998, before me, the undersigned, a Notary Public in and for said County, personally appeared the above-named Paul M. Brown, Manager of B-4, L.L.C., a Nebraska limited liability company, Partner of BRIAR HILLS DEVELOPMENT, L.L.P., a Nebraska limited liability partnership, to me known to be the identical person named in the foregoing document and acknowledged the same to be his voluntary act and deed and the voluntary act and deed of the limited liability company.





Notary Public

Exhibit "A"

Parcel 1:

A tract of land being in Lot 20, Briar Hills, a platted and recorded subdivision in Douglas County, Nebraska, more particularly described as follows:

Beginning at the Southeast corner of said Lot 20, thence $S87^{\circ}21'12''W$ along the South line of said Lot 20, 4.00 feet, thence $N02^{\circ}38'48''W$, 8.00 feet; thence $N87^{\circ}21'12''E$, 4.00 feet to a point on the East line of said Lot 20; thence $S02^{\circ}38'48''E$ along said East line 8.00 feet to the point of beginning, and containing 32.00 sq. ft. more or less.

Parcel 2:

A tract of land being in Lot 25, Briar Hills, a platted and recorded subdivision in Douglas County, Nebraska, more particularly described as follows:

Beginning at the Northeasterly corner of said Lot 25, thence $S52^{\circ}21'12''W$ along the Easterly line of said Lot 25, 10.00 feet, thence $N37^{\circ}38'48''W$, 7.00 feet; thence $N52^{\circ}21'12''E$, 10.00 feet to a point on the Northerly line of said Lot 25; thence $S37^{\circ}38'4''E$ along said Northerly line 7.00 feet to the point of beginning, and containing 70.00 sq. ft. more or less.

Parcel 3:

A tract of land being in Lot 96, Briar Hills, a platted and recorded subdivision in Douglas County, Nebraska, more particularly described as follows:

Beginning at the Northeast corner of said Lot 96, thence $S02^{\circ}38'48''E$ along the East line of said Lot 96, 14.00 feet, thence $S87^{\circ}21'12''W$, 10.00 feet; thence $N02^{\circ}38'48''W$, 14.00 feet to a point on the North line of said Lot 96; thence $N87^{\circ}21'12''E$ along said East line 10.00 feet to the point of beginning, and containing 140.00 sq. ft. more or less.

Parcel 4:

A tract of land being in Lot 163, Briar Hills, a platted and recorded subdivision in Douglas County, Nebraska, more particularly described as follows:

Beginning at the Northeast corner of said Lot 163, thence $S02^{\circ}38'48''E$ along the East line of said Lot 163, 8.00 feet, thence $S87^{\circ}21'12''W$, 4.00 feet; thence $N02^{\circ}38'48''W$, 8.00 feet to a point on the North line of said Lot 163; thence $N87^{\circ}21'12''E$ along said East line 4.00 feet to the point of beginning, and containing 32.00 sq. ft. more or less.

Parcel 5:

A tract of land being in Lot 164, Briar Hills, a platted and recorded subdivision in Douglas County, Nebraska, more particularly described as follows:

Beginning at the Southeast corner of said Lot 164, thence $S87^{\circ}21'12''W$ along the South line of said Lot 164, 10.00 feet, thence $N02^{\circ}38'48''W$, 14.00 feet; thence $N87^{\circ}21'12''E$, 10.00 feet to a point on the East line of said Lot 164; thence $S02^{\circ}38'48''E$ along said East line 10.00 feet to the point of beginning, and containing 140.00 sq. ft. more or less.

Parcel 6:

A tract of land located in the NE 1/4 of Section 16, Township 15 North, Range 11 East of the 6th P.M., Douglas County, Nebraska, more particularly described as follows:

Beginning at the Southeasterly corner of Lot 161, Briar Hills, a platted and recorded subdivision in Douglas County, Nebraska, said corner also being a point on the Westerly right-of-way line of 171st Street, said point also being a point on a curve to the left; thence along said curve to the left a radius of 385.00 feet, a chord bearing $S22^{\circ}06'39''W$, 8.00 feet an arc distance of 8.00 feet; thence $N66^{\circ}29'04''W$, 8.00 feet; thence $N23^{\circ}30'56''E$, 8.00 feet to a point on the Southerly line of said Lot 161, Briar Hills; thence $S66^{\circ}29'04''E$ along said Southerly line 8.00 feet to the point of beginning, and containing 64.00 sq. ft. more or less.

SE NE

Parcel 7:

A tract of land located in the Northeast Quarter of Section 16, Township 15 North, Range 11 East of the 6th P.M., Douglas County, Nebraska, more particularly described as follows:

Commencing at the Northeast corner of said Section 16, thence $S87^{\circ}55'47''W$ along the North line of said Section 16, 1271.40 feet; thence $S02^{\circ}04'13''E$, 50.00 feet to the point of beginning; thence $N87^{\circ}55'47''E$, 14.00 feet; thence $S02^{\circ}04'13''E$, 22.00 feet; thence $S87^{\circ}55'47''W$, 13.58 feet to a point on a curve to the right; thence along said curve to the right, having a radius of 320.00 feet, a chord bearing $N03^{\circ}31'58''E$, 16.33 feet, and an arc distance of 16.34 feet; thence $N02^{\circ}04'13''W$, 5.67 feet to the point of beginning, and containing 305.73 sq. ft. more or less.

NE NE

Parcel 8:

A tract of land located in the Northeast Quarter of Section 16, Township 15 North, Range 11 East of the 6th P.M., Douglas County, Nebraska, more particularly described as follows:

Commencing at the Northeast corner of said Section 16, thence $S87^{\circ}55'47''W$ along the North line of said Section 16, 1351.40 feet; thence $S02^{\circ}04'13''E$, 44.33 feet to the beginning of a curve to the left, thence along said curve to the left having a radius of 380.00 feet, a chord bearing $S02^{\circ}59'53''E$, 5.67 feet, and an arc distance of 5.67 feet to the point of beginning; thence continuing along said curve to the left, having a radius of 380.00 feet, a chord bearing $S04^{\circ}35'10''E$, 22.02 feet, and an arc distance of 22.02 feet; thence $S87^{\circ}55'47''W$, 14.97 feet; thence $N02^{\circ}04'13''W$, 22.00 feet; thence $N87^{\circ}55'47''E$, 14.00 feet to the point of beginning, and containing 316.29 sq. ft. more or less.

NW NE