



MISC 2011010017



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Received - DIANE L. BATTIATO
 Register of Deeds, Douglas County, NE
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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

#369228_1.DOC

OPTIONEE:**ENDURO SYSTEMS, INC.**, a Texas corporationBy: [Signature]Name: WALTER C. GREIGTitle: PRESIDENT

THE STATE OF TEXAS)

) ss.

COUNTY OF HARRIS)

This instrument was acknowledged before me on the 10TH day of JANUARY, 2011,
 by WALTER C. GREIG, the PRESIDENT
 of **ENDURO SYSTEMS, INC.**, a Texas corporation, on behalf of said corporation.

[SEAL]

[Signature]Notary Public in and for the
State of TEXASPrinted Name of Notary: B. J. MAXWELLMy Commission Expires: FEB 13, 2014