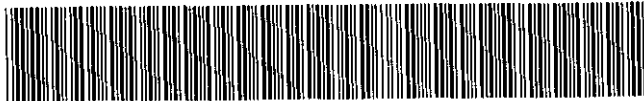


MISC 2004062134



MAY 14 2004 10:05 P 24

misc
12750
 FEB _____ FB *See Attachment*
24 BKP _____ C/O _____ COMP *MB*
15 DEL _____ SCAN _____ FV _____

RECORDING REQUESTED BY
 AND WHEN RECORDED MAIL TO:
 168th AND DODGE, L.P.
 c/o RED Development
 4717 Central
 Kansas City, MO 64112
 Attention: Dan Lowe

Received - RICHARD TAKECHI
 Register of Deeds, Douglas County, NE
 5/14/2004 10:05:12.53



2004062134

FIRST AMENDMENT OF DECLARATION OF RECIPROCAL EASEMENTS, COVENANTS AND RESTRICTIONS

THIS FIRST AMENDMENT OF DECLARATION OF RECIPROCAL EASEMENTS, COVENANTS AND RESTRICTIONS (hereafter, the "**Amendment**") is made as of the 10 day of May, 2004, by 168th AND DODGE, L.P., a Nebraska limited partnership, (hereafter, the "**Developer**"), having a mailing address of c/o RED Development, 4717 Central, Kansas City, MO 64112.

WITNESSETH:

WHEREAS, Developer and Scheels All Sports, Inc., a North Dakota corporation ("**Scheels**"), previously entered into a Declaration of Reciprocal Easements, Covenants and Restrictions dated June 23, 2003 and recorded on July 2, 2003 as Document No. 2003128568 (the "**ECR**"). The parties simultaneously executed the Supplemental Agreement referred to in the ECR, recorded on July 2, 2003 as Document No. 2003128564. The easements, restrictions and covenants contained therein remain in full force and effect with regard to the rights and obligations as to Developer, Scheels and any subsequent owner thereof. Except as otherwise specifically provided herein, any initial capitalized term used in this Amendment which is defined in the ECR shall have the meaning set forth in the ECR; and

WHEREAS, Developer has exercised its right to add land to, adjust and redefine portions of the Shopping Center and has replatted Lots 6, 7, 9 and 10 of Village Pointe Subdivision which right is expressly provided in the ECR and may be without the joinder of any party thereto; and

Return to:
 The Katz Law Firm
 Melissa Goodson
 6299 Nall Avenue, #210
 Shawnee Mission, KS 66202

WHEREAS, Developer now desires to amend the ECR to reflect the new legal description of the Shopping Center and as set forth hereinbelow.

NOW, THEREFORE, Developer declares:

1. **Location of Lots/Subdivision.** Pursuant to Section 11 of the REA, Developer has exercised its right to add additional land to the Developer Property within the Shopping Center without the joinder of any party and adjust and redefine the location of various lots within the Developer Property. Village Pointe Replat One recorded on August 29, 2003 as Document No. 2003164160, subdivided Lot 10 into three (3) separate parcels, (Lot 10A, 10B and 10C as shown on Schedule 1 attached hereto). Village Pointe Replat Two recorded on March 19, 2004 as Document No. 2004035111, incorporated approximately 1.54 acres of additional land and reconfigured Lots 6, 7 and 9 into four (4) separate parcels, (OP-2 through OP-4 and Lot 3 Replat Two, as shown on Schedule 2 attached hereto and as shown in replaced Exhibit B). Developer hereby deletes REA Exhibits A, B, G and H in their entirety and replaces same with the Exhibits A, B, G and H attached hereto to correctly reflect the legal description, lot configuration and Site Plan of the Affected Real Property.

2. **Outparcels.** The definition of "Outparcels" contained in Section 5.1 of the ECR is hereby deleted and replaced with the following:

"Lot 1 and OP-2 through OP-4, inclusive, as shown on Exhibit B attached hereto (hereafter, the "Outparcels")... "

3. **Development of OP-2 through OP-4.** Sections 4.3.1 and 4.3.2 shall be amended as follows:

3.1. The first sentence of Section 4.3.1 shall apply to OP-2 through OP-4 and all buildings on OP-2 through OP-4 shall be single one story structures unless otherwise approved by Developer.

3.2. Unless otherwise approved by Developer, which approval shall be in Developer's sole discretion without joinder of any other party, (1) any buildings to be constructed on OP-2 through OP-4 shall not exceed the total square feet in size as hereinafter detailed, and (2) shall have the following minimum number of parking spaces, which parking spaces shall be of a size and nature in compliance with all governmental requirements.

	Maximum Building Sq. Ft.	Minimum Parking Spaces
OP-2	10,000	120
OP-3	8,000	75
OP-4	8,000	80

4. **Computation of Assessment as to OP-2 through OP-4.** The computation of Assessment with regard to Lots 6 and 9 contained in Section 5.4 is hereby deleted and replaced with the following:

As to OP-2 through OP-4:

OP-2	2.10 %
OP-3	1.60 %
OP-4	1.73 %

5. **Confirmation of REA.** Except as expressly modified by this Amendment, all of the terms and provisions of the ECR shall remain unmodified and the ECR is in full force and effect.

Exhibit A.....LEGAL DESCRIPTION OF AFFECTED REAL PROPERTY

Exhibit B.....SITE PLAN

Exhibit G.....PERIMETER LANDSCAPING AREA

Exhibit H.....PERIMETER ROADS AND ACCESS WAYS

IN WITNESS WHEREOF, the undersigned has executed this Amendment of ECR the day and year first written above.

DEVELOPER:

168th AND DODGE, L.P., a Nebraska limited partnership

By: RED DEVELOPMENT OF WEST DODGE, LLC, a Missouri limited liability company, its General Partner

By: E&R Holdings, LLC, an Arizona limited liability company, Manager

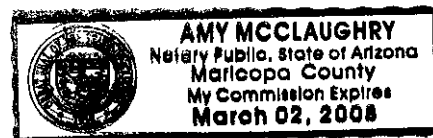
By: Michael L. Ebert
Michael L. Ebert, Manager

STATE OF ARIZONA)
) ss.
COUNTY OF MARICOPA)

On May 10th, 2004, before me, Amy McLaughry, a Notary Public in and for said state, personally appeared Michael L. Ebert, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Amy McLaughry
Notary Public in and for said State



SCHEDULE 1

Replat One Village Pointe recorded on August 29, 2003
as Document No. 2003164160,
subdivided Lot 10 into three (3) separate parcels



