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COMP: BW

Received - DIANE L. BATTIATO  
Register of Deeds, Douglas County, NE  
09/15/2014 17:02:36.00



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**Return to:**  
**Michael D. Matejka**  
**Woods & Aitken LLP**  
**10250 Regency Circle, Suite 525**  
**Omaha, NE 68114**

### **DECLARATION OF EASEMENTS, COVENANTS, AND RESTRICTIONS**

THIS DECLARATION OF EASEMENTS, COVENANTS, AND RESTRICTIONS (the "Covenants") is dated as of the 11<sup>th</sup> of September, 2014, by **LYMAN-RICHEY CORPORATION**, a Delaware corporation (the "Declarant"), and **BLUE WATER DEVELOPMENT CORPORATION**, a Nebraska corporation, a Nebraska limited liability company ("Developer").

WHEREAS, the Declarant is the owner of approximately four hundred thirty-five (435) acres of real property, including a lake, located in Douglas County, Nebraska, consisting of the real property legally described on Exhibit "A" attached hereto and incorporated herein by this reference (the "Real Property"); and

WHEREAS, the Declarant and Developer have entered into that certain Real Estate Purchase Agreement dated as of the 11<sup>th</sup> day of October, 2013, pursuant to which Developer has agreed to purchase the Real Property (the "Purchase Agreement"); and

WHEREAS, Developer intends to develop the Real Property into residential lakefront lots; and

WHEREAS, the Declarant or its affiliates (as defined in Section 11 below) owns real property legally described on Exhibit "B" (the "Exhibit B Property") in the vicinity of the Real Property on which the Declarant or its affiliates conduct and may conduct Sand and Gravel Operations as defined in Section 1 below; and

WHEREAS, as a material inducement to the Declarant entering into the Purchase Agreement, Developer has agreed to the execution and recording of these Covenants for the purpose of granting the easements provided for herein and placing Developer and prospective purchasers of home sites on the Real Property on notice of the current and potential future Sand

and Gravel Operations of the Declarant or any of its affiliates in the vicinity of the Real Property;  
and

WHEREAS, all references to the Declarant in these Covenants shall include its affiliates.

NOW THEREFORE, based on the mutual benefits arising hereunder, the Declarant hereby establishes and Developer and its successors and assigns hereby acknowledge and agree to be bound by the following:

1. Sand and Gravel Operations. For purposes of this Declaration, “Sand and Gravel Operations” shall include, extraction, excavating, dredging, processing, stockpiling, and transporting sand, gravel, dirt, and other minerals, and all other customary, usual, and incidental activities and processes associated therewith.

2. Sand and Gravel Property. The Declarant conducts and may conduct future Sand and Gravel Operations on the Exhibit B Property and upon other real property located within two (2) miles from the boundary of the Real Property (the Exhibit B Property and such other real property shall together be referred to as the “Sand and Gravel Property”).

3. Owners. For purposes hereof, every person or entity who becomes a titleholder of a fee or undivided fee interest in or who occupies the Real Property or any portion thereof including, but not limited to, the Developer shall be an “Owner.”

4. Easement for Sand and Gravel Operations. Developer hereby grants to the Declarant a non-exclusive easement, burdening all portions of the Real Property, for the purpose of allowing the conditions created from time to time by the Declarant’s conduct of Sand and Gravel Operations upon or to and from the Sand and Gravel Property (including, but not limited to, blowing sand, noise level and other visual and audible conditions) to enter upon and otherwise impact or affect the Real Property.

5. Disclaimer and Release. Declarant has not made and disclaims any express or implied warranty that its mining activities, the construction of the water areas, or placement of stripping dirt and fine sand in or on the Real Property is suitable for the construction of residences or other improvements or for any other use whatsoever including but not limited to recreational use or that the Real Property meets or complies with any federal, state or local regulation, statute, ordinance, or guideline regarding the use of any portion of the Real Property for the construction of residences or other improvements or for any other use whatsoever. Owners release and shall hold Declarant harmless from any and all claims, actions, judgments, liability and costs, arising out of any use or development or attempted use or development of the Real Property by any person.

6. Acknowledgements. Each Owner, by acceptance of a deed or other conveyance of all of or any portion of the Real Property:

(a) acknowledges that they have taken title to all or a portion of the Real Property with the knowledge the Declarant will conduct Sand and Gravel Operations on the Sand and Gravel Property and consents to such Sand and Gravel Operations; and

(b) acknowledges and agrees that the scope of the Sand and Gravel Operations on the Sand and Gravel Property may change and expand in the future, all of which Sand and Gravel Operations are encompassed within the easement set forth in Section 4 of these Covenants; and

(c) acknowledges that the recording of the Covenants are an essential part of, and a material inducement to, the Declarant's agreement to sell the Real Property to Developer and the Declarant would not have agreed to sell the Real Property without the recording of the covenants, easements and restrictions granted herein.

