

FILED SARPY CO. NE.
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Lloyd J. Dowding
REGISTER OF DEEDS

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INFORMATION.**

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NEXT PAGE.**

LLOYD J. DOWDING

SARPY COUNTY REGISTER OF DEEDS
1210 GOLDEN GATE DRIVE, STE 1109
PAPILLION, NE 68046-2895
402-593-5773

2002-20-16A

**FIRST AMENDMENT TO
DECLARATION OF CROSS EASEMENTS
AND COVENANTS AND RESTRICTIONS
AFFECTING LAND (LAVISTA, NEBRASKA)
(96TH & GILES ROAD)**

This First Amendment to Cross Easements and Covenants and Restrictions Affecting Land (this "Amendment") is made as of this 3rd day of MAY, 2002, by and between Shopko Stores, Inc., a Wisconsin corporation ("Company") and RKS Family Investments, Ltd., a Nebraska Limited Partnership ("Developer").

WHEREAS, Company is the owner of a certain parcel of real estate located in Sarpy County, Nebraska, described on Exhibit 1 appended hereto (the "Company Site");

WHEREAS, the Developer is the owner of a certain parcel of real estate located in Sarpy County, Nebraska, described on Exhibit 2 attached hereto (the "Developer's Site") and the property adjacent to Developer's Site and more particularly described as Lot 118, Mayfair 2nd Addition, a subdivision as surveyed, platted and recorded in Sarpy County, Nebraska (excluding Lot 3, Mayfair 2nd Addition, Replat One); and

WHEREAS, Company and Developer approved a Declaration of Cross Easements and Covenants and Restrictions Affecting Land which Declaration was recorded in the Office of the Sarpy County Register of Deeds as Instrument No. 2000 21199 on August 24, 2000 (the "Declaration").

WHEREAS, the parties desire to amend and modify the Declaration as hereinafter set forth:

NOW, THEREFORE, in consideration of One and No/Dollars (\$1.00), the mutual covenants and agreements herein contained and other good and valuable consideration, the receipt and value and sufficiency of which is hereby acknowledged, the parties hereto covenant and agree as follows:

1. Except as herein modified, the Declaration of Cross Easements and Covenants and Restrictions Affecting Land recorded in the Office of the Register of Deeds of Sarpy County, Nebraska, as Instrument No. ²⁰⁰⁰ 21199 on August 24,

2000, shall remain in full force and effect strictly enforceable according to their terms.

2. Article 6.03(l) be and hereby is deleted in its entirety and the following substituted therefore:

- “6.03(l) For any non-retail use except as hereinafter set forth:
 - (i) In the aggregate fifteen percent (15%) of the total planned floor area of the Developer’s Site, including the outlets, may be used or operated for any non-retail purpose not otherwise prohibited herein.
 - (ii) A bank, credit union or other financial related facility may be constructed on the Developer’s Site as an allowed non-retail use as a part of the fifteen percent (15%) restriction.
 - (iii) A bank, credit union or other financial related facility is expressly permitted on Lot 4(b) and will not be included within the fifteen percent (15%) non-retail use restriction.
 - (iv) Lot 118 may be used for any non-retail purpose not otherwise prohibited herein and such non-retail use shall be in addition to and not as a part of the fifteen percent (15%) non-retail restriction set forth in Article 6.03(l)(i) above.
 - (v) Regardless of the fifteen percent (15%) restriction, no bank, credit union or other financial related facility will be permitted as a non-retail use on Lots 1, 2, 5, 6, 7, 8 or 9.”

3. Article 6.08 is hereby deleted in its entirety and the following substituted therefore:

“6.08. Access Modification. Attached hereto as Exhibit 3, and by this reference made a part hereof, is an Amended Site Plan. Exhibit 3 is hereby substituted for Exhibit 3 to the Declaration. No curbcuts, public highway access points shown on the Site Plan shall be altered, modified, vacated or discontinued in any manner whatsoever without the written approval of the Major Owners.”

DATED this 14 day of May, 2002.

RKS FAMILY LIMITED PARTNERSHIP, LTD.,
a Nebraska Limited Partnership

By: [Signature] T Moore

Its: General Partner

SHOPKO STORES, INC., a Wisconsin Corporation

(Pg)

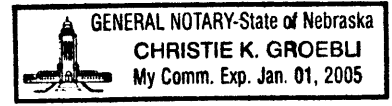
By: [Signature]

Its: UP Real Estate

Attest: [Signature]

Its: Assist. Sec.

STATE OF NEBRASKA)
) ss.
COUNTY OF Douglas)



Personally came before me this 14 day of May, 2002 and _____, respectively of RKS Family Investments, Ltd., a Nebraska Limited Partnership, duly organized and existing under and by virtue of the laws of the State of Nebraska, and to me known to be the person who executed the foregoing instrument, and to me known to be such General Partner of said limited partnership and acknowledged that they executed the foregoing instrument as General Partner as the act of said limited partnership, by its authority.

[Signature]
Notary Public

My Commission Expires: 1-1-05

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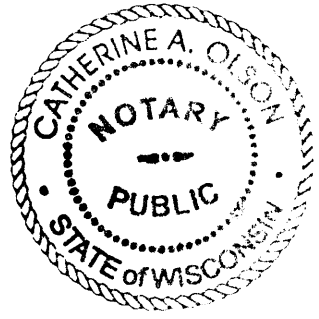
STATE OF Wisconsin)
) ss.
COUNTY OF BROWN)

Personally came before me this 3rd day of May, 2002 and LARRY ZEKE and Peter Vandekonten, respectively of Shopko Stores, Inc., duly organized and existing under and by virtue of the laws of the State of Wisconsin, and to me known to be the person who executed the foregoing instrument, and to me known to be such VP REAL Estate + Assist. Sec. of said corporation and acknowledged that they executed the foregoing instrument as VP Real Estate + Assist Sec. as the act of said corporation, by its authority.

