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**FIRST AMENDMENT  
TO DECLARATION OF COVENANTS, EASEMENTS AND RESTRICTIONS**

This Declaration of First Amendment to Declaration of Covenants, Easements and Restrictions is made as of the 16th day of December, 1992 by KV-CENTER ASSOCIATES, a Nebraska general partnership ("Developer").

**W I T N E S S E T H:**

WHEREAS, Developer made on August 28, 1992 with respect to certain Premises described therein a certain Declaration of Covenants, Easements and Restrictions ("Declaration") which was recorded at Book 1030 Page 603 of the Miscellaneous Records of the Registrar of Deeds of Douglas County, Nebraska on September 11, 1992; and

WHEREAS, Developer is now the owner of the remaining portion of the Premises described on Exhibit A hereto consisting of approximately 58.5 acres ("Subject Property") and intends to amend the Declaration of Covenants, Easements and Restrictions to set forth additional covenants and restrictions as to the Subject Property only.

NOW, THEREFORE, for and in consideration of the premises, easements, covenants, conditions, restrictions and encumbrances contained herein, the sufficiency of which is hereby acknowledged, the undersigned Developer hereby agrees that the Subject Property be subject to the following additional and amended declaration of covenants, easements and restrictions:

1. The Declaration shall be amended to add to paragraph 2(a) the following as prohibited uses:
  - (xi) any dry cleaning plant in the shopping center or any laundromat in Tracts A, H and K.
  - (xii) any automobile, truck, trailer or RV sales, leasing, display or repair in Tracts A, H and K.
  - (xiii) any veterinary hospital or pet shop in Tracts A, H and K.
  - (xiv) any live performance or movie theater in Tracts A, H and K.

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GEORGE J. BOGLEWICZ  
REGISTRAR OF DEEDS  
DOUGLAS COUNTY, NE

Box 35 LA

(xv) any bar, tavern, restaurant or other establishment whose reasonably projected annual gross revenues from the sale of alcoholic beverage for on-premises consumption exceeds forty percent (40%) of such establishment's gross revenues arising out of such business within four hundred feet (400') of the perimeter of Tract H.

(xvi) any health club or health spas in Tracts A, H or K.

2. The Declaration shall be further amended to add as paragraph 2(c) the following:

(c) Shopping Center. Except as specifically provided for herein, no part of the Shopping Center shall be used for other than retail sales, retail financial services and professional offices and medical care facilities provided that any retail financial services located in the Shopping Center shall be of the type defined below and shall in no event be located in more than twenty percent (20%) of the total floor area on Tracts A and K. No medical care facility shall be located on Tract H and no retail financial services shall be located within two hundred feet (200') of Tract H. Retail financial services shall mean retail financial institutions, real estate and stock brokerage offices, travel agencies and other uses providing services directly to the public for retail fees which are commonly found within first class retail shopping centers in the Omaha metropolitan area.

3. The Declaration shall be amended to include as paragraph 2(d) the following:

(d) Use Restriction in the Shopping Center and Areas Adjacent to Tract H. During the term of this Declaration no tract other than Tract H shall be used for the sale of toys; juvenile furniture; outdoor play equipment; wheel goods; layettes; infant, juvenile and children's clothing, apparel, shoes, accessories, furnishings, books and records; infant and juvenile food, health and beauty aids; family and adult games; computers and accompanying software used primarily for game purposes; video and electronic games and game equipment; sporting goods, or other items as are carried by a modern toy store, except for the "incidental" sale thereof and not as a primary use. As used in this Subsection, the term "incidental" shall mean the lesser of (i) twenty percent (20%) of the Floor Area of a building or (ii) 2,000 square feet, in the aggregate.

The foregoing restriction shall not apply to any lease or other arrangement for the occupancy of any space on Developer's Tract between Developer and the operator of a "Chain Store" for the operation of a full-line discount department store; a full-line grocery supermarket (with respect to infant and juvenile food, health and beauty aids, clothing and accessories); a full-line sporting goods store (with respect to infant and juvenile clothing and sporting goods); a full-line electronics store (provided that the sale or display of both computers and accompanying software used primarily for game purposes and video and electronic games and game equipment shall be limited to 400 square feet of Floor Area in the aggregate; and a full-line men's, women's and children's ready-to-wear store. As used in this subsection, "Chain Store" shall mean a facility operated by a corporation that either directly or through an affiliate, operates at least ten (10) similar stores and that the store in the Shopping Center is operated in substantially the same manner as all the other stores in the chain.

4. The Declaration shall be amended to include as paragraph 2(e) the following:

(e) Tract H. Developer agrees that Tract H may not be used for any of the following uses: (i) grocery supermarket, (ii) sporting goods store, or (iii) discount department store; provided, however, that such restriction shall no longer apply three (3) years after the date that the owner of Tract H has opened for business on such Tract unless another Owner or Occupant of the Shopping Center has, during such period of time, opened within the Shopping Center a place of business having at least 30,000 square feet of retail space and has as its primary use one of the above restricted uses which are then sought to be imposed on Tract H and, such business remains open for business at such time as the owner of Tract H intends to change the use of the premises to (i) (ii) or (iii). Tract H shall be used only for retail purposes.