7. Lift Station. Pursuant to the Purchase Agreement, Declarant has assigned to Developer its rights under the following agreements solely as they pertain to the Real Property: Interlocal Cooperation Agreement between Sanitary and Improvement District Number 196 of Douglas County, Nebraska ("SID 196") and City of Valley, Nebraska; the Agreement between City of Valley, Nebraska and Declarant; and the Agreement between SID 196 and Declarant, all dated February 28, 2006 (the "Lift Station Agreements"), for the payment of the cost of constructing and for the use of the lift station ("Lift Station System") for the sanitary sewer which will serve the Real Property; except that Declarant shall retain (i) all rights to receive payments for future connections to the Lift Station System as provided in the Lift Station Agreements, (ii) all rights to receive adjusting payments from SID 196 under the Lift Station Agreements; (iii) all rights to use any surplus connections allocated to the Real Property in excess of 233 connections in connection with any development of real property owned now or in the future by Declarant or any affiliate or assignee of Declarant, (iv) all rights under the Lift Station Agreements benefitting the Additional Property as defined under the Lift Station Agreements, and (v) all rights to approve and consent to all amendments and modifications to the Lift Station Agreements other than any amendments reducing the number of connections allocated to the Real Property. In no event shall the Real Property use more than 233 connections without the written consent of Declarant which may be withheld in Declarant's sole discretion. For purposes of this Agreement a "connection" shall be a single family lot connected to the sanitary sewer serviced by the Lift Station System pursuant to the Lift Station Agreements. If any portion of the Real Property is developed for use other than as single family lots, the connections allocated to such portion shall be the number of living units on such portion if the use is multi-family or the number of connections determined by the City of Valley to be used if the use of such portion is commercial. Developer shall permit Declarant or Declarant's successors and assignees to connect, without cost or fees, to the sewer main which transports waste water from the Development to the Lift Station System. Developer shall cooperate with Declarant, if Declarant requests the parties to the Lift Station Agreements to amend the Lift Station Agreements to allow any real property owned now or in the future by Declarant and not described in the Lift Station Agreements to connect to the Lift Station System.

8. Limitations on Amendments. In recognition of the fact that the provisions of the Covenants are for the benefit of the Declarant and the Sand and Gravel Property, the Covenants

may not be amended, modified, terminated or waived without the prior written approval thereof by the Declarant, or its designee.

9. Covenants to Run with the Land; Duration. These Covenants shall run with the Real Property and shall be binding upon and enforceable by the Declarant, the Developer and all persons claiming under the Developer beginning on the date these Covenants are recorded with the Register of Deeds of Douglas County, Nebraska, and continuing in full force and effect thereafter for a term of seventy-five (75) years.

10. Enforcement. The enforcement of the Covenants may be by proceedings at law or in equity against any person violating or attempting to violate any provision hereof.

11. Severability. The invalidation of any one of the Covenants shall not affect the validity of the remaining provisions hereof.

12. Affiliates. The terms “affiliate” or “affiliates” of the Declarant shall mean any Declarant or other entity which is owned whole or in part by the Declarant, by any subsidiary of the Declarant, or by any owner of the Declarant.

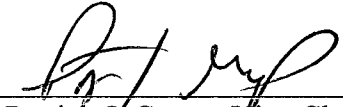
13. Third Party Beneficiaries. All affiliates of the Declarant are third party beneficiaries of these Covenants and all references to the Declarant shall include its affiliates. The Declarant or any of its affiliates may assign their rights under these Covenants to one or more assignees and any such assignee shall be entitled to the benefit of these Covenants and may enforce these Covenants.

[Signature pages follow]

IN WITNESS WHEREOF, the undersigned has executed this Declaration of Covenants and Restrictions as of the 11<sup>th</sup> day of September, 2014.

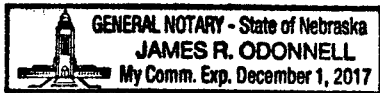
**“DECLARANT”**

LYMAN-RICHEY CORPORATION,  
a Delaware corporation

By:   
Patrick J. Gorup, Vice Chairman

STATE OF NEBRASKA            )  
  ) ss.  
COUNTY OF DOUGLAS        )

The foregoing instrument was acknowledged before me on the 14 day of September, 2014, by Patrick J. Gorup, Vice Chairman of Lyman-Richey Corporation, a Nebraska corporation, on behalf of the corporation.



  
Notary Public

IN WITNESS WHEREOF, the undersigned has executed this Declaration of Covenants and Restrictions as of the 11 day of September, 2014.

**"DEVELOPER"**

**BLUE WATER DEVELOPMENT CORPORATION, a Nebraska corporation**

By: *[Signature]*

Title: *[Signature]*

STATE OF NEBRASKA            )  
  ) ss.  
COUNTY OF DOUGLAS    )

The foregoing instrument was acknowledged before me on the 11<sup>th</sup> day of September, 2014, by David F. Lanoha, President of Blue Water Development Corporation, a Nebraska corporation, on behalf of the corporation.