Catherine A. Olson

Notary Public

My Commission Expires: 5-25-03

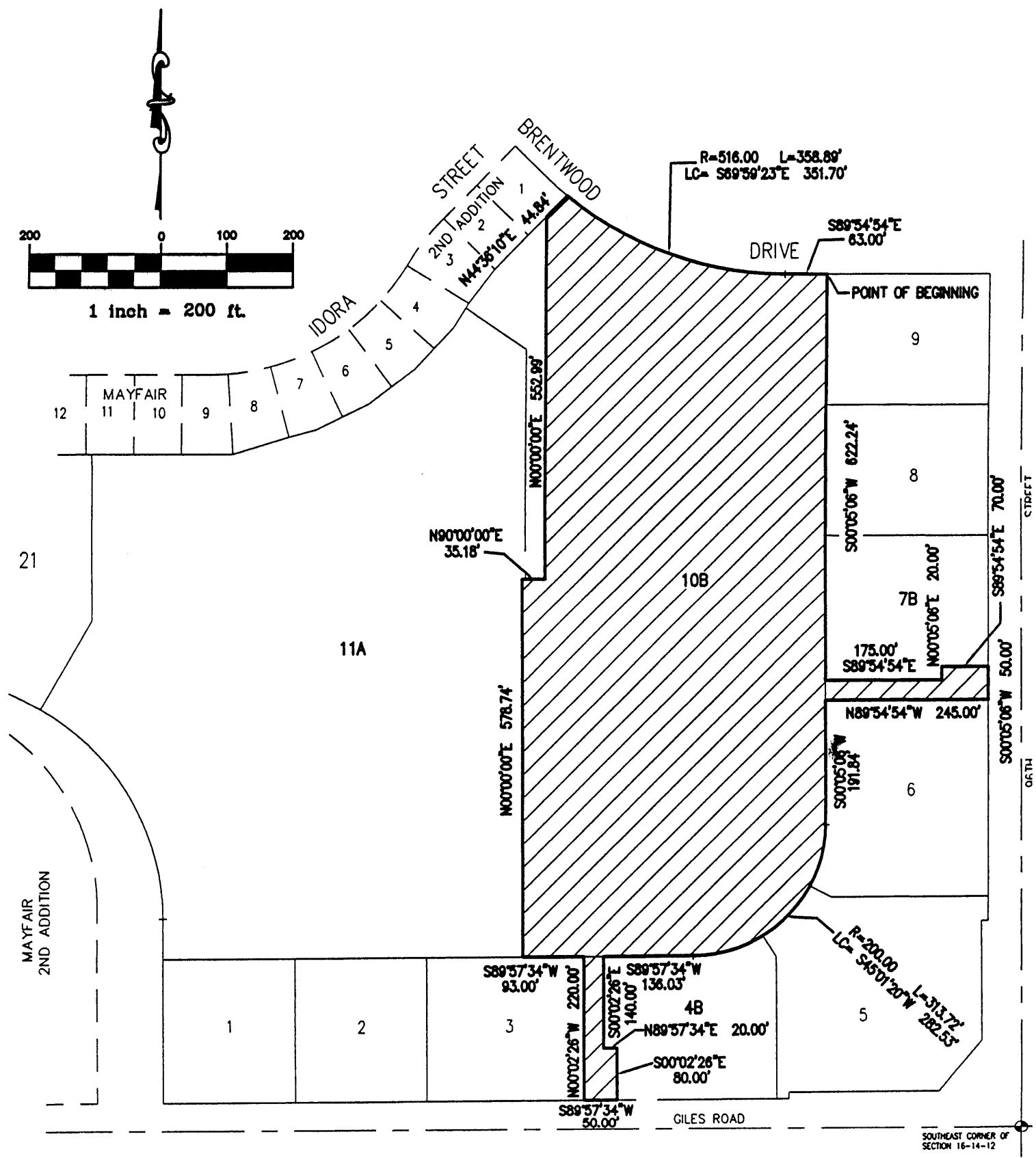


147513
v2

2002-20716E

EXHIBIT 1 COMPANY SITE

LEGAL DESCRIPTION; SEE ATTACHED SHEET.