DEED 2003164160



AUG 29 2003 13:49 P 7

Nebr Doc
Stamp Tax
8-29-03
Date
\$ EX 4
FV 83

RICHARD N TAKECHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

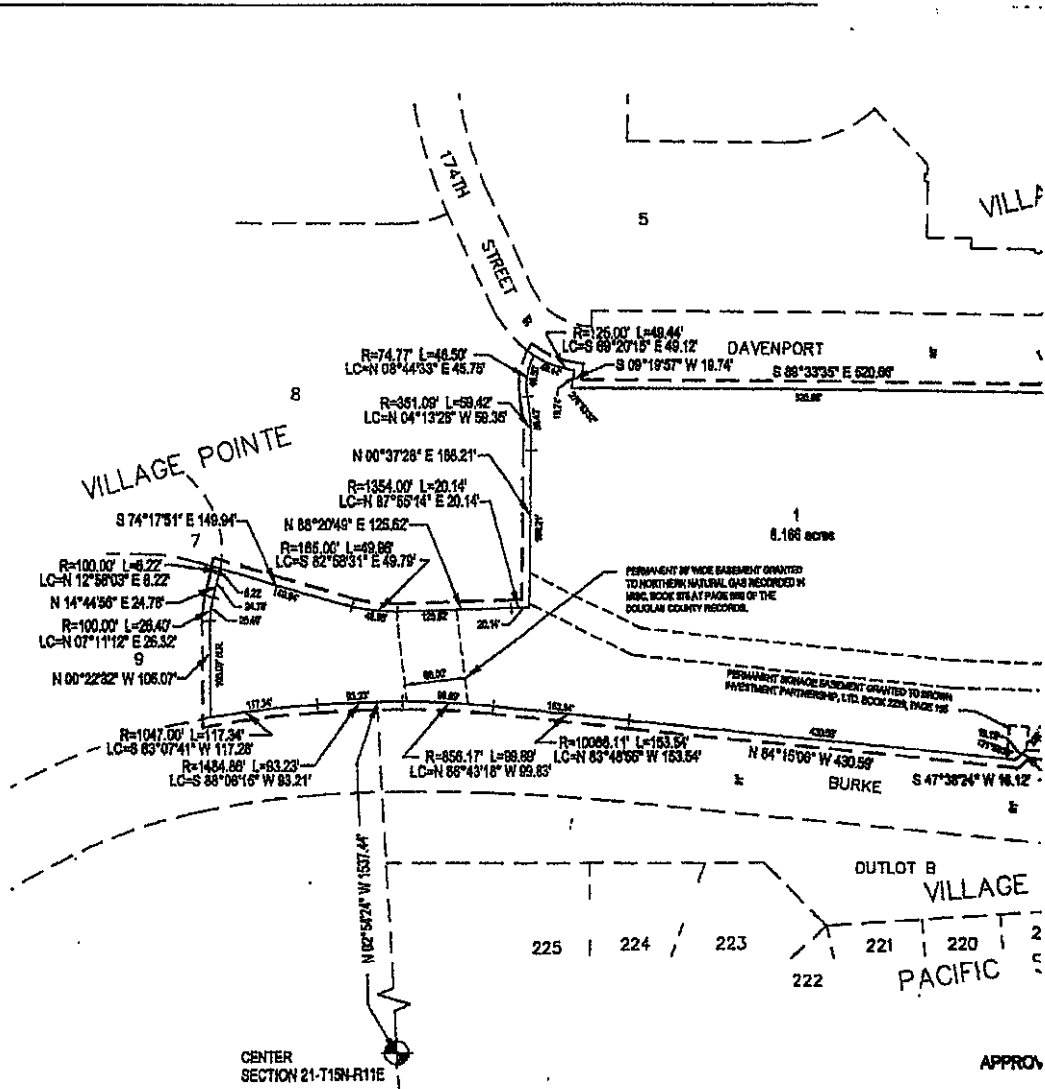
RECEIVED

**THIS PAGE INCLUDED FOR INDEXING
PAGE DOWN FOR BALANCE OF INSTRUMENT**

B *Deed*
FEE 37.00 FB NEW - 012-00-4028
7/4 BKP _____ C/O _____ COMP _____
DEL _____ SCAN _____ FV _____

Temp. 12.4.01

EAC



NOTES:

1. ALL ANGLES ARE 90° UNLESS OTHERWISE NOTED.
2. ALL LOTS LINES ARE RADIAL TO CURVED STREETS UNLESS SHOWN AS (N.R.).
3. ALL DIMENSIONS AND ANGLES SHOWN WITH PARENTHESES ARE FOR THE LOCATION OF EASEMENTS.
4. A PERMANENT RECIPROCAL INGRESS AND EGRESS, PARKING AND PEDESTRIAN EASEMENT IS GRANTED TO THE OWNERS OF LOTS 1 THRU 3 INCLUSIVE, VILLAGE POINTE REPLAT ONE, THEIR GUESTS AND INVITEES OVER ALL OF SAID LOTS 1 THRU 3 INCLUSIVE, VILLAGE POINTE REPLAT ONE, EXCEPT THOSE PARTS OF SAID LOTS 1 THRU 3 INCLUSIVE, VILLAGE POINTE REPLAT ONE, WHICH ARE OCCUPIED BY BUILDINGS AS CONSTRUCTED; AND SAID EASEMENT HAS ALSO BEEN GRANTED TO THE OWNERS OF ALL LOTS REMAINING IN VILLAGE POINTE, AS RECORDED IN BOOK 2239, PAGE 155, OVER ALL OF SAID LOTS 1 THRU 3 INCLUSIVE, VILLAGE POINTE REPLAT ONE, EXCEPT THOSE PARTS OF SAID LOTS 1 THRU 3 INCLUSIVE, VILLAGE POINTE REPLAT ONE, WHICH ARE OCCUPIED BY BUILDINGS AS CONSTRUCTED.

APPROV

This plat
compiled
Home R.
thirty (30)

CHY PL

COUNTY

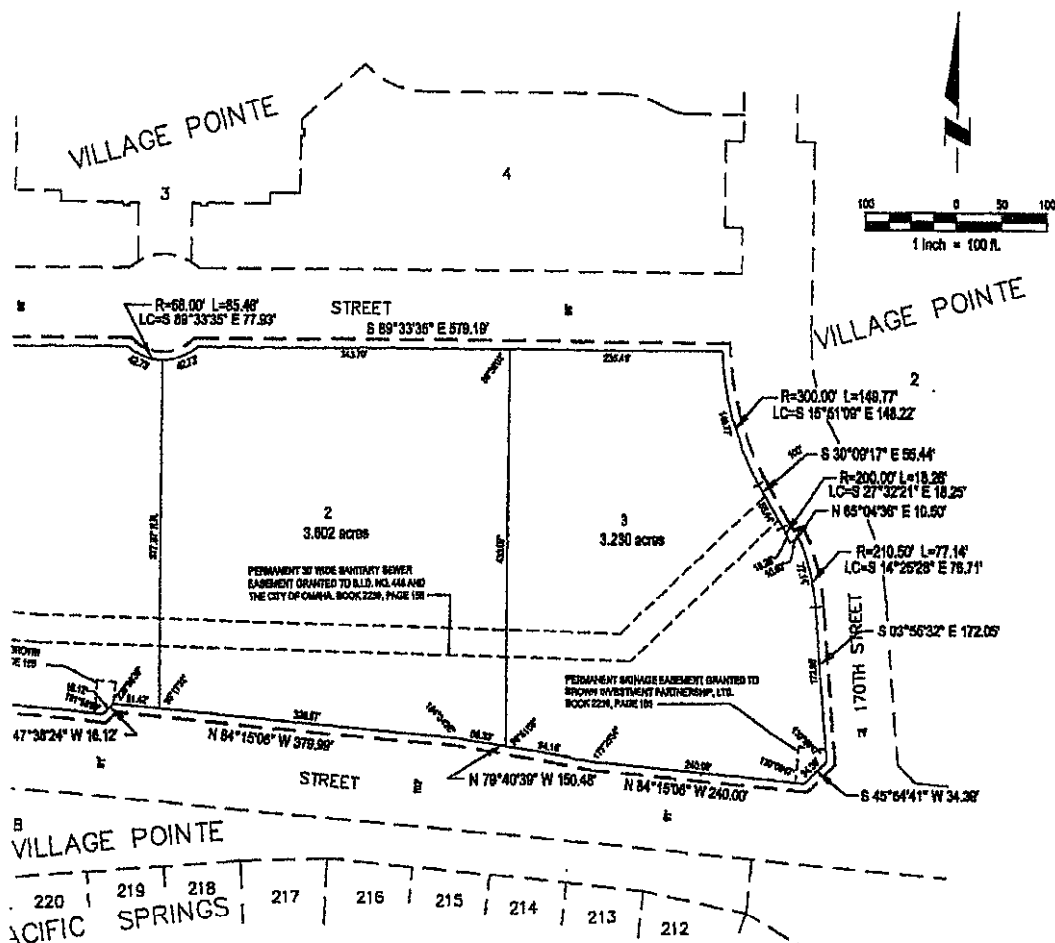
This is to
property
records

COUNTY

ACK

STATE
COUNTY

APPROVAL OF CITY ENGINEER OF OMAHA



APPROVAL OF OMAHA CITY PLANNING DIRECTOR

This plat of VILLAGE POINTE REPLAT ONE was approved as a subdivision of VILLAGE POINTE in compliance with Section 53-10 (3), Omaha Municipal Code, with plat requirements waived per Section 7.08, Home Rule Charter of the City of Omaha. This minor subdivision plat is void if this plat is not recorded within thirty (30) days of the date of the Planning Director's signature

[Signature] 8/8/02
 CITY PLANNING DIRECTOR DATE

COUNTY TREASURER'S CERTIFICATE

This is to certify that I find no regular or special taxes due or delinquent against the property described in the Surveyor's Certificate and represented in this plat as shown by the records of this office.

[Signature] 5-5-03
 COUNTY TREASURER



ACKNOWLEDGEMENT OF NOTARY

STATE OF ARIZONA
 COUNTY OF Maricopa)

VILLAGE POINTE REPLAT ONE

LOTS 1 THRU 3, INCLUSIVE

Being a replat of Lot 10, Village Pointe, a subdivision located in the North 1/2 of Section 21, Township 15 North, Range 11 East of the 6th P.M., Douglas County, Nebraska.

SURVEYOR'S CERTIFICATE

I hereby certify that I have made a ground survey of the subdivision described herein and that permanent monuments have been placed on the boundary of the within plat and at all corners of all lots, streets, angle points and ends of all curves in VILLAGE POINTE REPLAT ONE (lots numbered as shown) being a replat of all of Lot 10, Village Pointe, a subdivision located in the North 1/2 of Section 21, Township 15 North, Range 11 East of the 6th P.M., Douglas County, Nebraska.

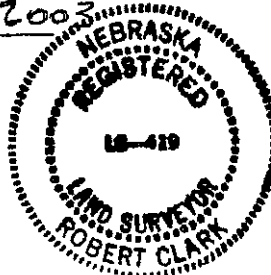
Said tract of land contains an area of 12.998 acres, more or less.