5. Paragraph 4(c) of the Declaration shall be amended to add the following sentence at the end of such paragraph:

To the extent possible the parties shall endeavor to avoid installation, repair and maintenance (unless

required by an emergency) during the period from October 1st through December 31st of any year.

6. Paragraph 4(h) of the Declaration shall be amended to add the following sentence to the end of such paragraph:

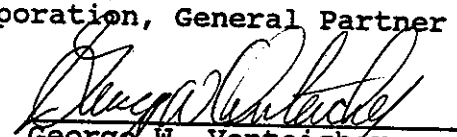
The parties agree not to perform such work (except for original installation and emergency maintenance) during the period from October 1st through December 31st of each year.

IN WITNESS WHEREOF the Developer has executed this Amendment to Declaration the day and year first above-written.

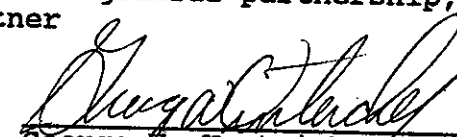
("DEVELOPER")

KV-CENTER ASSOCIATES, a Nebraska  
General Partnership, Partner

By: KVI, LTD., a Nebraska  
corporation, General Partner

By:   
George W. Venteicher  
President

By: OLD MILL ASSOCIATES, a  
Nebraska general partnership,  
Partner

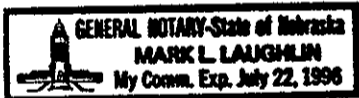
By:   
George W. Venteicher  
Partner

By:   
Frank R. Krejci  
Partner

STATE OF NEBRASKA]  
COUNTY OF DOUGLAS] SS.

On this 16<sup>th</sup> day of December, 1992 before me the undersigned, a Notary Public in and for said County, personally came George W. Venteicher, President of KVI, Ltd., a Nebraska corporation, partner of KV-Center Associates, a Nebraska general partnership, Developer, personally known to be the President and identical person whose name is affixed to the above document, and he acknowledged the execution thereof to be his voluntary act and deed as such President and the voluntary act and deed of said corporation and said partnership.

WITNESS my hand and notarial seal at Omaha, Nebraska, in said county, on the day and year last above written.

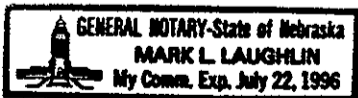


*Mark L. Laughlin*  
\_\_\_\_\_  
Notary Public

STATE OF NEBRASKA]  
COUNTY OF DOUGLAS] SS.

On this 16<sup>th</sup> day of December, 1992 before me the undersigned, a Notary Public in and for said County, personally came George W. Venteicher, partner of Old Mill Associates, a Nebraska general partnership, partner of KV-Center Associates, a Nebraska general partnership, Developer, personally known to be the President and identical person whose name is affixed to the above document, and he acknowledged the execution thereof to be his voluntary act and deed as such partner of each such said partnerships.

WITNESS my hand and notarial seal at Omaha, Nebraska, in said county, on the day and year last above written.

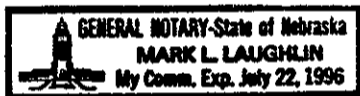


*Mark L. Laughlin*  
\_\_\_\_\_  
Notary Public

STATE OF NEBRASKA]
COUNTY OF DOUGLAS] SS.

On this 16th day of December, 1992 before me the undersigned, a Notary Public in and for said County, personally came Frank R. Krejci, partner of Old Mill Associates, a Nebraska general partnership, partner of KV Associates, a Nebraska general partnership, Developer, personally known to be the President and identical person whose name is affixed to the above document, and he acknowledged the execution thereof to be his voluntary act and deed as such partner of each such said partnerships.

WITNESS my hand and notarial seal at Omaha, Nebraska, in said county, on the day and year last above written.



Handwritten signature of Mark L. Laughlin over a line, with 'Notary Public' printed below.

CONSENT

The undersigned, the holder of a Deed of Trust on the premises described on Exhibit "A" hereto hereby consents to the above and foregoing First Amendment to Declaration of Covenants, Easements and Restrictions and agrees that the lien of such Deed of Trust shall be subordinate to the same.

By: \_\_\_\_\_
\_\_\_\_\_
(Title)

STATE OF \_\_\_\_\_]
COUNTY OF \_\_\_\_\_] SS.

On this \_\_\_\_ day of December, 1992, before me a notary public in and for said county and state personally appeared \_\_\_\_\_ who is the \_\_\_\_\_ of \_\_\_\_\_ who acknowledged the execution of the above and foregoing Consent as his voluntary act and deed.

