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Fee amount: 16.00 FB: 0U-31956 COMP: CC

Received - DIANE L. BATTIATO Register of Deeds, Douglas County, NE 01/28/2011 10:59:10.00

RETURN TO: Christina M, Fink, Esq., McGill, Gotsdiner, Workman & Lepp, P.C., L.L.O., 11404 West Dodge Rd. Suite 500, Omaha, NE 68154-2584

MEMORANDUM OF OPTION AND RIGHT OF FIRST REFUSAL TO PURCHASE REAL PROPERTY

This Memorandum of Right of First Refusal to Purchase Real Property (this "Memorandum") is made as of the 30th day of December, 2010, by and between RAINWOOD POINTE, L.L.C., a Nebraska limited liability company (hereinafter referred to as "Optionor"), and ENDURO SYSTEMS, INC., a Texas corporation (hereinafter referred to as "Optionee").

WITNESSETH:

WHEREAS, Optionor has granted Optionee a right of first refusal ("ROFR") to purchase from Optionor the real property located in Douglas County, Nebraska, that is more particularly described as follows (the "*Property*"):

Lots 11 and 12, Rainwood Pointe, a Subdivision in Douglas County, Nebraska, per the map or plat thereof recorded as follows: Instrument No. 2008058659 recorded on June 13, 2008;

pursuant to a certain Lease dated as of February 22, 2008, as amended by first and second amendments, and as further amended by Settlement Agreement and Third Amendment to Lease dated to be effective of even date herewith (the "Lease"), entered into between Optionor and Rainwood One, L.L.C., collectively as co-Landlords, and Optionee, as Tenant, although the right of occupancy of Optionee under the Lease does not include the right to occupy any part of the Property; and Optionor has granted the Optionee, for a period of five (5) years from the date hereof, an option to purchase the Property ("Option") upon Optionor's receipt of a Development Offer pursuant to the terms in the Lease:

WHEREAS, the parties desire to place of record a notice to the public of the existence of the ROFR held by Optionee;

THEREFORE, the parties hereby agree:

I. Term. During ROFR term ending December 30, 2015, Optionor may not sell the Property without first complying with the requirement of the ROFR to offer the Property for sale to

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Optionee on the terms specified in the Lease. The Option in favor of Optionee is for the term specified in the recitals, above.

- II. Incorporation of ROFR and Option Terms from Lease. All terms and conditions of the ROFR agreement and Option agreement in the Lease are hereby incorporated herein by reference as if fully set forth herein.
- III. Conflicts with Lease. This Memorandum is solely for notice and recording purposes and shall not be construed to alter, modify, expand, diminish or supplement the provisions of the Lease. In the event of any inconsistency between the provisions of this Memorandum and the provisions of the Lease, the provisions of the Lease shall govern.
- IV. Termination of Memorandum. This Memorandum will automatically terminate upon the earlier of (i) December 30, 2015; or (ii) any termination of the Lease.

IN WITNESS WHEREOF, this Memorandum has been duly executed by the parties hereto as

of the day and year first above written.	
	OPTIONOR: RAINWOOD POINTE, L.L.C., a Nebraska limited liability company By: Name: Title:
STATE OF NEBRASKA)) ss.	
COUNTY OF DOUGLAS)	
This instrument was acknowledg Scott B. Seaton	ed before me on the <u>30th</u> day of <u>January</u> , 201 <u>i</u> , by
	WOOD POINTE, L.L.C., a Nebraska limited liability
company, on behalf of said company.	
[SEAL]	ralane Whelp
GENERAL NOTARY - State of Nebraska	Notary Public, State of NEBRASKA
DIANE R. FIELDS	My commission expires: 7-3/-/3

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OPTIONEE:	
ENDURO SYSTEMS.	INC., a Texas corporation

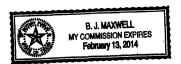
THE STATE OF TEXAS) ss. **COUNTY OF HARRIS**)

This instrument was acknowledged before me on the 10th day of JANUARY, 2011, WALTER C: GREIGE, the PRESIDENT of ENDURO SYSTEMS, INC., a Texas corporation, on behalf of said corporation.

[SEAL]

Bynamell Notary Public in and for the State of TEXAS

Printed Name of Notary: B. J. MAXWELL My Commission Expires: F28 13, 2014



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