Robert Clark

Robert Clark, LS-419

MAY 16, 2003

Date



DEDICATION

Know all men by these presents that we, 168th & Dodge, LP, a Nebraska limited liability company, Owners of the property described in the Certification of Survey and embraced within the plat, have caused said land to be subdivided into lots and streets to be numbered and named as shown, said subdivision to be hereafter known as VILLAGE POINTE REPLAT ONE (lots numbered as shown), and we do hereby ratify and approve of the disposition of our property as shown on the plat, and we do hereby dedicate to the public for public use the streets, avenues and circles, and we do hereby grant easements as shown on this plat, we do further grant a perpetual easement to the Omaha Public Power District, Qwest and any company which has been granted a franchise to provide a cable television system in the area to be subdivided, their successors and assigns, to erect, operate, maintain, repair and renew poles, wires, cables, conduits and other related facilities, and to extend thereon wires or cables for the carrying and transmission of electric current for light, heat and power and for the transmission of signals and sounds of all kinds including signals provided by a cable television system, and the reception on, over, through, under and across a five-foot (5') wide strip of land abutting all front and side boundary lot lines; an eight-foot (8') wide strip of land abutting the rear boundary lines of all interior lots and a sixteen-foot (16') wide strip of land abutting the rear boundary lines of all exterior lots. The term exterior lots is herein defined as those lots forming the outer perimeter of the above-described addition. Said sixteen-foot (16') wide easement will be reduced to an eight-foot (8') wide strip when the adjacent land is surveyed, platted and recorded and we do further grant a perpetual easement to Metropolitan Utilities District, their successors and assigns, to erect, install, operate, maintain, repair and renew pipelines, hydrants and other related facilities, and to extend thereon pipes for the transmission of gas and water on, through, under and across a five-foot (5') wide strip of land abutting all cut-de-sac streets. No permanent buildings or retaining walls shall be placed in the said easement ways, but the same may be used for gardens, shrubs, landscaping and other purposes that do not then or later interfere with the aforesaid uses or rights herein granted.

In witness whereof, we do set our hands.

168TH AND DODGE, L.P.
a Nebraska limited partnership

By: RED DEVELOPMENT OF WEST DODGE,

E&A CONSULTING GROUP, INC.
ENGINEERS • PLANNERS • SURVEYORS



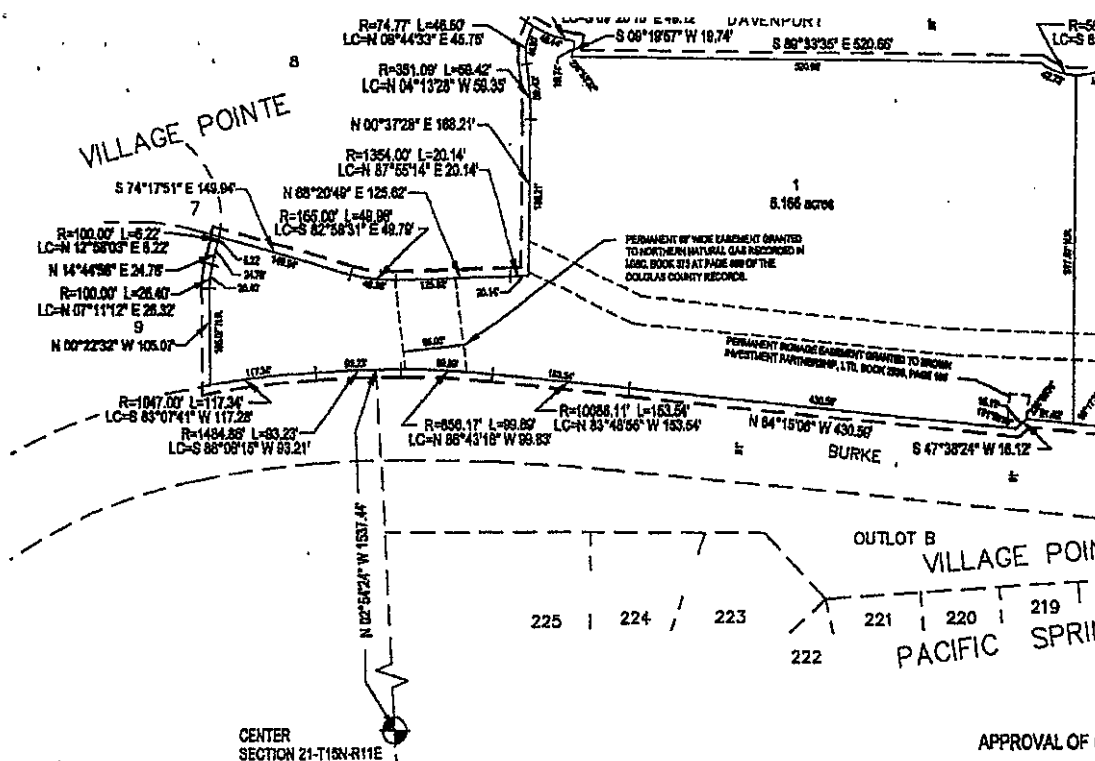
7100 SOUTH 20TH STREET, SUITE 10
LINCOLN, NE 68518-8841
PHONE (402) 438-7217
FAX (402) 438-7216

1201 O STREET
OMAHA, NE 68137
PHONE (402) 863-4700
FAX (402) 863-5568

VILLAGE POINTE REPLAT ONE

OMAHA, NEBRASKA

MINOR PLAT



NOTES:

1. ALL ANGLES ARE 90° UNLESS OTHERWISE NOTED.
2. ALL LOTS LINES ARE RADIAL TO CURVED STREETS UNLESS SHOWN AS (N.R.).
3. ALL DIMENSIONS AND ANGLES SHOWN WITH PARENTHESES ARE FOR THE LOCATION OF EASEMENTS.
4. A PERMANENT RECIPROCAL INGRESS AND EGRESS, PARKING AND PEDESTRIAN EASEMENT IS GRANTED TO THE OWNERS OF LOTS 1 THRU 3 INCLUSIVE, VILLAGE POINTE REPLAT ONE, THEIR GUESTS AND INVITEES OVER ALL OF SAID LOTS 1 THRU 3 INCLUSIVE, VILLAGE POINTE REPLAT ONE, EXCEPT THOSE PARTS OF SAID LOTS 1 THRU 3 INCLUSIVE, VILLAGE POINTE REPLAT ONE, WHICH ARE OCCUPIED BY BUILDINGS AS CONSTRUCTED; AND SAID EASEMENT HAS ALSO BEEN GRANTED TO THE OWNERS OF ALL LOTS REMAINING IN VILLAGE POINTE, AS RECORDED IN BOOK 2239, PAGE 155, OVER ALL OF SAID LOTS 1 THRU 3 INCLUSIVE, VILLAGE POINTE REPLAT ONE, EXCEPT THOSE PARTS OF SAID LOTS 1 THRU 3 INCLUSIVE, VILLAGE POINTE REPLAT ONE, WHICH ARE OCCUPIED BY BUILDINGS AS CONSTRUCTED.

APPROVAL OF CITY ENGINEER OF OMAHA

I hereby certify that adequate provisions have been made for compliance with Chapter 53 of the Omaha Municipal Code.

Henry Kieraggen 6.9.3
CITY ENGINEER

APPROVAL OF

This plat of VILLAGE POINTE complies with Home Rule Chart thirty (30) days of

[Signature]
CITY PLANNING

COUNTY TREASURER

This is to certify if property described in records of this office

[Signature]
COUNTY TREASURER

ACKNOWLEDGE

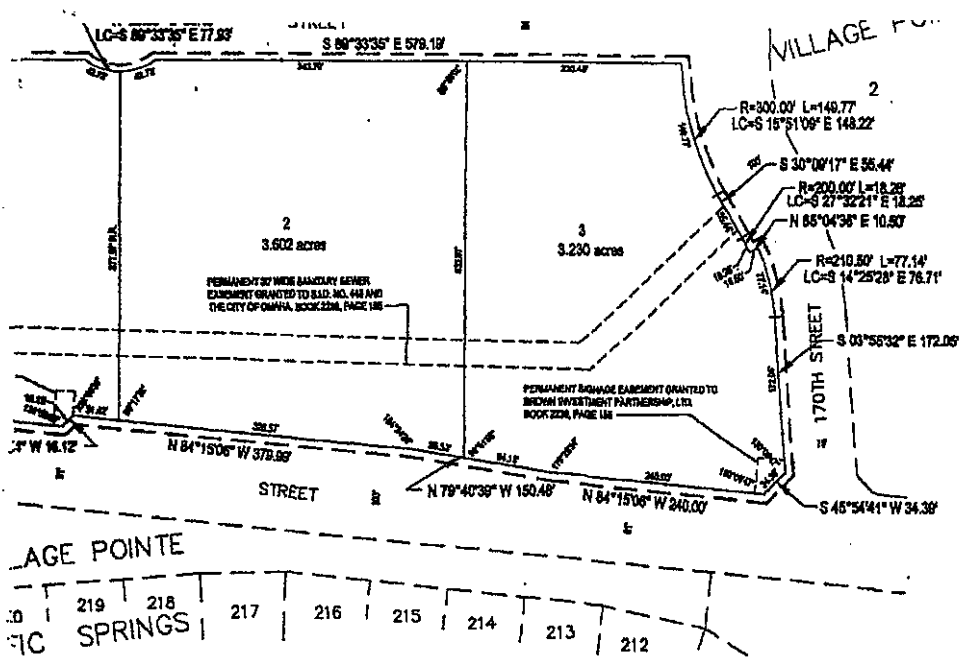
STATE OF ARIZONA
COUNTY OF PIMA

On this 9th day of personally came person whose name and deed as set

WITNESS my hand

[Signature]
Notary Public

M 4299



APPROVAL OF OMAHA CITY PLANNING DIRECTOR

This plat of VILLAGE POINTE REPLAT ONE was approved as a subdivision of VILLAGE POINTE in compliance with Section 53-10 (3), Omaha Municipal Code, with plat requirements waived per Section 7.08, Home Rule Charter of the City of Omaha. This minor subdivision plat is void if this plat is not recorded within thirty (30) days of the date of the Planning Director's signature

[Signature] 8/8/02
CITY PLANNING DIRECTOR DATE

COUNTY TREASURER'S CERTIFICATE

This is to certify that I find no regular or special taxes due or delinquent against the property described in the Surveyor's Certificate and indicated in this plat as shown by the records of this office.