E & A CONSULTING GROUP, INC.
 12001 "Q" STREET
 OMAHA, NEBRASKA 68137
 PHONE (402) 895-4700

DATE 8-15-2000
 JOB #97054.04

2002-20216F

LEGAL DESCRIPTION
LOT 10B, MAYFAIR 2ND ADDITION REPLAT ONE

ALL OF LOT 10B, MAYFAIR 2ND ADDITION REPLAT ONE, A SUBDIVISION LOCATED IN THE SE1/4 OF SECTION 16, TOWNSHIP 14 NORTH, RANGE 12 EAST OF THE 6TH P.M., SARPY COUNTY, NEBRASKA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHEAST CORNER OF SAID LOT 10B, MAYFAIR 2ND ADDITION REPLAT ONE, SAID POINT ALSO BEING THE NORTHWEST CORNER OF LOT 9, SAID MAYFAIR 2ND ADDITION REPLAT ONE, SAID POINT ALSO BEING ON THE SOUTHERLY RIGHT-OF-WAY LINE OF BRENTWOOD DRIVE; THENCE S00°05'06"W (ASSUMED BEARING) ALONG THE EAST LINE OF SAID LOT 10B, MAYFAIR 2ND ADDITION REPLAT ONE, SAID LINE ALSO BEING THE WEST LINE OF LOTS 9, 8 AND 7B, SAID MAYFAIR 2ND ADDITION REPLAT ONE, A DISTANCE OF 622.24 FEET TO THE SOUTHWEST CORNER OF SAID LOT 7B, MAYFAIR 2ND ADDITION REPLAT ONE; THENCE ALONG THE SOUTH LINE OF SAID LOT 7B, MAYFAIR 2ND ADDITION REPLAT ONE ON THE FOLLOWING DESCRIBED COURSES; THENCE S89°54'54"E, A DISTANCE OF 175.00 FEET; THENCE N00°05'06"E, A DISTANCE OF 20.00 FEET; THENCE S89°54'54"E, A DISTANCE OF 70.00 FEET TO THE SOUTHEAST CORNER OF SAID LOT 7B, MAYFAIR 2ND ADDITION REPLAT ONE, SAID POINT ALSO BEING ON THE WEST RIGHT-OF-WAY LINE OF 96TH STREET; THENCE S00°05'06"W ALONG SAID WEST RIGHT-OF-WAY LINE OF 96TH STREET, SAID LINE ALSO BEING THE EAST LINE OF SAID LOT 10B, MAYFAIR 2ND ADDITION REPLAT ONE, A DISTANCE OF 50.00 FEET TO THE NORTHEAST CORNER OF LOT 6, SAID MAYFAIR 2ND ADDITION REPLAT ONE; THENCE N89°54'54"W ALONG THE NORTH LINE OF SAID LOT 6, MAYFAIR 2ND ADDITION REPLAT ONE, A DISTANCE OF 245.00 FEET TO THE NORTHWEST CORNER OF SAID LOT 6, MAYFAIR 2ND ADDITION REPLAT ONE, SAID POINT ALSO BEING ON SAID EAST LINE OF LOT 10B, MAYFAIR 2ND ADDITION REPLAT ONE; THENCE SOUTHERLY AND WESTERLY ALONG THE EASTERLY AND SOUTHERLY LINE OF SAID LOT 10B, MAYFAIR 2ND ADDITION REPLAT ONE, SAID LINE ALSO BEING THE WESTERLY LINE OF SAID LOT 6, MAYFAIR 2ND ADDITION REPLAT ONE AND THE NORTHERLY LINE OF LOTS 5 AND 4B, SAID MAYFAIR 2ND ADDITION REPLAT ONE ON THE FOLLOWING DESCRIBED COURSES; THENCE S00°05'06"W, A DISTANCE OF 191.84 FEET; THENCE WESTERLY ON A CURVE TO THE RIGHT WITH A RADIUS OF 200.00 FEET, A DISTANCE OF 313.72 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS S45°01'20"W, A DISTANCE OF 282.53 FEET; THENCE S89°57'34"W, A DISTANCE OF 136.03 FEET TO THE NORTHWEST CORNER OF SAID LOT 4B, MAYFAIR 2ND ADDITION REPLAT ONE; THENCE SOUTHERLY ALONG THE WESTERLY LINE OF SAID LOT 4B, MAYFAIR 2ND ADDITION REPLAT ONE ON THE FOLLOWING DESCRIBED COURSES; THENCE S00°02'26"E, A DISTANCE OF 140.00 FEET; THENCE N89°57'34"E, A DISTANCE OF 20.00 FEET; THENCE S00°02'26"E, A DISTANCE OF 80.00 FEET TO A POINT ON THE NORTH RIGHT-OF-WAY LINE OF GILES ROAD, SAID POINT ALSO BEING THE SOUTHWEST CORNER OF SAID LOT 4B, MAYFAIR 2ND ADDITION REPLAT ONE; THENCE S89°57'34"W ALONG SAID NORTH RIGHT-OF-WAY LINE OF GILES ROAD, SAID LINE ALSO BEING THE SOUTH LINE OF SAID LOT 10B, MAYFAIR 2ND ADDITION REPLAT ONE, A DISTANCE OF 50.00 FEET TO THE SOUTHEAST CORNER OF LOT 3, SAID MAYFAIR 2ND ADDITION REPLAT ONE; THENCE N00°02'26"W ALONG THE EAST LINE OF SAID LOT 3, MAYFAIR 2ND ADDITION REPLAT ONE, A DISTANCE OF 220.00 FEET TO THE NORTHEAST CORNER OF SAID LOT 3, MAYFAIR 2ND ADDITION REPLAT ONE, SAID POINT ALSO BEING ON SAID SOUTHERLY LINE OF LOT 10B, MAYFAIR 2ND ADDITION REPLAT ONE; THENCE S89°57'34"W ALONG SAID SOUTHERLY LINE OF LOT 10B, MAYFAIR 2ND ADDITION REPLAT ONE, SAID LINE ALSO BEING THE NORTH LINE OF SAID LOT 3, MAYFAIR 2ND ADDITION REPLAT ONE, A DISTANCE OF 93.00 FEET TO THE SOUTHWEST CORNER OF SAID LOT 10B, MAYFAIR 2ND ADDITION REPLAT ONE, SAID POINT ALSO BEING THE SOUTHEAST CORNER OF LOT 11A, SAID MAYFAIR 2ND ADDITION REPLAT ONE; THENCE NORTHERLY ALONG THE WESTERLY LINE OF SAID LOT 10B,