\_\_\_\_\_  
Notary Public

## Exhibit "A" Page 1

## DESCRIPTION OF TOYS R US PARCEL

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

Commencing at the most southwesterly corner of said Lot 20; thence along the southerly line of said Lot 20,  $S54^{\circ}29'08''E$  (platted bearing), 133.71 feet to the point of beginning; thence  $N30^{\circ}02'33''E$ , 267.00 feet; thence  $N59^{\circ}57'27''W$ , 11.00 feet; thence  $N30^{\circ}02'33''E$ , 179.38 feet to the southerly line of Oak View Drive, said point also being on the northerly line of said Lot 20; thence along said northerly line,  $S58^{\circ}24'38''E$ , 301.63 feet to the beginning of a curve to the left; thence continuing along said northerly line and along said curve, having a radius of 340.00 feet and a chord bearing  $S62^{\circ}58'58''E$ , 54.21 feet, an arc distance of 54.27 feet; thence  $S35^{\circ}30'52''W$ , 201.73 feet; thence  $N54^{\circ}29'08''W$ , 49.00 feet; thence  $S35^{\circ}30'52''W$ , 172.00 feet; thence  $S54^{\circ}29'08''E$ , 94.00 feet; thence  $S35^{\circ}30'52''W$ , 98.23 feet to the southerly line of said Lot 20; thence along said southerly line,  $N54^{\circ}29'08''W$ , 346.02 feet to the point of beginning, containing an area of 3.333 acres, more or less.



## EXHIBIT "A" Page 2

A tract of land being all of Lot 16 and part of Lots 17 and 21, and vacated Hascall Street, all in Oak View, a platted and recorded subdivision in Douglas County, Nebraska, more particularly described as follows:

Beginning at the Northwest corner of said Lot 16, thence along the boundary of said Lot 16 the following five (5) courses:

- 1) N88°40'08"E, 105.12 Feet;
- 2) N89°40'17"E; 682.33 Feet;
- 3) S00°13'48"E, 312.83 Feet;
- 4) S89°43'04"W, 95.00 Feet;
- 5) S00°13'08"E; 194.00 Feet to the North line of said Lot 17;

Thence along the North line of said Lot 17, N89°43'04"E 145.00 feet to the North-South centerline of Section 36, T15N, R11E, 6th P.M.; thence along said North-South centerline and along the east line of said Lot 17, S00°13'08"E, 82.71 feet; thence S89°49'10"W, 826.12 feet to the easterly line of Oak View Drive; thence N01°19'52"W, 585.69 feet; thence along said west line to the point beginning.

AND

A tract of land being all of Lot 19 and part of Lots 17, 18, 20, 21 and vacated 139th, 140th and "A" Street, all in Oak View, a platted and recorded subdivision in Douglas County, Nebraska, more particularly described as follows:

Beginning at the most southeasterly corner of said Lot 19, said point being the beginning of a non-tangent curve to the right; thence along the southerly line of said Lot 19 and along said curve, having a radius of 3627.77 Feet and chord bearing N62°32'49"W, 1016.61 feet, an arc distance of 1019.97 feet; thence continuing along said southerly line of Lot 19, and along the southerly line of said Lot 20, N54°29'08"W, 612.67 feet; thence N35°30'52"E, 650.45 feet; thence N00°00'00"W, 200.54 feet to the southerly line of Oak View Drive, said point also being the beginning of a non-tangent curve to the left; thence along said southerly line, the following three (3) courses;

- 1) Along said curve, having a radius of 360.00 feet and a chord bearing N67°12'39"E, 215.97 feet, an arc distance of 219.35 feet;

2) N49°45'20"E, 133.41 feet to the beginning of a curve to the left;

3) Along said curve, having a radius of 390.00 feet and a chord bearing N24°12'44"E, 336.33 feet, an arc distance of 347.74 feet to the easterly line of said Oak View Drive;

Thence along said easterly line, N19°52"W, 84.33 feet, thence N89°49'10"E, 826.12 feet to the east line of said Lot 17, said point also being on the North-South centerline of Section 36, T15N, R11E, 6th P.M.; thence along said east line and along said North-South centerline, S00°13'08"E, 508.65 feet to the center of said section 36; thence continuing along said North-South centerline and along the east lines of said Lots 17 and 18, S00°10'50"E, 915.71 feet; thence S89°49'10"W, 443.11 feet to the beginning of a non-tangent curve to the right; thence along said line, S23°33'16"E, 689.85 feet to the point of beginning, containing an area of 48.664 acres, more or less.

AND

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

Commencing at the most southwesterly corner of said Lot 20; thence along the southerly line of said Lot 20, S54°29'08"E (platted bearing), 133.71 feet to the point of beginning; thence N30°02'33"E, 267.00 feet; thence N59°57'27"W, 11.00 feet; thence N30°02'33"E, 179.33 feet to the southerly line of Oak View Drive, said point also being on the northerly line of said Lot 20; thence along said northerly line, S58°24'38"E, 301.63 feet to the beginning of a curve to the left; thence continuing along said northerly line and along said curve, having a radius of 340.00 feet and a chord bearing S62°58'58"E; thence S35°30'52"W, 201.73 feet; thence N54°29'08"W, 49.00 feet; thence S35°30'52"W, 172.00 feet; thence S54°29'08"E, 94.00 feet; thence S35°30'52"W, 98.23 feet to the southerly line of said Lot 20; thence along said southerly line, N54°29'08"W, 346.02 feet to the point of beginning, containing an area of 3.333 acres, more or less.