*Kristina J. Carter*  
Notary Public



## Exhibit "A"

### Legal Description

Real property in the City of Valley, County of Douglas, State of Nebraska, described as follows:

PARCEL A:

01-60000

THE NORTH ONE-HALF (N 1/2) OF THE NORTHEAST (NE 1/4) OF SECTION 35, TOWNSHIP 16 NORTH, RANGE 9 EAST OF THE 6TH P. M., EXCEPT FOR THE WEST 165 FEET THEREOF, DOUGLAS COUNTY, NEBRASKA, EXCEPT A PARCEL OF LAND LOCATED IN THE NORTHEAST QUARTER OF SECTION 35, TOWNSHIP 16 NORTH, RANGE 9 EAST OF THE 6TH P.M. IN DOUGLAS COUNTY, NEBRASKA. MORE PARTICULARLY DESCRIBED AS FOLLOWS:

THE WEST 17 FEET OF THE EAST 50 FEET OF THE NORTH ONE HALF OF THE NORTHEAST ONE QUARTER OF SAID SECTION 35, EXCEPT THE NORTH 65 FEET TAKEN FOR PUBLIC R.O.W.

PARCEL B:

01-60000

PART OF THE NORTHEAST QUARTER OF SECTION 2, TOWNSHIP 15 NORTH, RANGE 9, EAST OF THE 6TH P.M., PART OF THE OF SECTION 35, TOWNSHIP 16 NORTH, RANGE 9, EAST OF THE 6TH P.M., TOGETHER WITH THE SOUTH OF THE NORTHEAST QUARTER, EXCEPT THE EAST 50 FEET THEREOF TAKEN FOR ROAD, SECTION 35, TOWNSHIP 16 NORTH, RANGE 9, EAST OF THE 6TH P.M., DOUGLAS COUNTY, NEBRASKA, ALL BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHEAST CORNER OF SECTION 35, TOWNSHIP 16 NORTH, RANGE 9, EAST; THENCE SOUTH 89°56'13" W (ASSUMED BEARINGS) ALONG THE SOUTH LINE OF THE SOUTHEAST QUARTER OF SECTION 35 FOR 33.0 FEET; THENCE NORTH 00°03'47" W PARALLEL WITH AND 33.0 FEET WEST OF THE EAST LINE OF THE SOUTHEAST QUARTER OF SECTION 35 FOR 200.0 FEET; THENCE SOUTH 89°56'13" W 17.0 FEET THENCE N 00°03'47" W PARALLEL WITH AND 50.0 FEET WEST OF THE EAST LINE OF THE SOUTHEAST QUARTER OF SECTION 35 FOR 2450.06 FEET TO THE NORTH LINE OF SAID SOUTHEAST QUARTER; THENCE N 00°03'52" W PARALLEL WITH AND 50.0 FEET WEST OF THE EAST LINE OF THE NORTHEAST QUARTER OF SECTION 35 FOR 1324.77 FEET TO THE NORTH LINE OF THE SOUTH OF THE NORTHEAST QUARTER OF SAID SECTION 35; THENCE NORTH 89°59'09" W ALONG SAID NORTH LINE FOR 2591.14 FEET TO THE WEST LINE OF SAID NORTHEAST QUARTER; THENCE SOUTH 00°02'58" E ALONG SAID WEST LINE FOR 1324.47 FEET TO THE NORTHWEST CORNER OF THE SOUTHEAST QUARTER OF SAID SECTION 35; THENCE SOUTH 89°59'29" W ALONG THE NORTH LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 35 FOR 1320.81 FEET TO THE NORTHWEST CORNER OF THE EAST OF SAID SOUTHWEST QUARTER; THENCE SOUTH 00°06'28" EAST FOR 560.21 FEET; THENCE S 04°15'31" E FOR 443.21 FEET; THENCE S 23°53'49" E FOR 196.58 FEET; THENCE S 54°21'36" E FOR 2524.16 FEET TO A POINT ON THE SOUTH LINE OF THE SOUTHEAST QUARTER OF SECTION 35; THENCE SOUTH 68°22'00" E FOR 605.84 FEET; THENCE S 52°01'06" EAST FOR 525.87 FEET TO THE NORTHWESTERLY RIGHT-OF-WAY LINE OF THE UNION PACIFIC RAILROAD; THENCE N 58°01'19" E FOR 969.78 FEET ALONG SAID NORTHWESTERLY RIGHT-OF-WAY LINE TO THE EAST LINE OF SECTION 2, TOWNSHIP 15 NORTH, RANGE 9, EAST; THENCE N 00°03'47" W FOR 35.38 FEET TO THE POINT OF BEGINNING (CONTAINING 288.84 ACRES, MORE OR LESS.