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MAYFAIR 2ND ADDITION REPLAT ONE, SAID LINE ALSO BEING THE EASTERLY LINE OF SAID LOT 11A, MAYFAIR 2ND ADDITION REPLAT ONE ON THE FOLLOWING DESCRIBED COURSES; THENCE N00°00'00"E, A DISTANCE OF 578.74 FEET; THENCE N90°00'00"E, A DISTANCE OF 35.18 FEET; THENCE N00°00'00"E, A DISTANCE OF 552.99 FEET TO A POINT ON THE SOUTHEASTERLY LINE OF LOT 1, MAYFAIR 2ND ADDITION, A SUBDIVISION LOCATED IN SAID SE1/4 OF SECTION 16, SAID POINT ALSO BEING THE NORTHEAST CORNER OF SAID LOT 11A, MAYFAIR 2ND ADDITION REPLAT ONE; THENCE N44°36'10"E ALONG SAID SOUTHEASTERLY LINE OF LOT 1, MAYFAIR 2ND ADDITION, SAID LINE ALSO BEING SAID WESTERLY LINE OF LOT 10B, MAYFAIR 2ND ADDITION REPLAT ONE, A DISTANCE OF 44.84 FEET TO THE NORTHWEST CORNER OF SAID LOT 10B, MAYFAIR 2ND ADDITION REPLAT ONE, SAID POINT ALSO BEING THE EASTERLY CORNER OF SAID LOT 1, MAYFAIR 2ND ADDITION, SAID POINT ALSO BEING ON SAID SOUTHERLY RIGHT-OF-WAY LINE OF BRENTWOOD DRIVE; THENCE EASTERLY ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF BRENTWOOD DRIVE, SAID LINE ALSO BEING THE NORTHERLY LINE OF SAID LOT 10B, MAYFAIR 2ND ADDITION REPLAT ONE ON THE FOLLOWING DESCRIBED COURSES; THENCE EASTERLY ON A CURVE TO THE LEFT WITH A RADIUS OF 516.00 FEET, A DISTANCE OF 358.89 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS S69°59'23"E, A DISTANCE OF 351.70 FEET; THENCE S89°54'54"E, A DISTANCE OF 63.00 FEET TO THE POINT OF BEGINNING.

SAID LOT 10B, MAYFAIR 2ND ADDITION REPLAT ONE, CONTAINS AN AREA OF 487,126 SQUARE FEET OR 11.183 ACRES, MORE OR LESS.

#97054.4
8-10-2000

E & A CONSULTING GROUP, INC.
12001 "Q" STREET
OMAHA, NEBRASKA 68137

2022-202167

LEGAL DESCRIPTION
DEVELOPERS SITE

PART OF LOT 7, MAYFAIR 2ND ADDITION REPLAT ONE; AND ALSO TOGETHER WITH ALL OF LOTS 8 AND 9, SAID MAYFAIR 2ND ADDITION REPLAT ONE, A SUBDIVISION LOCATED IN THE SE1/4 OF SECTION 16, TOWNSHIP 14 NORTH, RANGE 12 EAST OF THE 6TH P.M., SARPY COUNTY, NEBRASKA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHEAST CORNER OF SAID LOT 9, MAYFAIR 2ND ADDITION REPLAT ONE, SAID POINT ALSO BEING THE POINT OF INTERSECTION OF THE SOUTH RIGHT-OF-WAY LINE OF BRENTWOOD DRIVE AND THE WEST RIGHT-OF-WAY LINE OF 96TH STREET; THENCE S00°05'06"W (ASSUMED BEARING) ALONG THE EAST LINE OF SAID LOTS 9, 8 AND 7, MAYFAIR 2ND ADDITION REPLAT ONE, SAID LINE ALSO BEING SAID WEST RIGHT-OF-WAY LINE OF 96TH STREET, A DISTANCE OF 602.24 FEET; THENCE N89°54'54"W, A DISTANCE OF 70.00 FEET; THENCE S00°05'06"W, A DISTANCE OF 20.00 FEET; THENCE N89°54'54"W, A DISTANCE OF 175.00 FEET TO A POINT ON THE WEST LINE OF SAID LOT 7, MAYFAIR 2ND ADDITION REPLAT ONE, SAID POINT ALSO BEING ON THE EAST LINE OF LOT 10, SAID MAYFAIR 2ND ADDITION REPLAT ONE; THENCE N00°05'06"E ALONG SAID EAST LINE OF LOT 10, MAYFAIR 2ND ADDITION REPLAT ONE, SAID LINE ALSO BEING THE WEST LINE OF SAID LOTS 7, 8 AND 9, MAYFAIR 2ND ADDITION REPLAT ONE, A DISTANCE OF 622.24 FEET TO THE NORTHWEST CORNER OF SAID LOT 9, MAYFAIR 2ND ADDITION REPLAT ONE, SAID POINT ALSO BEING THE NORTHEAST CORNER OF SAID LOT 10, MAYFAIR 2ND ADDITION REPLAT ONE, SAID POINT ALSO BEING ON SAID SOUTH RIGHT-OF-WAY LINE OF BRENTWOOD DRIVE; THENCE S89°54'54"E ALONG SAID SOUTH RIGHT-OF-WAY LINE OF BRENTWOOD DRIVE, SAID LINE ALSO BEING THE NORTH LINE OF SAID LOT 9, MAYFAIR 2ND ADDITION REPLAT ONE, A DISTANCE OF 245.00 FEET TO THE POINT OF BEGINNING.

SAID TRACT OF LAND CONTAINS AN AREA OF 151,049 SQUARE FEET OR 3.467 ACRES, MORE OR LESS.

AND ALSO TOGETHER WITH

PART OF LOT 4, MAYFAIR 2ND ADDITION REPLAT ONE; AND ALSO TOGETHER WITH ALL OF LOTS 5 AND 6, SAID MAYFAIR 2ND ADDITION REPLAT ONE, A SUBDIVISION LOCATED IN THE SE1/4 OF SECTION 16, TOWNSHIP 14 NORTH, RANGE 12 EAST OF THE 6TH P.M., SARPY COUNTY, NEBRASKA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHEAST CORNER OF SAID LOT 6, MAYFAIR 2ND ADDITION REPLAT ONE, SAID POINT ALSO BEING THE SOUTHEAST CORNER OF LOT 7, SAID MAYFAIR 2ND ADDITION REPLAT ONE, SAID POINT ALSO BEING ON THE WEST RIGHT-OF-WAY LINE OF 96TH STREET; THENCE S00°05'06"W (ASSUMED BEARING) ALONG SAID WEST RIGHT-OF-WAY LINE OF 96TH STREET, SAID LINE ALSO BEING THE EAST LINE OF SAID LOTS 6 AND 5, MAYFAIR 2ND ADDITION REPLAT ONE, A DISTANCE OF 339.82 FEET; THENCE N89°54'54"W ALONG SAID WEST RIGHT-OF-WAY LINE OF 96TH STREET, SAID LINE ALSO BEING SAID EAST LINE OF LOT 5, MAYFAIR 2ND ADDITION REPLAT ONE, A DISTANCE OF 10.00 FEET; THENCE S00°05'06"W ALONG SAID WEST RIGHT-OF-WAY LINE OF 96TH STREET, SAID LINE ALSO BEING SAID EAST LINE OF LOT 5, MAYFAIR 2ND ADDITION REPLAT ONE, A DISTANCE OF 182.52 FEET; THENCE S39°46'36"W ALONG THE WESTERLY RIGHT-OF-WAY LINE OF SAID 96TH STREET, SAID LINE ALSO BEING THE EASTERLY LINE OF SAID LOT 5, MAYFAIR 2ND ADDITION REPLAT ONE, A DISTANCE OF 101.29 FEET TO THE POINT OF INTERSECTION OF SAID WESTERLY RIGHT-OF-WAY LINE OF 96TH STREET AND THE NORTHERLY RIGHT-OF-WAY OF GILES ROAD, SAID POINT ALSO BEING THE SOUTHEAST CORNER OF SAID LOT 5, MAYFAIR 2ND ADDITION REPLAT ONE; THENCE