[Signature] 5-16-03
COUNTY TREASURER

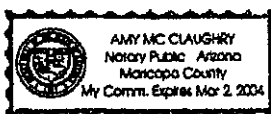
ACKNOWLEDGEMENT OF NOTARY

STATE OF ARIZONA)
COUNTY OF Maricopa)

On this 9th day of May, 2003, before me, the undersigned, a Notary Public in and for said county, personally came Michael L. Ebert, Manager, 168TH & DODGE, LP, who is personally known to be the identical person whose name is affixed to the Dedication on this plat and acknowledged the same to be his voluntary act and deed as such officer of said limited partnership.

WITNESS my hand and Notarial Seal the day and year last above written.

[Signature]
Notary Public



Large portion of the land is located in NEBRASKA COUNTY, NEBRASKA. This plat is being recorded as shown by a replat of all of Lot 10, Village Pointe, a subdivision located in the North 1/2 of Section 21, Township 15 North, Range 11 East of the 6th P.M., Douglas County, Nebraska.

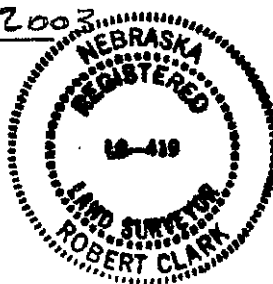
Said tract of land contains an area of 12.996 acres, more or less.

Robert Clark

Robert Clark, LS-419

MAY 16, 2003

Date



DEDICATION

Know all men by these presents that we, 188th & Dodge, LP, a Nebraska limited liability company, Owners of the property described in the Certification of Survey and embraced within the plat, have caused said land to be subdivided into lots and streets to be numbered and named as shown, said subdivision to be hereafter known as VILLAGE POINTE REPLAT ONE (lots numbered as shown), and we do hereby ratify and approve of the disposition of our property as shown on the plat, and we do hereby dedicate to the public for public use the streets, avenues and circles, and we do hereby grant easements as shown on this plat, we do further grant a perpetual easement to the Omaha Public Power District, Qwest and any company which has been granted a franchise to provide a cable television system in the area to be subdivided, their successors and assigns, to erect, operate, maintain, repair and renew poles, wires, cables, conduits and other related facilities, and to extend thereon wires or cables for the carrying and transmission of electric current for light, heat and power and for the transmission of signals and sounds of all kinds including signals provided by a cable television system, and the reception on, over, through, under and across a five-foot (5') wide strip of land abutting all front and side boundary lot lines; an eight-foot (8') wide strip of land abutting the rear boundary lines of all interior lots and a sixteen-foot (16') wide strip of land abutting the rear boundary lines of all exterior lots. The term exterior lots is herein defined as those lots forming the outer perimeter of the above-described addition. Said sixteen-foot (16') wide easement will be reduced to an eight-foot (8') wide strip when the adjacent land is surveyed, platted and recorded and we do further grant a perpetual easement to Metropolitan Utilities District, their successors and assigns, to erect, install, operate, maintain, repair and renew pipelines, hydrants and other related facilities, and to extend thereon pipes for the transmission of gas and water on, through, under and across a five-foot (5') wide strip of land abutting all cul-de-sac streets. No permanent buildings or retaining walls shall be placed in the said easement ways, but the same may be used for gardens, shrubs, landscaping and other purposes that do not then or later interfere with the aforesaid uses or rights herein granted.

In witness whereof, we do set our hands.

188TH AND DODGE, L.P.
a Nebraska limited partnership

By: RED DEVELOPMENT OF WEST DODGE,
LLC, a Missouri limited liability company,
its General Partner

By: E&R Holdings, LLC, an Arizona limited
liability company, Manager

By: *Michael L. Ebert*
Michael L. Ebert, Manager

E&A CON-
ENGINEERS



12001 G STREET
OMAHA, NE 68157
PHONE (402) 944-0700
FAX (402) 944-3300

VILLAGE POINTE REPLAT ONE

OMAHA, NEBRASKA

MINOR PLAT

Project No.	2001221.07	Revision	
Date	04/25/2003	Date	
Designed By	DCW	Scale	1" = 10'
Drawn By	LDD	Sheet	1 of 1

SCHEDULE 2

Replat Two Village Pointe recorded on March 19, 2004
as Document No. 2004035111, incorporated approximately
1.54 acres of additional land, and
reconfigured Lots 6, 7 and 9, Village Point Subdivision into four (4) separate parcels



DEED 2004035111



MAR 19 2004 12:13 P 7

Pay Due
Stamp Tax
3-19-04
Date
\$ 20.04
By <i>CL</i>

NENW
NWNE

Received - RICHARD TAKECHI
Register of Deeds, Douglas County, NE
3/19/2004 12:13:47 PM



2004035111

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PAGE DOWN FOR BALANCE OF INSTRUMENT

Deed 39.50
FEE *44.50*
BKP *215-11* CIO _____ COMP _____
DEL _____ SCAN _____ FV _____
New DE-40344
DE-40328
OLD - 01-60000

Temp 12.401

15144

RETURN: *Doris Walter*
E&A Consulting Group
12001 Q Street
Omaha, NE 68137
402-895-4700

NORTHWEST CORNER
SECTION 21-T15N-R11E

N 1/4 CORNER
SECTION 21-T15N-R11E

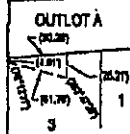
N 87°30'34" E 2855.08'

WEST DODGE ROAD

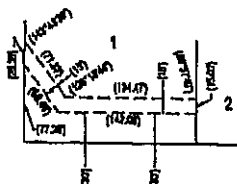
EAST LINE OF THE NW 1/4 OF
SECTION 21-T15N-R11E

N 67°05'39" E 698.13'

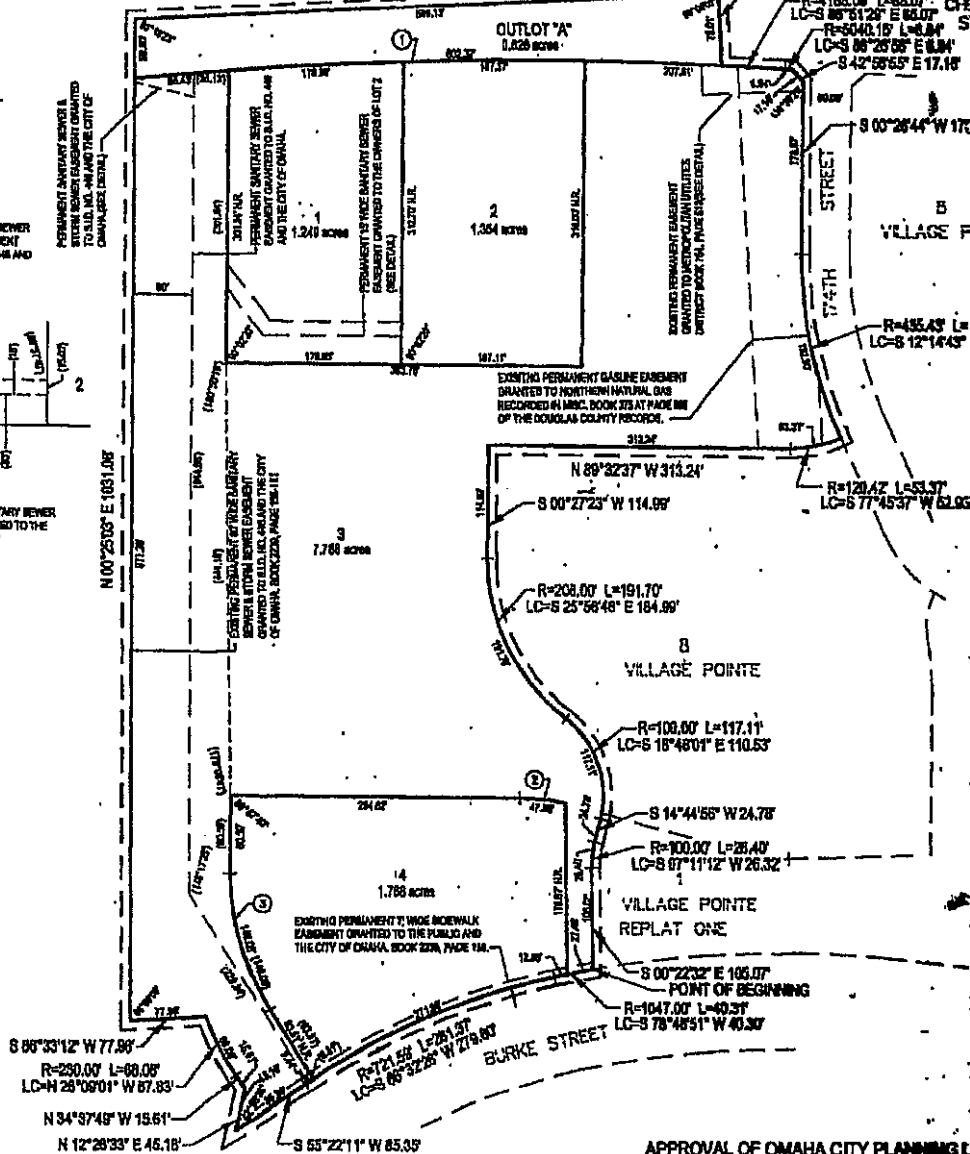
S 02°54'24" E 75.01'