EXCEPT:

THAT PART OF THE NORTHEAST QUARTER OF SECTION 2, TOWNSHIP 15 NORTH, RANGE 9 EAST OF THE 6H P.M., DOUGLAS COUNTY, NEBRASKA, DESCRIBED AS FOLLOWS: COMMENCING AT THE NORTHEAST CORNER OF THE SAID NORTHEAST QUARTER OF SECTION 2; THENCE SOUTH 00°13'02" EAST (ASSUMED BEARINGS) FOR 35.62 FEET ALONG THE EAST LINE OF SAID SECTION 2 TO THE NORTHWEST RIGHT OF WAY LINE OF THE UNION PACIFIC RAILROAD; THENCE SOUTH 58°04'03" WEST FOR 939.34 FEET ALONG SAID NORTHWEST RIGHT OF WAY LINE TO THE 5/8" REBAR AND TRUE POINT OF BEGINNING; THENCE SOUTH 57°58'17" WEST FOR 29.92 FEET CONTINUING ALONG SAID NORTHWEST RIGHT OF WAY LINE; THENCE NORTH 52°04'24" WEST FOR 525.61 FEET TO A " OPEN TOP PIPE; THENCE NORTH 68°22'37" WEST FOR 40.53 FEET; THENCE NORTH 38°54'27" EAST FOR 34.30 FEET TO A 5/8" REBAR; THENCE SOUTH 52°35'29" EAST FOR 574.21 FEET TO THE POINT OF BEGINNING. CONTAINS 0.34 ACRES.

EXCEPT:

THAT PART OF THE NORTHEAST QUARTER OF SECTION 2, TOWNSHIP 15 NORTH, RANGE 9 EAST OF THE 6TH P.M., DOUGLAS COUNTY, NEBRASKA, DESCRIBED AS FOLLOWS: COMMENCING AT THE NORTHEAST CORNER OF THE SAID NORTHEAST QUARTER OF SECTION 2; THENCE SOUTH 00°13'02" EAST (ASSUMED BEARINGS) FOR 35.52 FEET ALONG THE EAST LINE OF SAID SECTION 2 TO THE NORTHWEST RIGHT OF WAY LINE OF THE UNION PACIFIC RAILROAD; THENCE SOUTH 5°804'03" WEST FOR 939.34 FEET ALONG SAID NORTHWEST RIGHT OF WAY LINE TO A 5/8" REBAR; THENCE SOUTH 57°58'17" WEST FOR 29.92 FEET CONTINUING ALONG SAID NORTHWEST RIGHT OF WAY LINE AND TRUE POINT OF BEGINNING, THENCE SOUTH 57°58'17" WEST FOR 203.89 FEET CONTINUING ALONG SAID NORTHWEST RIGHT OF WAY LINE TO A " PINCHED TOP PIPE; THENCE NORTH 66°47'55" WEST FOR 517.59 FEET; THENCE NORTH 3901'20" EAST FOR 311.78 FEET TO THE SOUTH LINE OF THE PROPERTY DESCRIBED IN SECURITY LAND TITLE'S TITLE COMMITMENT CASE NO C00-440 AS PARCEL 1; THENCE SOUTH 68°22'37" EAST FOR 40.53 FEET ALONG SAID SOUTH LINE; THENCE SOUTH 52°04'24" EAST FOR 525.61 FEET ALONG SAID SOUTH LINE TO THE POINT OF BEGINNING. CONTAINS 3.08 ACRES, AND:

THAT PART OF LOTS 1 and 2, GINGER WOODS REPLAT 2, A SUBDIVISION, AS SURVEYED, PLATTED AND RECORDED IN DOUGLAS COUNTY, NEBRASKA, DESCRIBED AS FOLLOWS: COMMENCING AT THE NORTHEAST CORNER OF THE NORTHEAST QUARTER OF SECTION 2; THENCE SOUTH 00°13'02" EAST (ASSUMED BEARINGS) FOR 35.62 FEET ALONG THE EAST LINE OF SAID SECTION 2 TO THE NORTHWEST RIGHT OF WAY LINE OF THE UNION PACIFIC RAILROAD; THENCE SOUTH 58°04'03" WEST FOR 939.34 FEET ALONG SAID NORTHWEST RIGHT OF WAY LINE TO A 5/8" REBAR, THENCE SOUTH 57°58'17" WEST FOR 233.81 FEET CONTINUING ALONG SAID NORTHWEST RIGHT OF WAY LINE TO THE NORTHEAST CORNER OF SAID LOT C, GINGER WOODS, A " PINCHED TOP PIPE AND TRUE POINT OF BEGINNING; THENCE SOUTH 58°15'59" WEST FOR 74.25 FEET; THENCE SOUTH 87°45'14" WEST FOR 240.73 FEET; THENCE NORTH 64°56'54" WEST FOR 84.26 FEET TO A 5/8" REBAR, THENCE NORTH 48°56'24" WEST FOR 210.38 FEET TO A 5/8" REBAR; THENCE NORTH 38°42'08" EAST FOR 100.63 FEET TO THE NORTH LINE OF SAID LOT C, GINGER WOODS; THENCE ALONG THE NORTHEAST LINE OF SAID LOT C FOR THE FOLLOWING 5 COURSES; 1) THENCE SOUTH 66°47'55" EAST FOR 45.08 FEET; 2) THENCE SOUTH 38°26'10" WEST FOR 60.50 FEET; 3) THENCE SOUTH 51°33'50" EAST FOR 210.00 FEET; 4) THENCE NORTH 87°58'36" EAST FOR 266.46 FEET; 5) THENCE SOUTH 66°47'55" EAST FOR 44.74 FEET TO THE POINT OF BEGINNING. CONTAINS 0.77 ACRES.



