

AFTER RECORDING, RETURN TO:

S-3525

51-338

CHICAGO TITLE INSURANCE COMPANY
202 South 19th St.
Omaha, Ne. 68102

DECLARATION OF RESTRICTIVE COVENANT

WHEREAS, under contract dated the 3rd day of November, 19 77, SARPY DEVELOPMENT CORP. (hereinafter referred to as "Seller") agreed to convey to McDONALD'S Corporation, a(n) Delaware corporation, (hereinafter referred to as "Purchaser") a parcel of real estate described on Exhibit A attached hereto and made a part hereof; and

WHEREAS, one of the terms of said contract states that Seller shall record a Restrictive Covenant affecting Seller's property;

NOW THEREFORE, Seller hereby covenants and agrees, in consideration of the terms and conditions recited in said contract, that the property described on Exhibit B, attached hereto, will not be used as Fast Food Restaurant for a period of twenty (20) years from the date first herein above written.

This covenant shall run with the land described in Exhibits A and B and shall inure to the benefit of and shall be binding upon the Purchaser and Seller, their heirs, administrators, grantees, assigns and successors.

IN WITNESS WHEREOF, Seller has executed this DECLARATION OF RESTRICTIVE COVENANT, this 31st day of November, 19 77.

SELLER:

WITNESS:

Wesley H. Turtscher
Carl L. Hillebrand
SARPY DEVELOPMENT CORP.
ATTEST
5322
SARPY COUNTY, NEBRASKA

FILED FOR RECORD 6-1-78 AT 11:25 A. M. IN BOOK 51 OF Mini. Rec.
328 Carl L. Hillebrand REGISTER OF DEEDS, SARPY COUNTY, NEB. 22.05

STATE OF Nebraska, County of Sarpy :

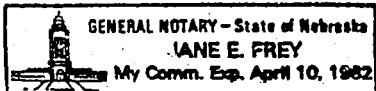
Before me, a notary public qualified in said county, personally came

Wesley H. Turtscher President of Sarpy Development Corp., a corporation

known to me to be the President and identical person who signed the foregoing instrument and acknowledged the execution thereof to be his voluntary act and deed as such officer and the voluntary act and deed of said corporation and that its corporate seal was thereto affixed by its authority.

Witness my hand and notarial seal on Nov 21, 1978.

Jane E. Frey Notary Public



Rec'd 04607

51-308A

EXHIBIT "A"

SARPY County, NEBRASKA

Beginning at a point on the South R.O.W. line of Highway #370 and the West line of said East 1/2 of the Southeast 1/4 of Section 34, said point being S 0°00'45" W and 31.70 feet from the Northwest Corner of the said East 1/2 of the Southeast 1/4 of Section 34; thence S 89°20'21" E for 986.06 feet along the said South R.O.W. line of Highway #370; thence S 0°01'30" W for 250.00 feet; thence S 89°20'21" E for 13.00 feet to the true point of beginning; thence continuing along the aforesaid bearing S 89°20'21" E for 270.00 feet to the Westerly R.O.W. of Washington Street; thence S 0°01'30" W along the Westerly R.O.W. of Washington Street for 185.00 feet; thence N 89°20'21" W for 270.00 feet; thence N 0°01'30" E for 185.00 feet to the true point of beginning, now known as Pt. Lot 1 Southampton.

51-338B

EXHIBIT "B"

The following described property in Sarpy County, Nebraska:

Lots 3 and 4, Gold Coast Addition

Lots 1, 2, 3, 4, and 5, Gold Coast Addition Replat

Lots 1, 2, 3, 4, 5, 6, 7, 8, 9, 11, 12, 15, 16, 17, 18, 19, 20, 21, 22, 27, 28, 29, 30, 31, 32, 33, 34, 36, 37, 38, 39, 44, 45, 46, 47, 48, 49, 58, 60, 71, 72, Southampton

Lot 15, Top of the Mark

Lot 20A, Top of the Mark, 2nd Platting

Lot 1, Replat of Part Lot 20, Top of the Mark

Tax Lot 9B, in Section 34-14-12, Papillion