DETAIL
PERMANENT SANITARY SEWER
& STORM SEWER EASEMENT
GRANTED TO S.D. NO. 48 AND
THE CITY OF OMAHA.



DETAIL
PERMANENT SANITARY SEWER
EASEMENT GRANTED TO THE
OWNERS OF LOT 2



NOTES:

1. ALL ANGLES ARE 90° UNLESS OTHERWISE NOTED.
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4. A PERMANENT RECIPROCAL INGRESS AND EGRESS, PARKING AND PEDESTRIAN EASEMENT IS GRANTED TO THE OWNERS OF LOTS 1 THRU 4 INCLUSIVE, VILLAGE POINTE REPLAT TWO, THEIR GUESTS AND INVITEES OVER ALL OF SAID LOTS 1 THRU 4 INCLUSIVE, VILLAGE POINTE REPLAT TWO, EXCEPT THOSE PARTS OF SAID LOTS 1 THRU 4 INCLUSIVE VILLAGE POINTE REPLAT TWO WHICH ARE OCCUPIED BY

APPROVAL OF OMAHA CITY PLANNING

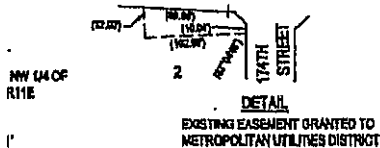
This plat of VILLAGE POINTE REPLAT TWO in compliance with Sec. 17.01, Chapter 17.01, Code of the City of Omaha, is hereby approved for recording in the public records of the City of Omaha. This minor subdivision plat is void if filed prior to the date of the Planning Director's signature.

[Signature]
CITY PLANNING DIRECTOR

APPROVAL OF CITY ENGINEER OF OMAHA

I hereby certify that all records pertaining to this plat are correct and complete.

VILL



LOT-LINE CURVE TABLE				
CURVE	RADIUS	LENGTH	TANGENT	DELTA
1	4165.09	602.32	301.09	8°17'08"
2	234.88	47.58	23.88	11°36'38"
3	287.50	148.05	75.97	31°42'35"

Being
Sect
Town

SURVEYOR'S CERTIFICATE

I hereby certify that I have made a ground survey of the subdivision described herein and that permanent monuments have been placed on the boundary of the within plat and at all corners of all lots, streets, angle points and ends of all curves in VILLAGE POINTE REPLAT TWO (lots numbered as shown) being a replatting of Lots 6, 7 and 8, Village Pointe, a subdivision located in the North 1/2 of Section 21, and also a platting of part of said North 1/2 of Section 21, all located Township 16 North, Range 11 East of the 6th P.M., Douglas County, Nebraska, more particularly described as follows:

Beginning at the Southeast corner of said Lot 9, Village Pointe, a subdivision located in said North 1/2 of Section 21, said point also being on the Northerly right-of-way line of Burke Street; thence along the Southerly line of said Lot 9, Village Pointe, said line also being said Northerly right-of-way line of Burke Street on the following described courses; thence Westerly on a curve to the left with a radius of 1047.00 feet, a distance of 40.31 feet, said curve having a long chord which bears S78°48'51"W (assumed bearing), a distance of 40.30 feet; thence Southwesterly on a curve to the left with a radius of 721.59 feet, a distance of 281.37 feet, said curve having a long chord which bears S66°32'26"W, a distance of 279.60 feet; thence S55°22'11"W, a distance of 85.35 feet to the Southwest corner of said Lot 9, Village Pointe; thence along the Westerly line of said Lot 9, Village Pointe on the following described courses; thence N12°28'33"E, a distance of 45.18 feet; thence N34°37'49"W, a distance of 15.81 feet; thence Northwesterly on a curve to the right with a radius of 230.00 feet, a distance of 68.08 feet, said curve having a long chord which bears N28°09'01"W, a distance of 67.83 feet; thence S88°33'12"W, a distance of 77.98 feet to the Southwest corner of said Lot 9, Village Pointe; thence N00°25'03"E along the West line of said Lots 9, 7 and 8, Village Pointe and the Northerly extension thereof, a distance of 1031.08 feet to the Southerly right-of-way line of West Dodge Road; thence N87°05'39"E along said Southerly right-of-way line of West Dodge Road, a distance of 598.13 feet to the point of intersection of said Southerly right-of-way line of West Dodge Road and the Northerly right-of-way line of Chicago Street, said point also being on the West line of the NE 1/4 of said Section 21; thence S02°54'24"E along the Westerly right-of-way line of said Chicago Street, said line also being said West line of the NE 1/4 of Section 21, a distance of 75.01 feet to a point on the Northerly line of said Lot 7, Village Pointe, said point also being on the Southerly right-of-way line of Chicago Street; thence along said Northerly line of Lot 7, Village Pointe, said line also being said Southerly right-of-way line of Chicago Street on the following described courses; thence Easterly on a curve to the right with a radius of 4165.09 feet, a distance of 65.07 feet, said curve having a long chord which bears S88°51'29"E, a distance of 65.07 feet; thence Easterly on a curve to the left with a radius of 5040.15 feet, a distance of 8.84 feet, said curve having a long chord which bears S88°28'58"E, a distance of 8.84 feet to the Northeast corner of said Lot 7, Village Pointe, said point also being the point of intersection of said Southerly right-of-way line of Chicago Street and the Westerly right-of-way line of 174th Street; thence along the Easterly line of said Lot 7, Village Pointe, said line also being said Westerly right-of-way line of 174th Street on the following described courses; thence S42°58'55"E, a distance of 17.18 feet; thence S00°29'44"E, a distance of 178.67 feet; thence Southeasterly on a curve to the left with a radius of 435.43 feet, a distance of 192.90 feet, said curve having a long chord which bears S12°14'43"E, a distance of 191.32 feet to the Northeast corner of Lot 8, said Village Pointe; thence Westerly along the Northerly line of said Lot 8, Village Pointe, said line also being said Easterly line of Lot 7, Village Pointe on a curve to the right with a radius of 120.42 feet, a distance of 53.37 feet, said curve having a long chord which bears S77°45'37"W, a distance of 52.93 feet; thence N88°32'37"W, along said Northerly line of Lot 8, Village Pointe, said line also being said Easterly line of Lot 7, Village Pointe, a distance of 313.24 feet; thence Southerly along said Easterly line of Lot 7, Village Pointe, and also the Easterly line of said Lot 8, Village Pointe said line also being the Westerly line of said Lot 8, Village Pointe, and also the Westerly line of Lot 1, Village Pointe Replat One, a subdivision located in said North 1/2 of Section 21, on the following described courses; thence S00°27'23"W, a distance of 114.98 feet; thence Southeasterly on a curve to the left with a radius of 208.00 feet, a distance of 191.70 feet, said curve having a long chord which bears S25°55'E, a distance of 184.99 feet; thence Southerly on a curve to the right with a radius of 100.00 feet, a distance of 117.11 feet, said curve having a long chord which bears S18°48'01"E, a distance of 110.53 feet; thence S14°44'58"W, a distance of 24.78 feet; thence Southerly on a curve to the right with a radius of 100.00 feet, a distance of 28.40 feet, said curve having a long chord which bears S07°11'12"W, a distance of 28.32 feet; thence S00°22'32"E, a distance of 105.07 feet to the point of beginning.

