

90-01829

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Shay D. Dowling
REGISTER OF DEEDS

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RESTRICTIVE COVENANT

COMES NOW Center Associates, a Nebraska Partnership (the "Partnership") and Douglas Theatre Co., a Nebraska Corporation (the "Corporation"), and in consideration of \$10.00 to them in hand paid, the receipt of which is hereby acknowledged, from Valentino's, Inc., a Nebraska Corporation ("Valentino's"), and for other good and valuable consideration received from Valentino's, hereby jointly and severally acknowledge, covenant and agree as follows, to-wit:

1. That the Partnership is the owner of the Real Estate more particularly described on Exhibit "A" which is attached hereto and incorporated herein by this reference as if fully set forth (the "Partnership Property").

2. That the Corporation leases/rents from the Partnership the movie theatre complex located on the Partnership Property.

3. That Valentino's is currently leasing a tract of Real Estate more particularly described on Exhibit "B" which is attached hereto and incorporated herein by this reference as if fully set forth (the "Valentino's Property") pursuant to the terms and provisions of a Lease Agreement entered into by and between Brehm Enterprises, Inc., a Nebraska Corporation ("Brehm") and Valentino's on the 2nd day of February, 1990 (the "Lease Agreement").

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4. That the Partnership Property and the Valentino's Property are contiguous to each other, and that pursuant to the Lease Agreement, Valentino's has agreed that while it is in possession of the Valentino's property pursuant to the Lease Agreement that it will assume, perform and discharge the obligations imposed upon Brehm pursuant to that certain Easement entered into by and between the Partnership and Brehm, said Easement being dated January 16, 1990, and filed for record with the Register of Deeds of Sarpy County, Nebraska on the 29th day of January, 1990 at Inst. # 90-01263 (the "Easement").

5. That for a period of 15 years, or so long as Valentino's operates a restaurant on the Valentino's Property specializing in pizza and Italian food products, whichever is earlier in time, the Partnership and the Corporation covenant and agree that they shall not sell nor allow to be sold pizza or other Italian food products from the movie theatre complex which is located on the Partnership Property. This restriction is not intended to prohibit the sale of soft drinks, popcorn and candy from the movie theatre complex.

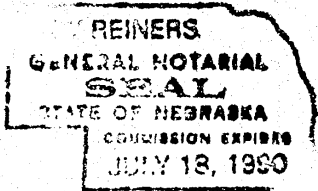
Dated this 2nd day of February, 1990.

Center Associates, a Nebraska Partnership
 By: [Signature]
 Russell E. Brehm, Managing General Partner

Douglas Theatre Co.
 By: [Signature]
 Name: David Livingston
 Title: President

STATE OF NEBRASKA)
) ss
COUNTY OF LANCASTER)

The above and foregoing document was executed and acknowledged before me by Russell E. Brehm, Managing General Partner of Center Associates, a Nebraska Partnership on behalf of said Partnership on the 2nd day of ~~January~~, 1990.

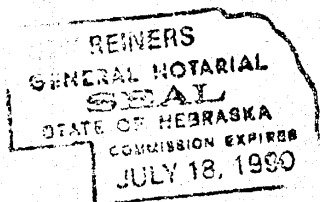


Judy Reiners
February

Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The above and foregoing document was executed and acknowledged before me by David Livingston, President of Douglas Theatre Co., a Nebraska Corporation, on behalf of said Corporation on the 2nd day of ~~January~~, 1990.



Judy Reiners
February

Notary Public

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EXHIBIT "A"

Description of Partnership Property

TRACT 1:

Lot Three Hundred Thirteen (313) in Twin Ridge, an Addition to the City of Bellevue, as surveyed, platted and recorded, Sarpy County, Nebraska, except that part of said Lot 313 described as follows:

Beginning at the Southeast corner of Lot 313; thence along the South line of said Lot 313 on a curve to the left with a radius of 680.00 feet and along a chord of 283.40 feet bearing N 85 degrees 01' 05" W for an arc distance of 285.49 feet to the Southwest corner of Lot 313; thence N 06 degrees 58' 48" W along the West line of said Lot a distance of 150.00 feet; thence N 83 degrees 01' 12" E a distance of 295.80 feet to the East line of Lot 313; thence S 01 degrees 54' 07" E along said East line of Lot 313 a distance of 209.56 feet to the point of beginning.

TRACT 2:

Lot Three Hundred Fourteen (314) Twin Ridge, an Addition to the City of Bellevue, Sarpy County, Nebraska, except that part of said Lot 314 described as follows:

Beginning at the Northwest Corner of Lot 314 Twin Ridge at the intersection of the South Line of Victoria Avenue and the East Line of Highway 73-75; thence 200.00 feet Southerly along the courses of the West Lot Line; thence at right angles, North 85° 51' 24" East a distance of 144.75 feet; thence North 04° 04' 36" West a distance of 189.50 feet to the South Line of Victoria Avenue; thence 144.00 feet along the courses of Victoria Avenue (West along a curve of 630.00 feet Radius with a Chord South 88° 21' 36" West 65.85 feet; thence North 88° 32' 24" West 78.15 feet) to the point of beginning.

EXHIBIT "B"

Description of Valentino's Property

A part of the North 200.00 feet of the West 144.75 feet of Lot 314 Twin Ridge, an Addition to the City of Bellevue, Sarpy County, Nebraska, described as follows:

Beginning at the Northwest Corner of Lot 314 Twin Ridge at the intersection of the South Line of Victoria Avenue and the East Line of Highway 73-75; thence 200.00 feet Southerly along the courses of the West Lot Line; thence at right angles, North $85^{\circ} 51' 24''$ East a distance of 144.75 feet; thence North $04^{\circ} 04' 36''$ West a distance of 189.50 feet to the South Line of Victoria Avenue; thence 144.00 feet along the courses of Victoria Avenue (West along a curve of 630.00 feet Radius with a Chord South $88^{\circ} 21' 36''$ West 65.85 feet; thence North $88^{\circ} 32' 24''$ West 78.15 feet) to the point of beginning.

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