TOGETHER WITH THAT PART OF THE NORTHEAST QUARTER OF SECTION 2, TOWNSHIP 15 NORTH, RANGE 9 EAST OF THE 6TH P.M. DOUGLAS COUNTY, NEBRASKA, DESCRIBED AS FOLLOWS: COMMENCING AT THE NORTHEAST CORNER OF THE SAID NORTHEAST QUARTER OF SECTION 2; THENCE SOUTH 00°13'02" EAST (ASSUMED BEARINGS) FOR 35.62 FEET ALONG THE EAST LINE OF SAID SECTION 2 TO THE NORTHWEST, RIGHT OF WAY LINE OF THE UNION PACIFIC RAILROAD; THENCE SOUTH 58°04'03" WEST FOR 939.34 FEET ALONG SAID NORTHWEST RIGHT OF WAY LINE TO A 5/8" REBAR, THENCE SOUTH 57°58'17" WEST FOR 233.81 FEET CONTINUING ALONG SAID NORTHWEST RIGHT OF WAY LINE TO THE NORTHEAST CORNER OF SAID LOT C, GINGER WOODS AND A " PINCHED TOP PIPE; THENCE NORTH 66°47'55" WEST FOR 44.74 FEET ALONG THE NORTH LINE OF LOT C, GINGER WOODS, TO THE TRUE POINT OF BEGINNING; THENCE ALONG THE NORTH LINE OF SAID LOT C FOR THE FOLLOWING 3 COURSES; 1) THENCE SOUTH 87°58'36" WEST FOR 266.46 FEET; 2) THENCE NORTH 51°33'50" WEST FOR 210.00 FEET; 3) THENCE NORTH 38°26'10" EAST FOR 60.50 FEET; THENCE SOUTH 66°47'55" EAST FOR 427.77 FEET TO THE POINT OF BEGINNING. CONTAINS 0.70 ACRES.

01-60000

PARCEL C:

THAT PART OF THE EAST HALF (E ) OF THE NORTHWEST QUARTER (NW) OF SECTION 35, TOWNSHIP 16 NORTH, RANGE 9 EAST OF THE 6TH P.M., DOUGLAS COUNTY, NEBRASKA, DESCRIBED AS FOLLOWS: COMMENCING AT THE NW CORNER OF SAID E; THENCE S 00°01'37" W (ASSUMED BEARING) ON THE WEST LINE OF SAID E, 345.16 FEET TO THE POINT OF BEGINNING; THENCE S 89°55'22" E ON THE LINE 345.16 FEET SOUTH OF AND PARALLEL TO THE NORTH LINE OF SAID E, 295.16 FEET; THENCE N 00°01'37" E ON A LINE 295.16 FEET EAST OF AND PARALLEL TO THE WEST LINE OF SAID E, 285.16 FEET TO A POINT ON THE SOUTH R.O.W. LINE OF STATE HIGHWAY NO. 64; THENCE S 89°55'22" E ON A LINE 60.00 FEET SOUTH OF AND PARALLEL TO THE NORTH LINE OF SAID E, 527.39 FEET; THENCE N 00°04'38" E 15.00 FEET; THENCE S 89°55'22" E ON A LINE 45.00 FEET SOUTH OF AND PARALLEL TO THE NORTH LINE OF SAID E, 289.07 FEET; THENCE S 00°01'07" W ON A LINE 208.72 FEET WEST OF AND PARALLEL TO THE EAST LINE OF SAID E, 163.72 FEET; THENCE S 89°55'22" E ON A LINE 208.72 FEET SOUTH OF AND PARALLEL TO THE NORTH LINE OF SAID E, 208.72 FEET TO A POINT ON THE EAST LINE OF SAID E; THENCE S 00°01'07" W ON THE EAST LINE OF SAID E, 2440.68 FEET TO THE SE CORNER OF SAID E; THENCE N 89°55'19" W ON THE SOUTH LINE OF SAID E, 1320.74 FEET TO THE SW CORNER OF SAID E; THENCE N 00°01'37" E ON THE WEST LINE OF SAID E, 2304.22 FEET TO THE POINT OF BEGINNING. (CONTAINING 75.95 ACRES, MORE OR LESS)

ALL OF WHICH, IS MORE PARTICULARLY DESCRIBED AS;