ANNING DIRECTOR

PLAT TWO was approved as a subdivision of with Section 53-10 (3), Omaha Municipal Code, with ion 7.08; Home Rule Charter of the City of Omaha. If this plat is not recorded within thirty (30) days of signature

3/17/04
DATE

OF OMAHA

VILLAGE POINTE REPLAT TWO

LOTS 1 THRU 4 INCLUSIVE AND OUTLOT "A"

Being a replatting of Lots 6, 7, and 9, Village Pointe, a subdivision located in the North 1/2 of Section 21, and also being a platting of part of said North 1/2 of Section 21, all located in Township 15 North, Range 11 East of the 8th P.M., Douglas County, Nebraska.

DEDICATION

Know all men by these presents that we, 168TH AND DODGE, LP, a Nebraska limited partnership, Owners of the property described in the Certification of Survey and embraced within the plat, have caused said land to be subdivided into lots and streets to be numbered and named as shown, said subdivision to be hereafter known as VILLAGE POINTE REPLAT TWO (lots numbered as shown), and we do hereby ratify and approve of the disposition of our property as shown on the plat, and we do hereby dedicate to the public for public use the streets, avenues and circles, and we do hereby grant easements as shown on this plat, we do further grant a perpetual easement to the Omaha Public Power District, Cwest and any company which has been granted a franchise to provide a cable television system in the area to be subdivided, their successors and assigns, to erect, operate, maintain, repair and renew poles, wires, cables, conduits and other related facilities, and to extend thereon wires or cables for the carrying and transmission of electric current for light, heat and power and for the transmission of signals and sounds of all kinds including signals provided by a cable television system, and the reception on, over, through, under and across a five-foot (5') wide strip of land abutting all front and side boundary lot lines; an eight-foot (8') wide strip of land abutting the rear boundary lines of all interior lots and a sixteen-foot (16') wide strip of land abutting the rear boundary lines of all exterior lots. The term exterior lots is herein defined as those lots forming the outer perimeter of the above-described addition. Said sixteen-foot (16') wide easement will be reduced to an eight-foot (8') wide strip when the adjacent land is surveyed, platted and recorded and we do further grant a perpetual easement to Metropolitan Utilities District, their successors and assigns, to erect, install, operate, maintain, repair and renew pipelines, hydrants and other related facilities, and to extend thereon pipes for the transmission of gas and water on, through, under and across a five-foot (5') wide strip of land abutting all cul-de-sac streets. No permanent buildings or retaining walls shall be placed in the said easement ways, but the same may be used for gardens, shrubs, landscaping and other purposes that do not then or later interfere with the aforesaid uses or rights herein granted.

In witness whereof, we do set our hands.

168TH AND DODGE, LP,
a Nebraska limited partnership

By: RED DEVELOPMENT OF WEST DODGE,
LLC, a Missouri limited liability company,
its General Partner

By: E&R Holdings, LLC, an Arizona limited
liability company, Manager

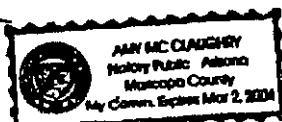
By: Michael L. Ebert
Michael L. Ebert, Manager

ACKNOWLEDGEMENT OF NOTARY
STATE OF ARIZONA
COUNTY OF MARICOPA

On this 3rd day of Nov., 2003, before me, the undersigned, a Notary Public in and for said county, personally came Michael L. Ebert, Manager, 168TH AND DODGE, LP who is personally known to be the identical person whose name is affixed to the Dedication on this plat and acknowledged the same to be his voluntary act and deed as such officer of said limited partnership.

WITNESS my hand and Notarial Seal the day and year last above written.

Ann McC
Notary Public



E&A CONSULTING GROUP, INC.
ENGINEERS • PLANNERS • SURVEYORS



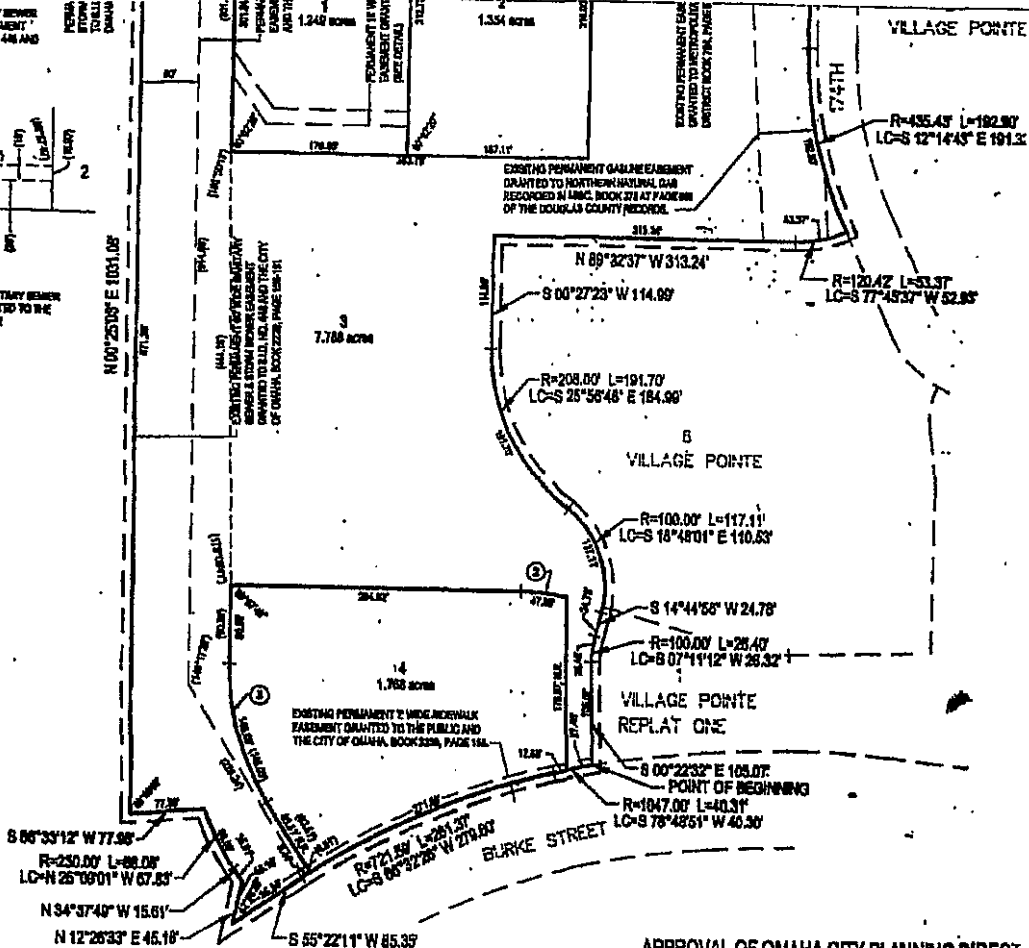
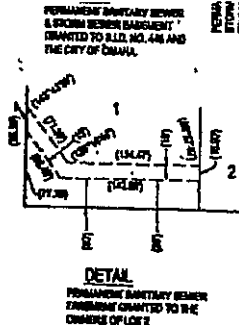
7120 SOUTH 26TH STREET, SUITE D
LINCOLN, NE 68504-5841
PHONE: (402) 433-7217
FAX: (402) 433-7218

4200 O STREET
OMAHA, NE 68102
PHONE: (402) 433-7200
FAX: (402) 433-7201

VILLAGE POINTE REPLAT TWO

OMAHA, NEBRASKA

MINOR PLAT



NOTES:

1. ALL ANGLES ARE 90° UNLESS OTHERWISE NOTED.
2. ALL LOTS LINES ARE RADIAL TO CURVED STREETS UNLESS SHOWN AS (N.R.).
3. ALL DIMENSIONS AND ANGLES SHOWN WITH PARENTHESES ARE FOR THE LOCATION OF EASEMENTS.
4. A PERMANENT RECIPROCAL INGRESS AND EGRESS, PARKING AND PEDESTRIAN EASEMENT IS GRANTED TO THE OWNERS OF LOTS 1 THRU 4 INCLUSIVE, VILLAGE POINTE REPLAT TWO, THEIR GUESTS AND INVITEES OVER ALL OF SAID LOTS 1 THRU 4 INCLUSIVE, VILLAGE POINTE REPLAT TWO, EXCEPT THOSE PARTS OF SAID LOTS 1 THRU 4 INCLUSIVE, VILLAGE POINTE REPLAT TWO, WHICH ARE OCCUPIED BY BUILDINGS AS CONSTRUCTED; AND SAID EASEMENT HAS ALSO BEEN GRANTED TO THE OWNERS OF ALL LOTS REMAINING IN VILLAGE POINTE, AS RECORDED IN BOOK 2239, PAGE 155.
5. A PERMANENT INGRESS / EGRESS, SANITARY SEWER, STORM SEWER AND DRAINAGEWAY EASEMENT IS GRANTED TO S.I.D. NO. 448 AND THE CITY OF OMAHA OVER ALL OF OUTLOT "A", VILLAGE POINTE REPLAT TWO.