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S89°57'34"W ALONG SAID NORTHERLY RIGHT-OF-WAY LINE OF GILES ROAD, SAID LINE ALSO BEING THE SOUTHERLY LINE OF SAID LOT 5, MAYFAIR 2ND ADDITION REPLAT ONE, A DISTANCE OF 225.45 FEET; THENCE S00°02'26"E ALONG SAID NORTHERLY RIGHT-OF-WAY LINE OF GILES ROAD, SAID LINE ALSO BEING SAID SOUTHERLY LINE OF LOT 5, MAYFAIR 2ND ADDITION REPLAT ONE, A DISTANCE OF 10.00 FEET; THENCE S89°57'34"W ALONG SAID NORTHERLY RIGHT-OF-WAY LINE OF GILES ROAD, SAID LINE ALSO BEING SAID SOUTHERLY LINE OF LOT 5, MAYFAIR 2ND ADDITION REPLAT ONE AND THE SOUTHERLY LINE OF SAID LOT 4, MAYFAIR 2ND ADDITION REPLAT ONE, A DISTANCE OF 260.00 FEET; THENCE N00°02'26"W, A DISTANCE OF 80.00 FEET; THENCE S89°57'34"W, A DISTANCE OF 20.00 FEET; THENCE N00°02'26"W, A DISTANCE OF 140.00 FEET TO A POINT ON THE NORTH LINE OF SAID LOT 4, MAYFAIR 2ND ADDITION REPLAT ONE, SAID LINE ALSO BEING THE SOUTHERLY LINE OF LOT 10, SAID MAYFAIR 2ND ADDITION REPLAT ONE; THENCE EASTERLY AND NORTHERLY ALONG THE SOUTHERLY AND EASTERLY LINE OF SAID LOT 10, MAYFAIR 2ND ADDITION REPLAT ONE, SAID LINE ALSO BEING THE NORTHERLY AND WESTERLY LINE OF SAID LOTS 4, 5 AND 6, MAYFAIR 2ND ADDITION REPLAT ONE ON THE FOLLOWING DESCRIBED COURSES; THENCE N89°57'34"E, A DISTANCE OF 136.03 FEET; THENCE NORTHERLY ON A CURVE TO THE LEFT WITH A RADIUS OF 200.00 FEET, A DISTANCE OF 313.72 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS N45°01'20"E, A DISTANCE OF 282.53 FEET; THENCE N00°05'06"E, A DISTANCE OF 191.08 FEET TO THE NORTHWEST CORNER OF SAID LOT 6, MAYFAIR 2ND ADDITION REPLAT ONE, SAID POINT ALSO BEING THE SOUTHWEST CORNER OF SAID LOT 7, SAID MAYFAIR 2ND ADDITION REPLAT ONE; THENCE S89°54'54"E ALONG THE NORTH LINE OF SAID LOT 6, MAYFAIR 2ND ADDITION REPLAT ONE, SAID LINE ALSO BEING THE SOUTH LINE OF SAID LOT 7, MAYFAIR 2ND ADDITION REPLAT ONE, A DISTANCE OF 245.00 FEET TO THE POINT OF BEGINNING.

SAID TRACT OF LAND CONTAINS AN AREA OF 222,139 SQUARE FEET OR 5.100 ACRES, MORE OR LESS.

AND ALSO TOGETHER WITH

PART OF LOT 10, MAYFAIR 2ND ADDITION REPLAT ONE, AND ALSO TOGETHER WITH ALL OF LOTS 1, 2, 3 AND 11, SAID MAYFAIR 2ND ADDITION REPLAT ONE, A SUBDIVISION LOCATED IN THE SE1/4 OF SECTION 16, TOWNSHIP 14 NORTH, RANGE 12 EAST OF THE 6TH P.M., SARPY COUNTY, NEBRASKA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF SAID 1, MAYFAIR 2ND ADDITION REPLAT ONE, SAID POINT ALSO BEING THE POINT OF INTERSECTION OF THE NORTH RIGHT-OF-WAY LINE OF GILES ROAD AND THE EAST RIGHT-OF-WAY LINE OF 99TH STREET; THENCE NORTHERLY ALONG THE WEST LINE OF SAID LOT 1, MAYFAIR 2ND ADDITION REPLAT ONE AND THE WESTERLY LINE OF SAID LOT 11, MAYFAIR 2ND ADDITION REPLAT ONE, SAID LINE ALSO BEING SAID EASTERLY RIGHT-OF-WAY LINE OF 99TH STREET, AND ALSO THE EASTERLY LINE OF LOT 21, MAYFAIR 2ND ADDITION, A SUBDIVISION LOCATED IN SAID SE1/4 OF SECTION 16 ON THE FOLLOWING DESCRIBED COURSES; THENCE N00°02'26"W (ASSUMED BEARING), A DISTANCE OF 281.27 FEET; THENCE NORTHWESTERLY ON A CURVE TO THE LEFT WITH A RADIUS OF 371.32 FEET, A DISTANCE OF 387.58 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS N29°56'35"W, A DISTANCE OF 370.22 FEET; THENCE N30°09'15"E, A DISTANCE OF 155.94 FEET; THENCE N00°01'52"W, A DISTANCE OF 254.36 FEET TO A POINT ON THE SOUTH LINE OF LOT 11, SAID MAYFAIR 2ND ADDITION, SAID POINT ALSO BEING THE NORTHEAST CORNER OF SAID LOT 21, MAYFAIR 2ND ADDITION, SAID POINT ALSO BEING THE NORTHWEST CORNER OF SAID LOT 11, MAYFAIR 2ND ADDITION REPLAT ONE; THENCE EASTERLY AND NORTHERLY ALONG THE NORTHERLY LINE OF SAID LOT 11, MAYFAIR 2ND ADDITION REPLAT ONE AND THE WESTERLY