That part of the Northeast Quarter, the Southeast Quarter, the East Half of the Northwest Quarter and the East Half of the Southwest Quarter of Section 35, Township 16 North, Range 9 East of the 6th P.M., AND part of Government Lots 1 and 2 of Section 2, Township 15 North, Range 9 East of the 6th P.M., Douglas County, Nebraska, the entire tract described as follows:

Beginning at a brass cap at the northeast corner of said Government Lot 1 of Section 2;  
Thence South 02°41'46" East (bearings referenced to the Nebraska State Plane System NAD 83) for 35.63 feet along the east line of said Government Lot 1 of Section 2 to a 3/4" open top pipe in the north right of way line of the Union Pacific Railroad;  
Thence South 55°44'02" West for 939.64 feet along said north right of way line to a 5/8" rebar at the east corner of Lot 1, GINGER WOODS REPLAT 2, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska;  
Thence North 54°55'17" West for 574.23 feet to a 5/8" rebar at the north corner of said Lot 1;  
Thence South 36°35'08" West for 34.24 feet along the northwest line of said Lot 1 to a 5/8" rebar;  
Thence North 70°41'42" West for 565.07 feet to the line common to said Sections 2 and 35;  
Thence North 56°41'28" West for 498.27 feet ;  
Thence North 56°41'28" West for 2026.08 feet to a 1" pinched top pipe;  
Thence North 26°13'33" West for 196.58 feet;  
Thence North 06°35'10" West for 443.37 feet to a 3/4" pinched top pipe in the west line of the said East Half of the Southwest Quarter of Section 35;

Thence North 02°26'12" West for 560.05 feet along the west line of the said East Half of the Southwest Quarter of Section 35 to a 5/8" rebar at the southwest corner of the said East Half of the Northwest Quarter of Section 35 and the southeast corner of Outlot B, GINGER COVE, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska;

Thence North 02°22'11" West for 2304.01 feet along the line common to the west line of the said East Half of the Northwest Quarter of Section 35 and the east line of said Outlot B to a 3/4" pinched top pipe;

Thence North 87°40'58" East for 295.18 feet to a 5/8" rebar;

Thence North 02°21'53" West for 285.40 feet to a 3/4" pinched top pipe in the south right of way line of Nebraska Highway 64;

Thence North 87°40'51" East for 527.48 feet along said south right of way line to a 3/4" pinched top pipe;

Thence North 02°56'01" West for 14.97 feet along said south right of way line to a 3/4" pinched top pipe;

Thence North 87°37'12" East for 289.01 feet along said south right of way line to a 3/4" pinched top pipe;

Thence South 02°25'21" East for 163.88 feet to a 3/4" rebar;

Thence North 87°40'28" East for 208.72 feet to a 3/4" pinched top pipe in the west line of the North Half of the Northeast Quarter of Section 35;

Thence South 02°22'21" East for 1115.90 feet along said west line to a 3/4" open top pipe at the southwest corner of the said North Half of the Northeast Quarter of Section 35;

Thence North 87°44'13" East for 165.21 feet along the south line of the said North Half of the Northeast Quarter of Section 35 to a 5/8" rebar;

Thence North 02°23'44" West for 1269.67 feet to the south right of way line of Nebraska Highway 64;

Thence North 88°27'16" East for 1037.29 feet along said south right of way line;

Thence North 87°18'19" East for 1388.66 feet along said south right of way line to the west right of way line of 288th Street;

Thence South 02°23'50" East for 1264.71 feet along said west right of way line to the south line of the North Half of the Northeast Quarter of Section 35;

Thence South 02°23'48" East for 1324.80 feet along said west right of way line to the south line of the South Half of the Northeast Quarter of Section 35;

Thence South 02°23'40" East for 2450.15 feet along said west right of way line to a 3/4" open top pipe;

Thence North 87°26'08" East for 17.08 feet along said west right of way line to a 3/4" open top pipe;

Thence South 02°23'06" East for 199.94 feet along said west right of way line to a 3/4" open top pipe in the south line of the Southeast Quarter of Section 35;

Thence North 87°33'35" East for 33.02 feet to the Point of Beginning.

Contains 434.670 acres.

APN: 0292 0002 01 and 0296 0003 01 and 0289 0002 01

EXHIBIT "B"

(Parcels 1, 2 and 3 more particularly described as follows:

Parcel 1

01-60000

THAT PART OF THE NORTH HALF OF SECTION 36, TOWNSHIP 16 NORTH, RANGE 9 EAST OF THE 6TH P.M., DOUGLAS COUNTY, NEBRASKA, DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF THE NORTHEAST QUARTER OF SAID SECTION 36:

THENCE SOUTH 00 DEGREES, 00 MINUTES, 00 SECONDS WEST (ASSUMED BEARINGS) FOR 50.00 FEET ALONG THE WEST LINE OF SAID NORTHEAST QUARTER OF SECTION 36 TO THE SOUTH RIGHT OF WAY LINE OF STATE HIGHWAY #64 AND THE TRUE POINT OF BEGINNING;