APPROVAL OF OMAHA CITY PLANNING DIRECTOR

This plat of VILLAGE POINTE REPLAT TWO was VILLAGE POINTE in compliance with Section 53-1 plat requirements waived per Section 7.06, Home This minor subdivision plat is void if this plat is not the date of the Planning Director's signature

[Signature]
CITY PLANNING DIRECTOR

APPROVAL OF CITY ENGINEER OF OMAHA

I hereby certify that adequate provisions have been Chapter 53 of the Omaha Municipal Code.

for Michael J. Macken
CITY ENGINEER DATE

M4401



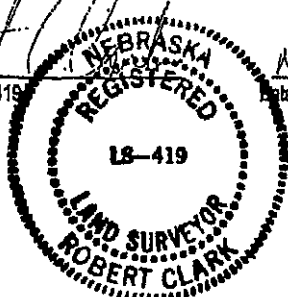
192.90°
E 191.32°

all lots, streets, angle points and ends of all curves in VILLAGE POINTE REPLAT TWO (lots numbered as shown) being a replatting of Lots 6, 7 and 8, Village Pointe, a subdivision located in the North 1/2 of Section 21, and also a platting of part of said North 1/2 of Section 21, all located in Township 15 North, Range 11 East of the 6th P.M., Douglas County, Nebraska, more particularly described as follows:

Beginning at the Southeast corner of said Lot 9, Village Pointe, a subdivision located in said North 1/2 of Section 21, said point also being on the Northerly right-of-way line of Burke Street; thence along the Southerly line of said Lot 9, Village Pointe, said line also being said Northerly right-of-way line of Burke Street on the following described courses; thence Westerly on a curve to the left with a radius of 1047.00 feet, a distance of 40.31 feet, said curve having a long chord which bears S78°48'51"W (assumed bearing), a distance of 40.30 feet; thence Southwesterly on a curve to the left with a radius of 721.59 feet, a distance of 281.37 feet, said curve having a long chord which bears S68°32'26"W, a distance of 279.60 feet; thence S55°22'11"W, a distance of 85.35 feet to the Southwest corner of said Lot 9, Village Pointe; thence along the Westerly line of said Lot 9, Village Pointe on the following described courses; thence N12°28'33"E, a distance of 45.18 feet; thence N34°37'49"W, a distance of 15.61 feet; thence Northwesterly on a curve to the right with a radius of 230.00 feet, a distance of 88.08 feet, said curve having a long chord which bears N26°09'01"W, a distance of 87.83 feet; thence S88°33'12"W, a distance of 77.98 feet to the Southwest corner of said Lot 9, Village Pointe; thence N00°25'03"E along the West line of said Lots 9, 7 and 6, Village Pointe and the Northerly extension thereof, a distance of 1031.08 feet to a point on the Southerly right-of-way line of West Dodge Road; thence N87°05'39"E along said Southerly right-of-way line of West Dodge Road, a distance of 588.13 feet to the point of intersection of said Southerly right-of-way line of West Dodge Road and the Northerly right-of-way line of Chicago Street, said point also being on the West line of the NE 1/4 of said Section 21; thence S02°54'24"E along the Westerly right-of-way line of said Chicago Street, said line also being said West line of the NE 1/4 of Section 21, a distance of 75.01 feet to a point on the Northerly line of said Lot 7, Village Pointe, said point also being on the Southerly right-of-way line of Chicago Street; thence along said Northerly line of Lot 7, Village Pointe, said line also being said Southerly right-of-way line of Chicago Street on the following described courses; thence Easterly on a curve to the right with a radius of 4165.08 feet, a distance of 65.07 feet, said curve having a long chord which bears S86°51'28"E, a distance of 65.07 feet; thence Easterly on a curve to the left with a radius of 5040.15 feet, a distance of 6.84 feet, said curve having a long chord which bears S86°28'58"E, a distance of 6.84 feet to the Northeast corner of said Lot 7, Village Pointe, said point also being the point of intersection of said Southerly right-of-way of Chicago Street and the Westerly right-of-way line of 174th Street; thence along the Easterly line of said Lot 7, Village Pointe, said line also being said Westerly right-of-way line of 174th Street on the following described courses; thence S42°56'55"E, a distance of 17.16 feet; thence S00°28'44"W, a distance of 178.67 feet; thence Southeasterly on a curve to the left with a radius of 435.43 feet, a distance of 192.90 feet, said curve having a long chord which bears S12°14'43"E, a distance of 191.32 feet to the Northeast corner of Lot 8, said Village Pointe; thence Westerly along the Northerly line of said Lot 8, Village Pointe, said line also being said Easterly line of Lot 7, Village Pointe on a curve to the right with a radius of 120.42 feet, a distance of 53.37 feet, said curve having a long chord which bears S77°45'37"W, a distance of 62.83 feet; thence N88°32'37"W along said Northerly line of Lot 8, Village Pointe, said line also being said Easterly line of Lot 7, Village Pointe, a distance of 313.24 feet; thence Southerly along said Easterly line of Lot 7, Village Pointe, and also the Easterly line of said Lot 8, Village Pointe said line also being the Westerly line of said Lot 8, Village Pointe, and also the Westerly line of Lot 1, Village Pointe Replat One, a subdivision located in said North 1/2 of Section 21, on the following described courses; thence S00°27'23"W, a distance of 114.99 feet; thence Southeasterly on a curve to the left with a radius of 208.00 feet, a distance of 191.70 feet, said curve having a long chord which bears S25°56'48"E, a distance of 184.99 feet; thence Southerly on a curve to the right with a radius of 100.00 feet, a distance of 117.11 feet, said curve having a long chord which bears S18°48'01"E, a distance of 110.53 feet; thence S14°44'56"W, a distance of 24.78 feet; thence Southerly on a curve to the left with a radius of 100.00 feet, a distance of 26.40 feet, said curve having a long chord which bears S07°11'12"W, a distance of 25.32 feet; thence S00°22'32"E, a distance of 105.07 feet to the point of beginning.

Said tract of land contains an area of 585,706 square feet or 12.987 acres, more or less.

Robert Clark, LS-419



Nov. 5, 2003

RECTOR

was approved as a subdivision of
§ 53-10 (3), Omaha Municipal Code, with
some Rule Charter of the City of Omaha,
is not recorded within thirty (30) days of

3/17/04
DATE

been made for compliance with

3/16/04
ATE

public for public use the streets, avenues and circles, and we do hereby grant easements as shown on this plat, we do further grant a perpetual easement to the Omaha Public Power District, Qwest and any company which has been granted a franchise to provide a cable television system in the area to be subdivided, their successors and assigns, to erect, operate, maintain, repair and renew poles, wires, cables, conduits and other related facilities, and to extend thereon wires or cables for the carrying and transmission of electric current for light, heat and power and for the transmission of signals and sounds of all kinds including signals provided by a cable television system, and the reception on, over, through, under and across a five-foot (5') wide strip of land abutting all front and side boundary lot lines; an eight-foot (8') wide strip of land abutting the rear boundary lines of all interior lots and a sixteen-foot (16') wide strip of land abutting the rear boundary lines of all exterior lots. The term exterior lots is herein defined as those lots forming the outer perimeter of the above-described addition. Said sixteen-foot (16') wide easement will be reduced to an eight-foot (8') wide strip when the adjacent land is surveyed, platted and recorded and we do further grant a perpetual easement to Metropolitan Utilities District, their successors and assigns, to erect, install, operate, maintain, repair and renew pipelines, hydrants and other related facilities, and to extend thereon pipes for the transmission of gas and water on, through, under and across a five-foot (5') wide strip of land abutting all out-of-the-street streets. No permanent buildings or retaining walls shall be placed in the said easement ways, but the same may be used for gardens, shrubs, landscaping and other purposes that do not then or later interfere with the aforesaid uses or rights herein granted.

In witness whereof, we do set our hands.

168TH AND DODGE, L.P.
a Nebraska limited partnership

By: RED DEVELOPMENT OF WEST DODGE, LLC, a Missouri limited liability company, its General Partner

By: EAR Holdings, LLC, an Arizona limited liability company, Manager

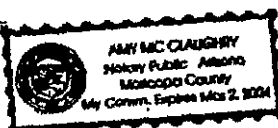
By: Michael L. Ebert
Michael L. Ebert, Manager

ACKNOWLEDGEMENT OF NOTARY
STATE OF ARIZONA)
COUNTY OF MARICOPA)

On this 3rd day of NOV., 2003, before me, the undersigned, a Notary Public in and for said county, personally came Michael L. Ebert, Manager, 168TH AND DODGE, LP., who is personally known to be the identical person whose name is affixed to the Dedication on this plat and acknowledged the same to be his voluntary act and deed as such officer of said limited partnership.

WITNESS my hand and Notarial Seal the day and year last above written.

Amy McC
Notary Public



COUNTY TREASURER'S CERTIFICATE

This is to certify that I find no regular or special taxes due or delinquent against the property described in the Surveyor's Certificate and embraced in this plat as shown by the records of this office.