2002-20216K

LINE OF SAID LOT 10, MAYFAIR 2ND ADDITION REPLAT ONE, SAID LINE ALSO BEING THE SOUTHERLY LINE OF LOTS 11 THRU 1, INCLUSIVE, SAID MAYFAIR 2ND ADDITION ON THE FOLLOWING DESCRIBED COURSES; THENCE N89°58'08"E, A DISTANCE OF 213.33 FEET; THENCE N73°14'49"E, A DISTANCE OF 88.69 FEET; THENCE N74°59'00"E, A DISTANCE OF 43.66 FEET; THENCE N64°03'09"E, A DISTANCE OF 87.33 FEET; THENCE N53°07'18"E, A DISTANCE OF 87.33 FEET; THENCE N42°11'26"E, A DISTANCE OF 87.33 FEET; THENCE N31°15'35"E, A DISTANCE OF 43.66 FEET; THENCE N37°34'11"E, A DISTANCE OF 64.56 FEET; THENCE N44°36'10"E, A DISTANCE OF 112.40 FEET; THENCE S00°00'00"W, A DISTANCE OF 552.99 FEET; THENCE S90°00'00"W ALONG THE WEST LINE OF SAID LOT 10, MAYFAIR 2ND ADDITION REPLAT ONE AND THE EASTERLY EXTENSION THEREOF, SAID LINE ALSO BEING THE EAST LINE OF SAID LOT 11, MAYFAIR 2ND ADDITION REPLAT ONE AND THE EASTERLY EXTENSION THEREOF, A DISTANCE OF 35.18 FEET; THENCE S00°00'00"W ALONG SAID EAST LINE OF LOT 11, MAYFAIR 2ND ADDITION REPLAT ONE, SAID LINE ALSO BEING SAID WEST LINE OF LOT 10, MAYFAIR 2ND ADDITION REPLAT ONE, A DISTANCE OF 578.74 FEET TO A POINT ON THE NORTH LINE OF SAID LOT 3, MAYFAIR 2ND ADDITION REPLAT ONE, SAID POINT ALSO BEING THE SOUTHWEST CORNER OF SAID LOT 10, MAYFAIR 2ND ADDITION REPLAT ONE, SAID POINT ALSO BEING THE SOUTHEAST CORNER OF SAID LOT 11, MAYFAIR 2ND ADDITION REPLAT ONE; THENCE N89°57'34"E ALONG THE SOUTH LINE OF SAID LOT 10, MAYFAIR 2ND ADDITION REPLAT ONE, SAID LINE ALSO BEING THE NORTH LINE OF SAID LOT 3, MAYFAIR 2ND ADDITION REPLAT ONE, A DISTANCE OF 93.00 FEET TO THE NORTHEAST CORNER OF SAID LOT 3, MAYFAIR 2ND ADDITION REPLAT ONE, SAID POINT ALSO BEING THE NORTHWEST CORNER OF LOT 4, SAID MAYFAIR 2ND ADDITION REPLAT ONE; THENCE S00°02'26"E ALONG THE EAST LINE OF SAID LOT 3, MAYFAIR 2ND ADDITION REPLAT ONE, SAID LINE ALSO BEING THE WEST LINE OF SAID LOT 4, MAYFAIR 2ND ADDITION REPLAT ONE, A DISTANCE OF 220.00 FEET TO THE SOUTHEAST CORNER OF SAID LOT 3, MAYFAIR 2ND ADDITION REPLAT ONE, SAID LINE ALSO BEING THE SOUTHWEST CORNER OF SAID LOT 4, MAYFAIR 2ND ADDITION REPLAT ONE, SAID POINT ALSO BEING ON SAID NORTH RIGHT-OF-WAY LINE OF GILES ROAD; THENCE S89°57'34"W ALONG THE SOUTH LINE OF SAID LOTS 3, 2 AND 1, MAYFAIR 2ND ADDITION REPLAT ONE, SAID LINE ALSO BEING SAID NORTH RIGHT-OF-WAY LINE OF GILES ROAD, A DISTANCE OF 639.58 FEET TO THE POINT OF BEGINNING.

SAID TRACT OF LAND CONTAINS AN AREA OF 696,410 SQUARE FEET OR 15.987 ACRES, MORE OR LESS.

SAID ABOVE THREE TRACTS OF LAND CONTAINS A TOTAL AREA OF 1,069,598 SQUARE FEET OR 24.555 ACRES, MORE OR LESS.