THENCE SOUTH 89 DEGREES, 51 MINUTES, 14 SECONDS EAST FOR 599.00 FEET ALONG SAID SOUTH RIGHT OF WAY LINE OF STATE HIGHWAY # 64 WHICH IS PARALLEL WITH AND 50.00 FEET SOUTH OF THE NORTH LINE OF THE NORTHEAST QUARTER OF SECTION 36;

THENCE SOUTH 00 DEGREES, 08 MINUTES, 46 SECONDS WEST FOR 240.00 FEET;

THENCE SOUTH 89 DEGREES, 51 MINUTES, 14 SECONDS EAST FOR 166.71 FEET;

THENCE SOUTH 00 DEGREES, 00 MINUTES, 19 SECONDS WEST FOR 614.65 FEET;

THENCE SOUTH 89 DEGREES, 51 MINUTES, 16 SECONDS EAST FOR 260.55 FEET;

THENCE SOUTH 00 DEGREES, 00 MINUTES, 18 SECONDS WEST FOR 418.58 FEET TO THE SOUTH LINE OF THE NORTHWEST QUARTER OF THE NORTHEAST QUARTER OF SAID SECTION 36;

THENCE SOUTH 89 DEGREES, 52 MINUTES, 47 SECONDS EAST FOR 295.02 FEET TO THE SOUTHEAST CORNER OF THE NORTHWEST QUARTER OF THE NORTHEAST QUARTER OF SAID SECTION 36;

THENCE SOUTH 00 DEGREES, 00 MINUTES, 42 SECONDS WEST FOR 996.55 FEET ALONG THE EAST LINE OF THE SOUTHWEST QUARTER OF THE NORTHEAST QUARTER OF SECTION 36; THENCE NORTH 89 DEGREES, 51 MINUTES, 01 SECONDS WEST FOR 285.92 FEET;

THENCE SOUTH 00 DEGREES, 00 MINUTES, 42 SECONDS WEST FOR 260.00 FEET TO THE NORTH RIGHT OF WAY LINE OF COUNTY ROAD # 23.

THENCE NORTH 89 DEGREES, 51 MINUTES, 01 SECONDS WEST FOR 1034.39 FEET ALONG SAID NORTH RIGHT OF WAY LINE OF COUNTY ROAD # 23 WHICH IS PARALLEL WITH AND 66.00 FEET NORTH OF THE SOUTH LINE OF THE NORTHEAST QUARTER OF SECTION 36 TO THE WEST LINE THEREOF;

THENCE NORTH 89 DEGREES, 51 MINUTES, 07 SECONDS WEST FOR 2591.31 FEET WHICH IS PARALLEL WITH AND 66.00 FEET NORTH OF THE SOUTH LINE OF THE NORTHWEST QUARTER OF SECTION 36;

THENCE NORTH 00 DEGREES, 01 MINUTES, 29 SECONDS EAST FOR 2518.41 FEET ALONG THE EAST RIGHT OF WAY LINE OF COUNTY ROAD # 104 WHICH IS PARALLEL WITH AND 50.00 FEET EAST OF THE WEST LINE OF THE SAID NORTHWEST QUARTER OF SECTION 36;

THENCE SOUTH 89 DEGREES, 46 MINUTES, 07 SECONDS EAST FOR 2259.61 FEET ALONG THE SOUTH RIGHT OF WAY LINE OF STATE HIGHWAY # 64 WHICH IS PARALLEL WITH AND 65.00 FEET SOUTH OF THE NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 36 TO AN ANGLE POINT THEREIN;

THENCE NORTH 00 DEGREES, 13 MINUTES, 53 SECONDS EAST FOR 15.00 FEET ALONG THE SAID SOUTH RIGHT OF WAY LINE OF STATE HIGHWAY # 64 TO AN ANGLE POINT THEREIN;

THENCE SOUTH 89 DEGREES, 46 MINUTES, 07 SECONDS EAST FOR 330.57 FEET TO THE POINT OF BEGINNING.

EXCEPT

A TRACT OF LAND LYING IN THE NORTHWEST QUARTER OF SECTION 36, TOWNSHIP 16 NORTH, RANGE 9 EAST OF THE 6TH PRINCIPAL MERIDIAN, DOUGLAS COUNTY, NEBRASKA.

COMMENCING AT THE NORTHWEST CORNER OF SECTION 36-T16N-R9E: THENCE NORTH 88°09'31" EAST A DISTANCE OF 50.00 FEET, THENCE SOUTH 02°02'50" EAST, A DISTANCE OF 65.00 FEET TO THE POINT OF BEGINNING, THENCE CONTINUING SOUTH 02°02'50" EAST ON A LINE 50.00 FEET EAST OF AND PARALLEL TO THE WEST LINE OF SAID SECTION 36-16-9 A DISTANCE OF 660.00 FEET, THENCE NORTH 88°09'31" EAST, PARALLEL WITH THE NORTH LINE OF SECTION 36-16-9, A DISTANCE OF 660.01 FEET, THENCE NORTH 02°02'50" WEST, PARALLEL WITH THE WEST LINE OF SECTION 36-16-09, A DISTANCE OF 660.00 FEET, THENCE SOUTH 88°09'31" WEST ON A LINE 65.00 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE OF SECTION 36-16-9, A DISTANCE OF 660.01 FEET TO THE POINT OF BEGINNING.

