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By

RICHARD M. TAKECHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

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RE: Lots 1 and 2
Hillsborough Replat 11 (Eleven)10112F
FEE 16.50 FB 69-16544
BKP Comp. C/O COMP BW
DEL SCAN FV**DECLARATION**

This is a Declaration dated as of May 14, 1999, between Maple Joint Venture, a Nebraska General Partnership ("MJV") and Maple Joint Venture II, a Nebraska General Partnership ("MJV II").

PRELIMINARY STATEMENT

MJV is the record owner of Lot 2 Hillsborough Replat 11 (Eleven), a subdivision in Douglas County, Nebraska as surveyed, platted and recorded, being a replat of Lot 12, Hillsborough Replat I, a subdivision in Douglas County, Nebraska, as surveyed, platted and recorded ("Lot 12"). MJV II is the record owner of Lot 1 of Hillsborough Replat 11 (Eleven), a subdivision in Douglas County, Nebraska, as surveyed, platted and recorded, being a replat of Lot 12. Both of the parcels legally described in this paragraph will be referred to in this Declaration by their respective lot numbers.

MJV and MJV II desire to establish a certain restriction upon Lots 1 and 2. For the purpose of evidencing their intent, MJV and MJV II have joined in the execution of this Declaration.

TERMS AND CONDITIONS

In consideration of the foregoing Preliminary Statement, which by this reference is repeated and incorporated in this portion of this Declaration in its entirety, and other consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties to this Declaration hereby establish, with respect to the parcel owned by each, the following restriction:

1. **Restriction.** Until the expiration or sooner termination of that certain lease agreement dated as of May 17, 1999 (the "Lease") between Maple Joint Venture IV LLC, a Nebraska Limited Liability Company, as Landlord, and Office Depot, Inc., a Delaware Corporation, as Tenant covering certain leased premises of approximately 27,000 square feet (the "Premises") within Lot 1128 Hillsborough, a subdivision in Douglas County, Nebraska, MJV with respect to Lot 2 and MJV II with respect to Lot 1

RETURN:

MR. SAL CARTA

THE LERNER COMPANY

10855 WEST DODGE ROAD

OMAHA, NE 68154

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respectively declare that as long as Office Depot, Inc. and its successors, assigns, and sublessees has not ceased to operate an office supply store similar in size and operation to Office Depot, Office Max and Staples in the entire Premises for a continuous period of six (6) months (excepting any periods during which remodeling or restoration work is being conducted with due diligence), MJV with respect to Lot 2 only and MJV II with respect to Lot 1 only shall not hereafter lease or convey or permit to be used (but only if MJV with respect to Lot 2 and MJV II with respect to Lot 1 has the right to consent to or prohibit such use) any space in any portion of Lot 2 in the case of MJV or Lot 1 in the case of MJV II to or by any other party for use as an office supply store similar in size and operation to Office Depot, Office Max and Staples. The forgoing restriction shall be subject to the rights of tenants and their respective successors, assigns, licenses and sublessees under existing leases and (i) any renewals of such leases and new leases with such tenants and their respective successors, assigns, licenses, and sublessees, and (ii) any expansions of or additions to the premises covered by such leases.

2. No Partnership. Nothing contained in this Declaration and no action by MJV or MJV II will be deemed or construed by any Party to this Declaration or by any third person to create the relationship of principal and agent, or a partnership, or a joint venture, or any association between MJV and MJV II.

3. Governing Law. This Declaration will be construed in accordance with the laws of the State of Nebraska.

4. Captions. The captions of the paragraphs of this Declaration are for convenience only and are not intended to affect the interpretation or construction of the provisions herein contained.

5. Binding Effect. The provisions of this Declaration will be binding on MJV and MJV II and their respective successors, assigns, heirs and personal representatives.

Dated as of May 14, 1999.

MAPLE JOINT VENTURE II, a
Nebraska General Partnership

By: Venture-50, Inc., a
Nebraska Corporation

Partner

By:


Jeffrey M. Keating
Vice President

By: Lerner Maple Partnership, a
Nebraska General Partnership

Partner

By:

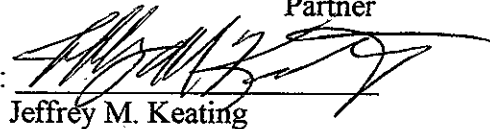

Jay R. Lerner, Partner

MAPLE JOINT VENTURE, a
Nebraska General Partnership

By: Venture-50, Inc., a
Nebraska Corporation

Partner

By:


Jeffrey M. Keating
Vice President

By: Lerner Maple Partnership, a
Nebraska General Partnership

Partner

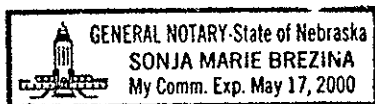
By:


Jay R. Lerner, Partner

ACKNOWLEDGMENTS

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

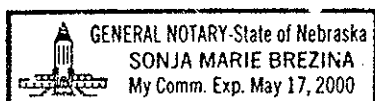
The foregoing instrument was acknowledged before me this 14 day of May, 1999 by Jeffrey M. Keating, Vice President of Venture-50, Inc., a Nebraska Corporation, Partner of Maple Joint Venture II, a Nebraska General Partnership, on behalf of such Partnership.



Sonja Marie Brezina
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

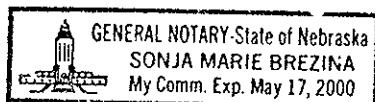
The foregoing instrument was acknowledged before me this 14th day of May, 1999 by Jay R. Lerner, Partner of Lerner Maple Partnership, a Nebraska General Partnership, Partner of Maple Joint Venture II, a Nebraska General Partnership, on behalf of such Partnership.



Sonja Marie Brezina
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

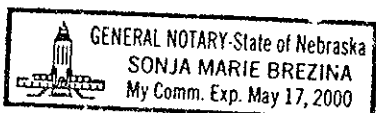
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Sonja Marie Brezina
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STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

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Sonja Marie Brezina
Notary Public