Candell Parker
COUNTY TREASURER

11-7-03
Date



E&A ENG	
12001 Q STREET OMAHA, NE 68157 PHONE: (402) 464-0100 FAX: (402) 464-0101	
VILLAGE POINTE REPLAT TWO	
OMAHA, NEBRASKA	
MINOR PLAT	
Prep. No. 200122112 Date 08/12/2003 Designed By: DCM Drawn By: LLD Scale: 1" = 10' Sheet: 1 of 1	Book Page

EXHIBIT A

LEGAL DESCRIPTION OF AFFECTED REAL PROPERTY

Lots 1 through 5, inclusive, and Lot 8, Outlot A and Outlot B, Village Pointe, a subdivision in Douglas County, Nebraska. OC-40328

AND

(formerly Lot 10, Village Pointe)

Lots 1 through 3, inclusive, Replat One Village Pointe, a subdivision in Douglas County, Nebraska. OC-40329

AND

(formerly Lots 6, 7 and 9, Village Pointe)

Lots 1 through 4, inclusive, Replat Two Village Pointe, a subdivision in Douglas County, Nebraska. OC-40344

SITE PLAN

Reflecting, among other things, Building Envelope Areas,
Scheels Parking Area, Outlot A (Storm Basin) and Outlot B, OP-1 through OP-4

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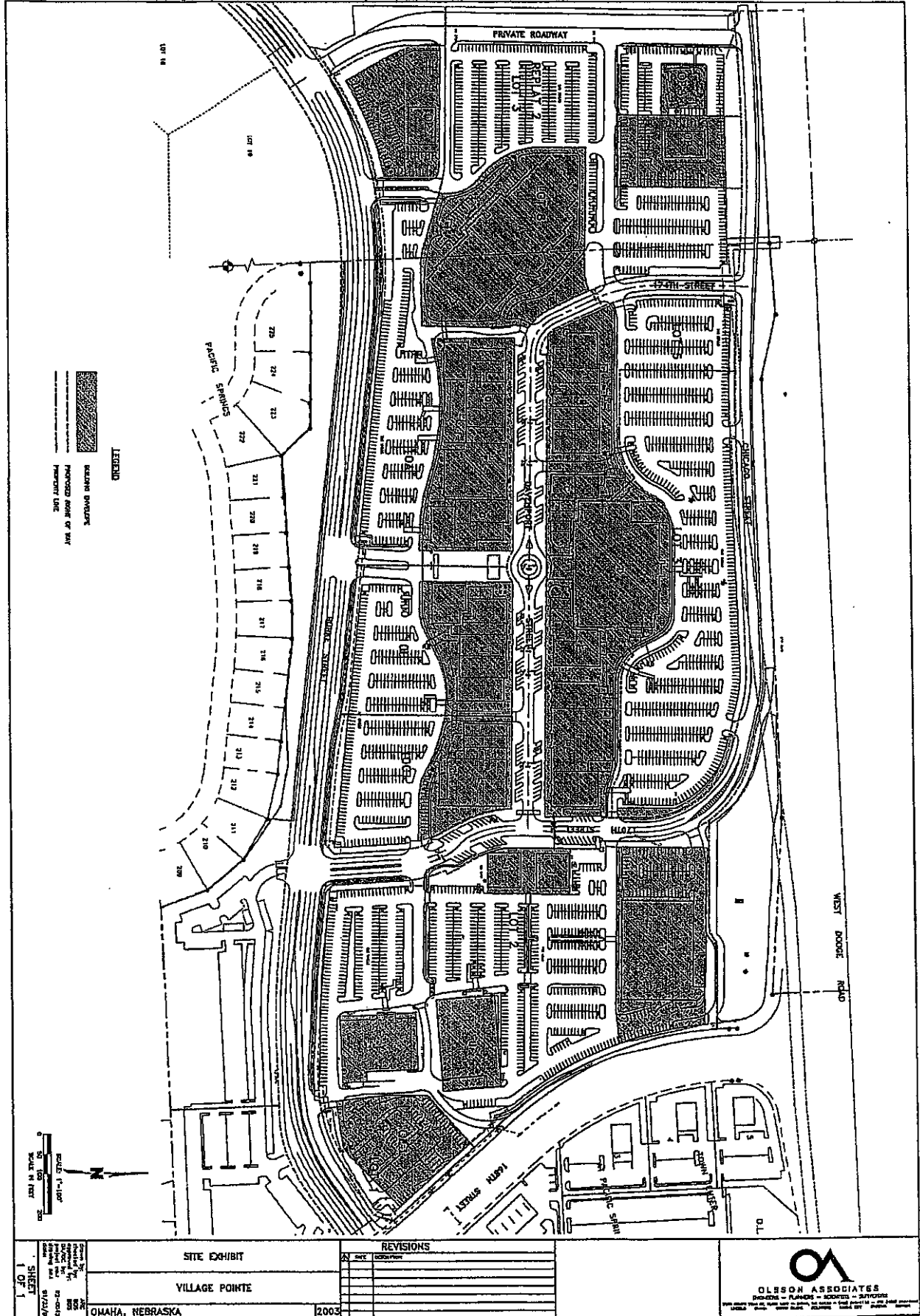
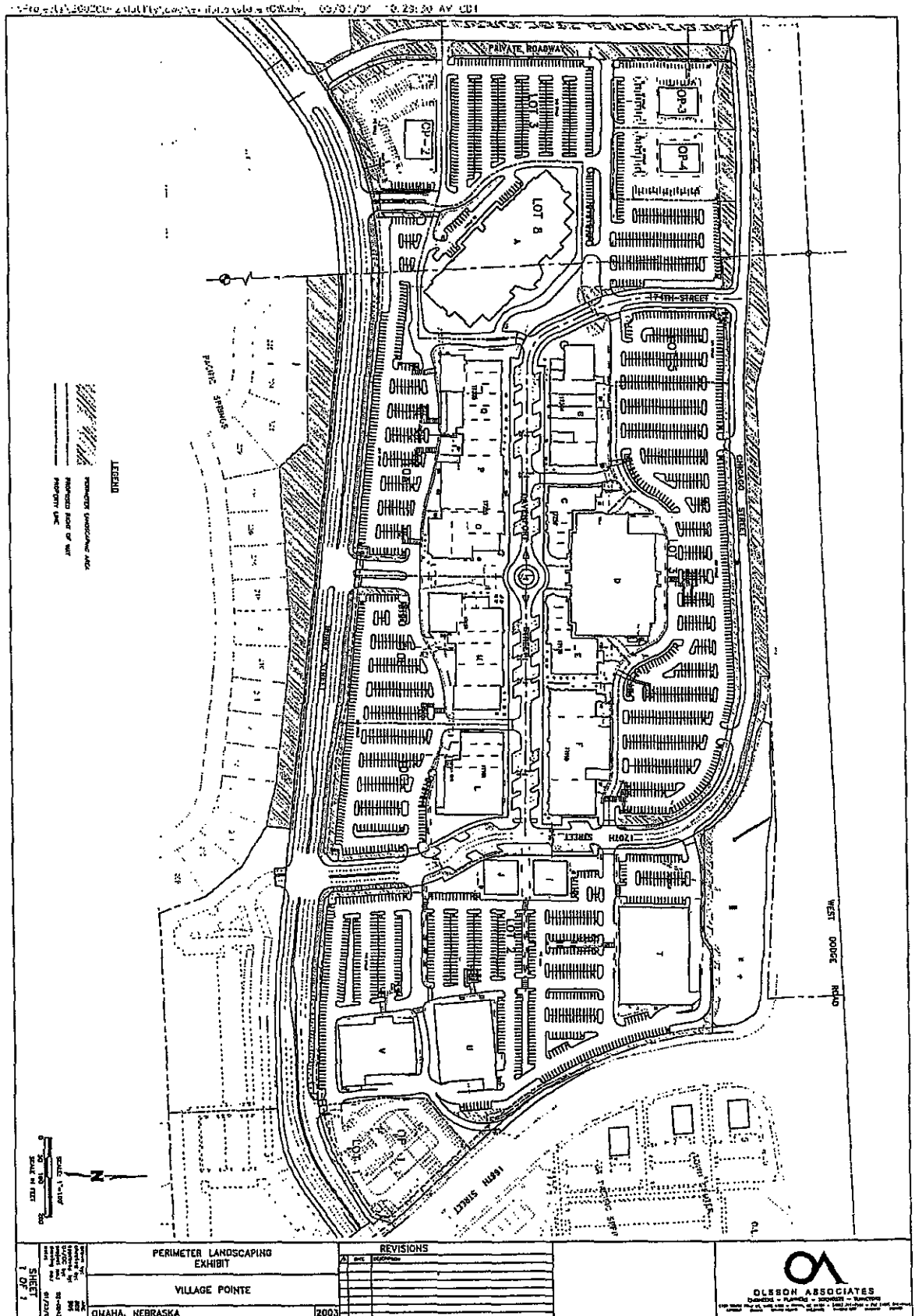


EXHIBIT G

PERIMETER LANDSCAPING AREA



PERIMETER ROADS AND ACCESS WAYS

