

NOTICE AND DECLARATION OF ADDITIONAL COVENANT OF WINDRIDGE,
A SUBDIVISION IN DOUGLAS COUNTY, NEBRASKA

This notice and declaration, made on the date hereinafter set forth, is made by KCR Corp. and C.S.I., hereinafter referred to as the "Declarants."

PRELIMINARY STATEMENT

1. WHEREAS, the Windridge subdivision contains 154 lots, and some of these lots have been conveyed by the Declarants to various purchasers prior to the filing of this Notice and Declaration.

2. WHEREAS, Declarant KCR Corp. is the owner of the following lots in Windridge:

Lots 23, 27, 31, 32, 35, 43, 46, 48-50, 52-54, 59-62, 73, 79, 90, 97-100, 108, 113, 114, 130-134, and 149, inclusive, all in Windridge, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska.

3. WHEREAS, Declarant C.S.I. is the owner of the following lots in Windridge:

Lots 1-17, 19, 21, 22, 34, 37, 67, 78, 80-84, 93-96, 102, 109, 112, 115-123, 125-127, 135, 136, 141, 142, and 151-154, inclusive, all in Windridge, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska.

4. WHEREAS, each Declarant will convey its lots subject to the additional covenant and possible charge set forth in Article I.

NOW THEREFORE, each Declarant hereby declares that all lots which are owned by each Declarant as described herein

shall be held, sold, and conveyed subject to this additional covenant and/or contingent charge. This additional covenant and contingent charge shall run with said real property, and shall be binding upon all parties having or acquiring any right, title or interest in the above described lots, or any part thereof.

DEFINITIONS

A. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any lot which is a part of the properties, including contract sellers, by excluding those having such an interest merely as security for the performance of an obligation.

B. "Lot" shall mean and refer to any plot of land shown upon the recorded subdivision map or plat of Windridge, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska.

C. "Declarants" shall mean and refer to KCR Corp., a Nebraska corporation, its successors and assigns, and C.S.I., a Nebraska corporation, its successors and assigns.

ARTICLE I

NOTICE OF POTENTIAL TELEPHONE FACILITIES CHARGE

In the event that ninety percent (90%) of all lots within Windridge Subdivision are not improved within five years from the date that Northwestern Bell Telephone Company shall have completed the installation of its distribution system within said subdivision and filed notice of such completion ("five-year term"), then every lot that is unimproved at the end

of the five year term shall be subject to a charge of four hundred and fifty dollars (\$450.00) by Northwestern Bell Telephone Company or its successors. A lot shall be considered as unimproved if construction of a permanent structure has not commenced on that lot. Construction shall be considered as having commenced if a footing inspection has been made on the lot in question by officials of the city or other appropriate governmental authority.

All 154 lots in Windridge Subdivision shall be considered in determining whether ninety percent (90%) of the lots within Windridge have been improved within the five year term. Only the 154 lots in Windridge subdivision as mentioned herein shall be considered in determining the date Northwestern Bell Telephone Company shall have completed the installation of its distribution system for the Windridge Subdivision.

Such charge shall be due and owing immediately upon the expiration of the five year term, and if such charge is not paid within sixty days after the sending of written notice by Northwestern Bell Telephone Company or its successors to the owner of an unimproved lot that such charge is due, then such charge will begin drawing interest commencing upon the expiration of the sixty day period at the rate of twelve percent (12%) per annum, or the maximum rate allowed by law if said maximum rate is less than twelve percent (12%) per annum at that time.

In witness whereof, the undersigned, being the Declarants herein, have hereunto set its hand and seal this 10 day of July, 1986.

DECLARANTS:

C.S.I.

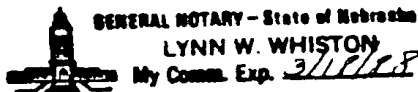
KCR CORP.

By

By

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me, this 10 day of July, 1986 by Charles G. Smith, President of C.S.I., a Nebraska corporation.

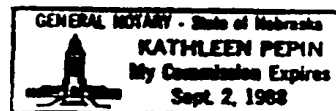


Lynn W. Whiston
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me, this 10 day of July, 1986 by Bernard L. Koyen, President of KCR Corp., a Nebraska corporation.

Lynn W. Whiston
Notary Public



BK 783 Del. ✓ N 89-167-KP Fee 97.00
PG 134-137 Indx. ✓ 80-407- MC BS
RE Mead Comp. ✓ Comp. 10P

RECEIVED
1986 JUL 28 PM 4:27
GEORGE E. LEMCOZ
REGISTER OF DEEDS
DOUGLAS COUNTY, NEBR.

14077 M/S