CONTAINING: 435,603.7 SQUARE FEET OR 10.00 ACRES MORE OR LESS.

NOTE: FOR THIS LEGAL DESCRIPTION THE NORTH LINE OF THE NORTHWEST ONE-QUARTER OF SECTION 36, TOWNSHIP 16 NORTH, RANGE 9 EAST OF THE SIXTH PRINCIPAL MERIDIAN BEARS NORTH 88°09'31" EAST, AS BASED ON NEBRASKA STATE PLANE COORDINATES.

EXCEPT

A TRACT OF LAND LOCATED IN THE NORTHEAST QUARTER OF SECTION 36, TOWNSHIP 16 NORTH, RANGE 9 EAST OF THE SIXTH PRINCIPAL MERIDIAN, DOUGLAS COUNTY, NEBRASKA, DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWEST CORNER OF SAID QUARTER SECTION; THENCE SOUTHERLY ALONG THE WEST LINE OF SAID QUARTER SECTION, A DISTANCE OF 70.64 METERS (231.76 FEET); THENCE NORTHEASTERLY DEFLECTING 108 DEGREES, 55 MINUTES, 03 SECONDS LEFT A DISTANCE OF 169.54 METERS (556.23 FEET); THENCE NORTHERLY DEFLECTING 70 DEGREES, 55 MINUTES, 41 SECONDS LEFT A DISTANCE OF 15.25 METERS (50.03 FEET) TO A POINT ON THE NORTH LINE OF SAID QUARTER SECTION; THENCE WESTERLY DEFLECTING 90 DEGREES, 00 MINUTES, 14 SECONDS LEFT ALONG THE NORTH LINE OF SAID QUARTER SECTION A DISTANCE OF 160.42 METERS (526.31 FEET) TO THE POINT OF BEGINNING, CONTAINING AN AREA OF 0.69 HECTARES (1.71 ACRES), MORE OR LESS, WHICH INCLUDES 0.24 HECTARES (0.59 ACRES), MORE OR LESS, PREVIOUSLY OCCUPIED AS PUBLIC HIGHWAY.

EXCEPT

A PARCEL OF LAND LYING IN THE IN THE SOUTH ½ OF THE NORTHWEST ¼, AND THE SOUTHWEST ¼ OF THE NORTHEAST ¼ OF SECTION 36, TOWNSHIP 16 NORTH, RANGE 9 EAST OF THE 6TH P.M., IN DOUGLAS COUNTY, NEBRASKA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

THE NORTH 7.00 FEET OF THE SOUTH 73.00 FEET OF THE SOUTH ½ OF THE NORTHWEST ¼, EXCEPT THAT PART PREVIOUSLY TAKEN FOR RIGHT-OF-WAY;

TOGETHER WITH THE NORTH 7.00 FEET OF THE SOUTH 73.00 FEET OF THE WEST 1035.38 FEET OF THE WEST 1320.37 FEET OF THE SOUTHWEST ¼ OF THE NORTHEAST ¼.

SAID PARCELS CONTAIN 25388 SQUARE FEET (0.58 ACRES) MORE OR LESS.

EXHIBIT "B"

Parcel 2

01-60000

The West Half of the Northwest Quarter of Section 26, Township 16 North, Range 9 East of the 6<sup>th</sup> P.M., Douglas County, Nebraska; EXCEPT that part more particularly described as follows:

Commencing at the Northwest corner of said Section 26; thence along the West line of the Northwest Quarter S 00°00'00" E (an assumed bearing relative to all bearing contained herein) a distance of 814.46 feet to the point of beginning; thence N 90°00'00" E a distance of 432.00 feet; thence S 00°00'00" E a distance of 504.51 feet; thence N 90°00'00" W a distance of 432.00 feet to the West line of the Northwest Quarter; thence along said line N 00°00'00" E a distance of 504.51 feet to the point of beginning.

EXHIBIT "B"

Parcel 3

v1-27241

Lot 2 Nelsons Valley Acres, a subdivision in Douglas County, Nebraska

Section 35

NE NE  
NW NE  
SE NE  
SW NE  
SE SE  
NW SE  
SW SE  
SE SE  
NE NW  
SE NW

Section 2

NE NE  
NW NE  
SE NE  
SW NE

Section 36

NW NE  
SW NE  
SE NE  
SW NE  
NW NW  
SW NW  
SE NW  
SW NW

Section 26

NW NW  
SW NW