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BKP ____ C/O ____ COMP SB
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Received - DIANE L. BATTIATO
Register of Deeds, Douglas County, NE
1/23/2008 12:35:40.88
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Prepared by and when recorded return to: Kum & Go, L.C., Attn: Nate Allen; 6400 Westown Parkway, West Des Moines, IA 50266

USE RESTRICTION AGREEMENT

THIS INSTRUMENT effective the 18th day of January, 2008, is made by the undersigned owner of the Restricted Parcel (hereinafter referred to as the "Burdened Party"); WITNESSETH:

RECITALS

A. Burdened Party is the owner of the Restricted Parcel (defined below); and

B. Burdened Party desires to place certain use restrictions on the Restricted Parcel.

NOW, THEREFORE, BURDENED PARTY HEREBY DECLARES AND IMPOSES THE FOLLOWING:

1. Recitals. The Recitals set forth above are incorporated by this reference.

2. Benefitted Parcel. The use restrictions imposed herein are imposed for the benefit of the following parcel of real estate (the "Benefitted Parcel"), to-wit:

Lot 1, in Elk Creek Pines Replat 1, a Subdivision, as surveyed, platted and recorded in Douglas County, Nebraska

3. Restricted Parcel. The use restrictions imposed herein are imposed upon the following parcels of real estate (collectively the "Restricted Parcel"), to-wit:

Lots 3, 4, 7, 9, Outlot 1, Outlot 2, and Outlot 3, in Elk Creek Pines, a Subdivision, as surveyed, platted and recorded in Douglas County, Nebraska; AND

Lot 2, in Elk Creek Pines Replat 1, a Subdivision, as surveyed, platted and recorded in Douglas County, Nebraska

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4. Use Restrictions. During the term of this Agreement and for the benefit of the Benefitted Parcel, the Restricted Parcel shall not be used for any of the following:

a. A gasoline station, including any type of business that sells diesel fuel, ethanol fuel, bio-fuel or any other type of fuel used to power motorized vehicles designed primarily for use on public streets and highways.

b. A convenience store.

c. A business that sells carton cigarettes or smokeless tobacco or is marketed as any type or derivation of a "discount" or "wholesale" tobacco retailer.

d. A business that sells alcoholic beverages for off premise consumption, packaged and sold together in quantities of twelve (12) or greater; or is marketed as any type or derivation of a "discount" or "wholesale" alcohol retailer.

Notwithstanding the foregoing, the sale of wine in quantities of twelve (12) or greater shall not be considered a prohibited use.

5. Term. Unless sooner terminated by the owner or owners, from time-to-time, of the Benefitted Parcel as provided herein, the use restrictions imposed against the Restricted Parcel shall remain in full force and effect until January 21, 2037, at which time said use restrictions shall automatically expire. The Burdened Party, as well as the owners, from time-to-time of the Restricted Parcel shall not revoke, and hereby relinquishes any right to revoke, the use restrictions imposed by this instrument.

6. Termination. The owner or owners, from time-to-time, of the Benefitted Parcel may terminate any one or more of said use restrictions at any time prior to the expiration date as set forth in Section 5 by the filing a use restriction termination document with the office of the Register of Deeds of Douglas County, Nebraska.

7. Restrictions Run with Land. The use restrictions imposed by this instrument shall constitute covenants running with the land and, as such, shall be binding upon the owners from time-to-time of the Restricted Parcel and their respective heirs, successors and assigns.

[SIGNATURE ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the Burdened Party has caused this Use Restriction Agreement to be executed on or as of the day and year first above written.

ELK CREEK PINE, L.L.C., a Nebraska limited liability company

By: _____
Its: VICE PRESIDENT

BURDENED PARTY

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me on January 18, 2008 by Joseph Kirshenbaum, as Vice President of Elk Creek Pine, L.L.C., a Nebraska limited liability company, for and on behalf of the company.

GENERAL NOTARY - State of Nebraska
JENNIFER BISTLINE-PETERSEN
My Comm. Exp. September 8, 2010

Jennifer Bistline-Petersen
NOTARY PUBLIC