

MISC 2013113165

Fee amount: 22.00  
FB: OC-38396  
COMP: BW



NOV 12 2013 11:16 P 3

Received - DIANE L. BATTIATO  
Register of Deeds, Douglas County, NE  
11/12/2013 11:16:12.00



2013113165

[Space Above Reserved For Recording Information]

WHEN RECORDED RETURN TO:  
TRENTON B. MAGID, PRINCIPAL  
THE THOMSEN MILE, L.L.C.  
780 NORTH 114<sup>TH</sup> STREET  
OMAHA, NE 68154

**MEMORANDUM OF AGREEMENT**

THIS MEMORANDUM OF AGREEMENT (this "Memorandum") is made and entered into this 7<sup>th</sup> day of November, 2013, by and between by and between Two Wheels, LLC, a Nebraska limited liability company ("Two Wheels"), and The Thomsen Mile, L.L.C., a Nebraska limited liability company ("Thomsen Mile").

WITNESSETH:

The parties hereto have entered into that certain Letter Agreement dated as of November 7, 2013 (the "Agreement"), wherein, among other matters, Two Wheels and Thomsen Mile have agreed to certain development restrictions affecting that certain real property owned by Two Wheels and Thomsen Mile, as applicable, and as legally described as follows:

Lots 156, 158, and 159, The Thomsen Mile West, an addition to the City of Omaha as surveyed, platted and recorded in Douglas County, Nebraska (collectively, the "Two Wheels Property"); and

Lots 160, 161, 162 and 163, The Thomsen Mile West, an addition to the City of Omaha as surveyed, platted and recorded in Douglas County, Nebraska (collectively, "Thomsen Mile Property").

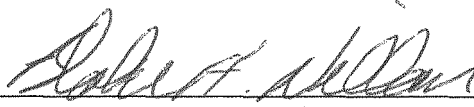
The Agreement restricts the use of the Two Wheels Property such that the same cannot be used for drive-in or fast-food restaurant use; provided, however, that the Two Wheels Property may be utilized for sit-down restaurants. In addition, the Agreement provides that the Two Wheels

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Property shall be utilized/developed in such a manner so as to satisfy the requirement that a minimum of ten percent (10%) of the site area subject to the Development Agreement (as that term is defined in the Agreement) be reserved for office use only, unless otherwise permitted by the City of Omaha. Finally, the Agreement provides certain sale restrictions on the Two Wheels Property, which sale restrictions are effective from the date of the Agreement until November 7, 2015. In the event of any inconsistency between the terms and conditions of the Agreement and of this Memorandum, the terms of the Agreement shall in all respects govern and control.

IN WITNESS WHEREOF, this Memorandum has been duly executed the day and year first above written.

**Two Wheels, LLC,**  
a Nebraska limited liability company

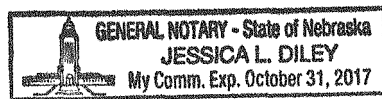
By:   
Blake H. Dillon, President

By:   
Sidney R. Dillon, Vice President

STATE OF NEBRASKA    )  
  )ss.  
COUNTY OF Douglas    )

The above Memorandum was acknowledged before me on the 7 day of November 2013, by Blake H. Dillon, President, of Two Wheels, LLC as a voluntary act and deed.

WITNESS my hand and notarial seal the day and year last above written.

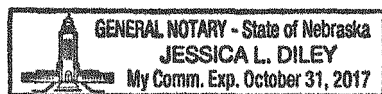


  
Notary Public

STATE OF NEBRASKA    )  
  )ss.  
COUNTY OF Douglas    )

The above Memorandum was acknowledged before me on the 7 day of November 2013, by Sidney R. Dillon, Vice President, of Two Wheels, LLC as a voluntary act and deed.

WITNESS my hand and notarial seal the day and year last above written.



  
Notary Public

**THE THOMSEN MILE, L.L.C.,**  
a Nebraska limited liability company

By: TM ASSOCIATES, L.L.C.,  
a Nebraska limited liability company  
Member

By: Trenton B. Magid  
Trenton B. Magid, Manager Member

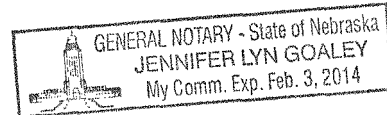
By: West Maple, L.L.C.,  
A Nebraska limited liability company,  
Member

By: Jerry M. Slusky  
Jerry M. Slusky, Manager Member

STATE OF NEBRASKA    )  
  ) SS  
COUNTY OF DOUGLAS    )

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of November 2013 by Trenton B. Magid, Manager Member of TM Associates, L.L.C., a Nebraska limited liability company, a member on behalf of The Thomsen Mile, L.L.C., a Nebraska limited liability company.

Jennifer Lyn Goaley  
Notary Public  
My Commission expires: 2-3-14



STATE OF NEBRASKA    )  
  ) SS  
COUNTY OF DOUGLAS    )

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of November 2013 by Jerry M. Slusky, Manager Member of West Maple, L.L.C., a Nebraska limited liability company, a member on behalf of The Thomsen Mile, L.L.C., a Nebraska limited liability company.

Jennifer Lyn Goaley  
Notary Public  
My Commission expires: 2-3-14

