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RESTRICTIVE COVENANT

Boetel Properfies, Inc. A Nebraska corporation,  
("Grantor"), being the owner of the following described Real  
Property, herein called the "Restricted Tract", to-wit:

Lot 10, Georgetown Replat, Douglas County, as  
shown as Exhibit B attached hereto and made a  
part hereof

hereby covenants and agrees with Champlin Petroleum  
Company ("Champlin") that no portion of the Restricted  
Tract shall be used for the purpose of operating a gasoline  
service station or for the purpose of selling, delivering,  
distributing, storing, or otherwise dealing in gasoline,  
diesel fuel, or any other fuel for use in internal combustion  
engines for use in connection with automobiles, trucks,  
tractors, or other motor vehicles.


This Restrictive Covenant shall constitute a covenant  
to run with the Restricted Tract and shall be binding upon  
all persons hereinbefore or hereinafter claiming any right,  
title or interest under or through the Grantor and such  
restriction inures to and is for the exclusive benefit of  
Champlin and any person claiming any right, title or  
interest in or to the tract described in Exhibit A attached  
hereto and made a part hereof ("Tract") by, through or under  
Champlin ("Owner") and may be released at any time by the  
consent in writing of the Owner.

In the event of any violation of this Restrictive  
Covenant, the Owner of the Tract shall have the right to  
prevent or stop the violation of this Restrictive  
Covenant by injunction or other lawful procedure. Grantor

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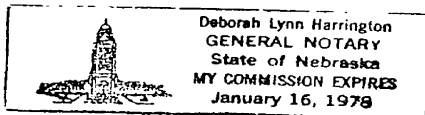
further agrees to execute such documents as may be necessary  
for the public records in Douglas County, Nebraska, to  
reflect the existence of this Restrictive Covenant.

Boetel Properties, Inc.  
a Nebraska Corporation,

By 

STATE OF NEBRASKA    )  
                                  )   SS  
COUNTY OF DOUGLAS    )

On this 19 day of September, 1975, before me,  
the undersigned, a Notary Public in and for said County  
personally came G. Charles Boetel,  
President of Boetel Properties, Inc. a Nebraska  
corporation, personally known to me to be such  
officer and the identical person whose name is affixed to  
the above instrument, and acknowledge the execution thereof  
to be his voluntary act and deed as such officer and the  
voluntary act and deed of said banking corporation and that  
its seal was thereto affixed by its authority.



Deborah Lynn Harrington  
Notary Public

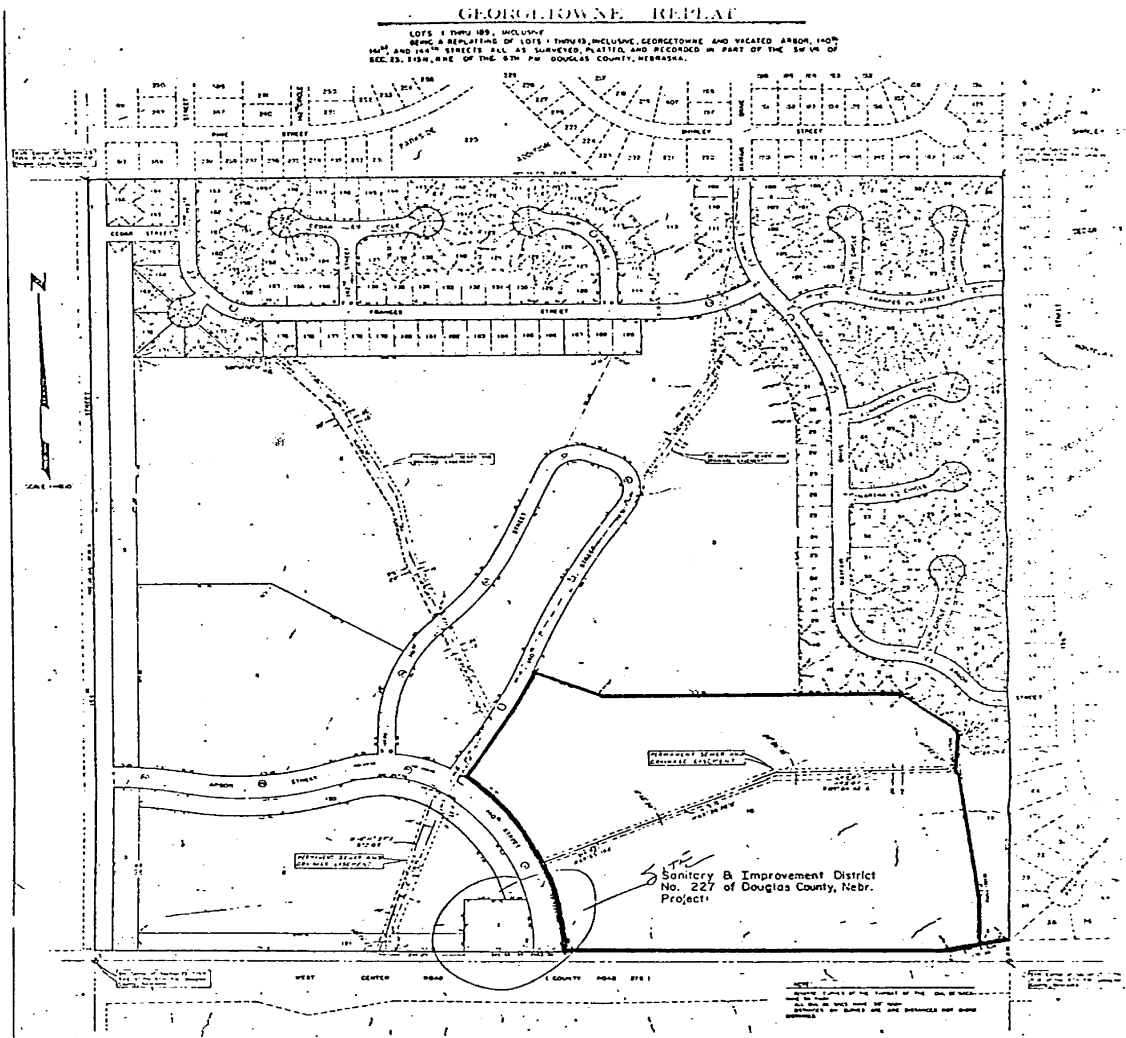
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EXHIBIT ALegal Description

Lot 1, Georgetowne Replat as Surveyed, platted and recorded in Douglas County, Nebraska, more particularly described as follows: Beginning at the Southeast Corner of said Lot 1, Georgetowne Replat, said point being 33.0 feet North of the South line of Section 25, T 15 N, R 11 E of the 6th P. M. and 40.0 feet West of the center line of 140th Street; thence West along the line parallel with and 33.0 feet North of said South line of Section 25 for 200.0 feet; thence North for 175.0 feet; thence East parallel with and 208.0 feet North of said South line of Section 25 for 180.76 feet to a curved West line of 140th Street; thence Southerly on the West line of 140th Street along a curve to the right (having a radius of 633.81 feet and long chord bearing S 7° 04' 33" E for 156.19 feet) an arc distance of 156.59 feet to the point of tangency; thence South for 20.0 feet to the point of beginning (containing 0.58 acres more or less).

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## EXHIBIT B



12 ENTERED IN NUMERICAL INDEX AND RECORDED IN THE REGISTER OF DEEDS OFFICE IN DOUGLAS COUNTY, NEBRASKA  
 19 DAY OF Sept 25 AT 1:58 P.M. C. HAROLD OSTLER, REGISTER OF DEEDS 1225