#97054.4
8-11-2000

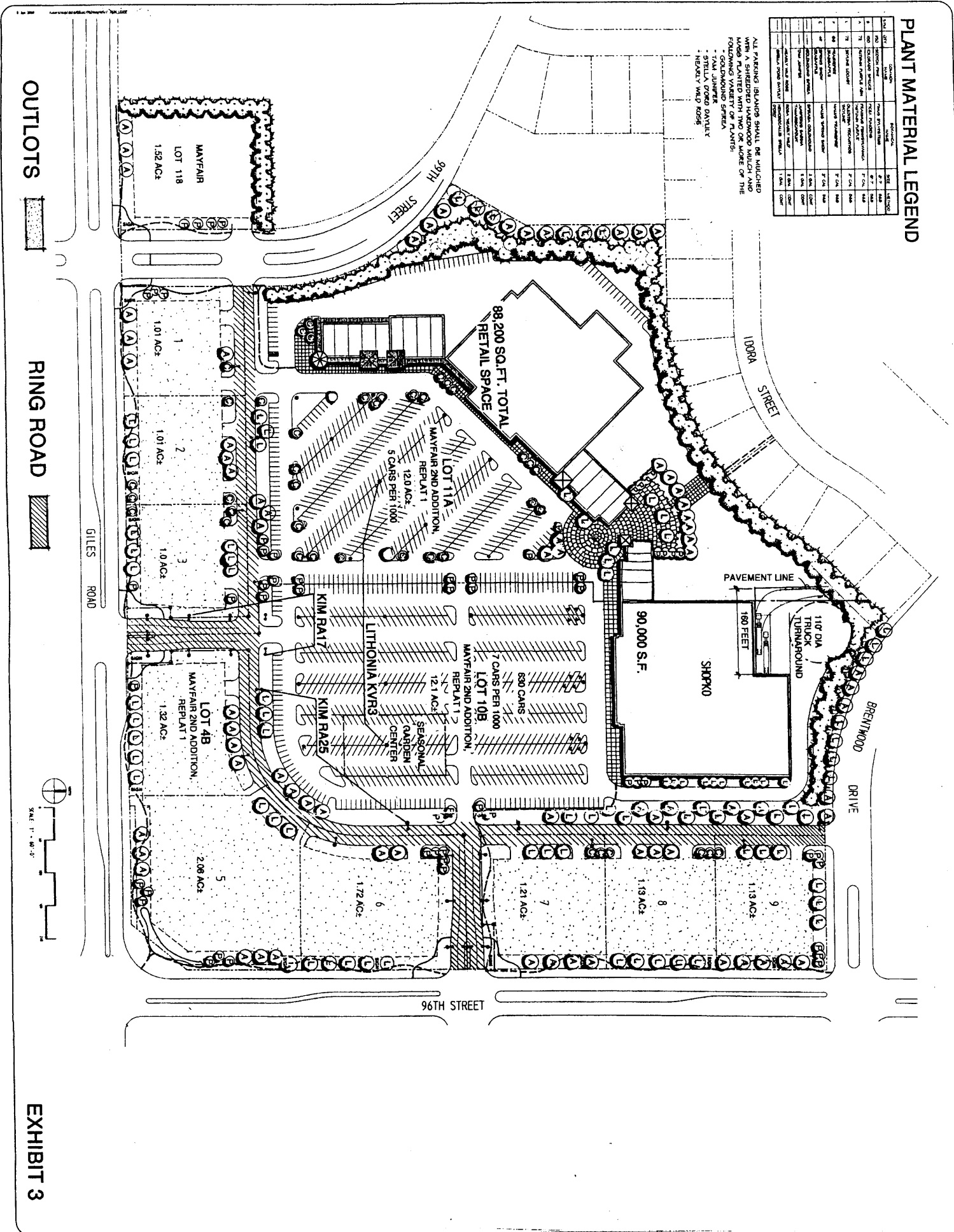
E & A CONSULTING GROUP, INC.
12001 "Q" STREET
OMAHA, NEBRASKA 68137

2002-202162

PLANT MATERIAL LEGEND

NO.	SYMBOL	PLANT MATERIAL	SIZE	PLACEMENT
1	(Symbol)	DOGWOOD	8" DIA.	SPACED
2	(Symbol)	DOGWOOD	8" DIA.	SPACED
3	(Symbol)	DOGWOOD	8" DIA.	SPACED
4	(Symbol)	DOGWOOD	8" DIA.	SPACED
5	(Symbol)	DOGWOOD	8" DIA.	SPACED
6	(Symbol)	DOGWOOD	8" DIA.	SPACED
7	(Symbol)	DOGWOOD	8" DIA.	SPACED
8	(Symbol)	DOGWOOD	8" DIA.	SPACED
9	(Symbol)	DOGWOOD	8" DIA.	SPACED
10	(Symbol)	DOGWOOD	8" DIA.	SPACED
11	(Symbol)	DOGWOOD	8" DIA.	SPACED
12	(Symbol)	DOGWOOD	8" DIA.	SPACED
13	(Symbol)	DOGWOOD	8" DIA.	SPACED
14	(Symbol)	DOGWOOD	8" DIA.	SPACED
15	(Symbol)	DOGWOOD	8" DIA.	SPACED
16	(Symbol)	DOGWOOD	8" DIA.	SPACED
17	(Symbol)	DOGWOOD	8" DIA.	SPACED
18	(Symbol)	DOGWOOD	8" DIA.	SPACED
19	(Symbol)	DOGWOOD	8" DIA.	SPACED
20	(Symbol)	DOGWOOD	8" DIA.	SPACED
21	(Symbol)	DOGWOOD	8" DIA.	SPACED
22	(Symbol)	DOGWOOD	8" DIA.	SPACED
23	(Symbol)	DOGWOOD	8" DIA.	SPACED
24	(Symbol)	DOGWOOD	8" DIA.	SPACED
25	(Symbol)	DOGWOOD	8" DIA.	SPACED
26	(Symbol)	DOGWOOD	8" DIA.	SPACED
27	(Symbol)	DOGWOOD	8" DIA.	SPACED
28	(Symbol)	DOGWOOD	8" DIA.	SPACED
29	(Symbol)	DOGWOOD	8" DIA.	SPACED
30	(Symbol)	DOGWOOD	8" DIA.	SPACED
31	(Symbol)	DOGWOOD	8" DIA.	SPACED
32	(Symbol)	DOGWOOD	8" DIA.	SPACED
33	(Symbol)	DOGWOOD	8" DIA.	SPACED
34	(Symbol)	DOGWOOD	8" DIA.	SPACED
35	(Symbol)	DOGWOOD	8" DIA.	SPACED
36	(Symbol)	DOGWOOD	8" DIA.	SPACED
37	(Symbol)	DOGWOOD	8" DIA.	SPACED
38	(Symbol)	DOGWOOD	8" DIA.	SPACED
39	(Symbol)	DOGWOOD	8" DIA.	SPACED
40	(Symbol)	DOGWOOD	8" DIA.	SPACED
41	(Symbol)	DOGWOOD	8" DIA.	SPACED
42	(Symbol)	DOGWOOD	8" DIA.	SPACED
43	(Symbol)	DOGWOOD	8" DIA.	SPACED
44	(Symbol)	DOGWOOD	8" DIA.	SPACED
45	(Symbol)	DOGWOOD	8" DIA.	SPACED
46	(Symbol)	DOGWOOD	8" DIA.	SPACED
47	(Symbol)	DOGWOOD	8" DIA.	SPACED
48	(Symbol)	DOGWOOD	8" DIA.	SPACED
49	(Symbol)	DOGWOOD	8" DIA.	SPACED
50	(Symbol)	DOGWOOD	8" DIA.	SPACED
51	(Symbol)	DOGWOOD	8" DIA.	SPACED
52	(Symbol)	DOGWOOD	8" DIA.	SPACED
53	(Symbol)	DOGWOOD	8" DIA.	SPACED
54	(Symbol)	DOGWOOD	8" DIA.	SPACED
55	(Symbol)	DOGWOOD	8" DIA.	SPACED
56	(Symbol)	DOGWOOD	8" DIA.	SPACED
57	(Symbol)	DOGWOOD	8" DIA.	SPACED
58	(Symbol)	DOGWOOD	8" DIA.	SPACED
59	(Symbol)	DOGWOOD	8" DIA.	SPACED
60	(Symbol)	DOGWOOD	8" DIA.	SPACED
61	(Symbol)	DOGWOOD	8" DIA.	SPACED
62	(Symbol)	DOGWOOD	8" DIA.	SPACED
63	(Symbol)	DOGWOOD	8" DIA.	SPACED
64	(Symbol)	DOGWOOD	8" DIA.	SPACED
65	(Symbol)	DOGWOOD	8" DIA.	SPACED
66	(Symbol)	DOGWOOD	8" DIA.	SPACED
67	(Symbol)	DOGWOOD	8" DIA.	SPACED
68	(Symbol)	DOGWOOD	8" DIA.	SPACED
69	(Symbol)	DOGWOOD	8" DIA.	SPACED
70	(Symbol)	DOGWOOD	8" DIA.	SPACED
71	(Symbol)	DOGWOOD	8" DIA.	SPACED
72	(Symbol)	DOGWOOD	8" DIA.	SPACED
73	(Symbol)	DOGWOOD	8" DIA.	SPACED
74	(Symbol)	DOGWOOD	8" DIA.	SPACED
75	(Symbol)	DOGWOOD	8" DIA.	SPACED
76	(Symbol)	DOGWOOD	8" DIA.	SPACED
77	(Symbol)	DOGWOOD	8" DIA.	SPACED
78	(Symbol)	DOGWOOD	8" DIA.	SPACED
79	(Symbol)	DOGWOOD	8" DIA.	SPACED
80	(Symbol)	DOGWOOD	8" DIA.	SPACED
81	(Symbol)	DOGWOOD	8" DIA.	SPACED
82	(Symbol)	DOGWOOD	8" DIA.	SPACED
83	(Symbol)	DOGWOOD	8" DIA.	SPACED
84	(Symbol)	DOGWOOD	8" DIA.	SPACED
85	(Symbol)	DOGWOOD	8" DIA.	SPACED
86	(Symbol)	DOGWOOD	8" DIA.	SPACED
87	(Symbol)	DOGWOOD	8" DIA.	SPACED
88	(Symbol)	DOGWOOD	8" DIA.	SPACED
89	(Symbol)	DOGWOOD	8" DIA.	SPACED
90	(Symbol)	DOGWOOD	8" DIA.	SPACED
91	(Symbol)	DOGWOOD	8" DIA.	SPACED
92	(Symbol)	DOGWOOD	8" DIA.	SPACED
93	(Symbol)	DOGWOOD	8" DIA.	SPACED
94	(Symbol)	DOGWOOD	8" DIA.	SPACED
95	(Symbol)	DOGWOOD	8" DIA.	SPACED
96	(Symbol)	DOGWOOD	8" DIA.	SPACED
97	(Symbol)	DOGWOOD	8" DIA.	SPACED
98	(Symbol)	DOGWOOD	8" DIA.	SPACED
99	(Symbol)	DOGWOOD	8" DIA.	SPACED
100	(Symbol)	DOGWOOD	8" DIA.	SPACED

ALL PLANTING ISLANDS SHALL BE MATCHED TO THE PLANTING ISLANDS SHOWN ON THE PREVIOUS SHEET. PLANTING ISLANDS SHALL BE MATCHED TO THE PLANTING ISLANDS SHOWN ON THE PREVIOUS SHEET. PLANTING ISLANDS SHALL BE MATCHED TO THE PLANTING ISLANDS SHOWN ON THE PREVIOUS SHEET.



OUTLOTS

RING ROAD

EXHIBIT 3



1045 North 115th Street Suite 200 Omaha, Nebraska 68154 (402) 496-4448

MAYFAIR COMMONS
96TH STREET AND GILES ROAD
LA VISTA, NEBRASKA

MASTER PLAN DOCUMENTS
AUGUST 10, 2000
REVISED APRIL 2002

