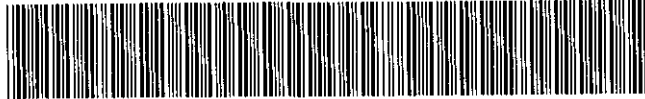


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Filed: AS RECEIVED

Received - RICHARD TAKECHI
Register of Deeds, Douglas County, NE
9/3/2004 14:20:22.66



RESTRICTIVE USE AGREEMENT

THIS RESTRICTIVE USE AGREEMENT dated September 2, 2004 is between M.J.A., L.L.C., a Nebraska limited liability company ("MJA"), and GREAT WESTERN BANK, a Nebraska banking corporation ("Bank").

PRELIMINARY STATEMENT

On January 12, 2004, MJA and Bank entered into a Purchase Agreement ("Purchase Agreement") for the purchase and sale of the property legally described on Exhibit "A" attached hereto and incorporated herein by this reference ("Lot 3 Replat 2"). As a mutual condition precedent to the obligation to close, MJA and Bank agreed to enter into a restrictive use agreement by which MJA would restrict the use of the properties it owns legally described on Exhibit "B" attached hereto and incorporated herein by this reference (collectively the "Whispering Ridge Property"). For the purpose of satisfying the mutual condition precedent specified in the Purchase Agreement and evidencing the understanding between MJA and Bank, MJA and Bank have entered into this Agreement.

TERMS AND CONDITIONS

In consideration of the foregoing Preliminary Statement which is repeated in its entirety and incorporated herein by this section of this Restrictive Use Agreement, and in consideration of the sale and purchase of Lot 3 Replat 2, MJA and Bank agree as follows:

1. Use Restriction. MJA agrees that Bank's branch banking facility on Lot 3 Replat 2 shall be the exclusive financial institution, drive-thru banking facility and/or financial services company (including freestanding ATM machines) (the "Bank Use Restriction") located in or on the retail development pad sites, outlots, in-line shops or any land contained in, or described as, the Whispering Ridge Property legally described on Exhibit "B". It is expressly acknowledged and agreed by the parties that the Bank Use Restriction herein shall not apply to: (i) Lot 297, Whispering Ridge; (ii) Lot 304 and Outlot "D", Whispering Ridge; (iii) Lots 305, 306, 307, 308, Outlot "B" and Outlot "C", Whispering Ridge; and (iv) Lots 191 through 296, inclusive, Whispering Ridge.

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2. Binding Effect. This Restrictive Use Agreement shall be binding upon and inure to the benefit of MJA and Bank and their respective successors and assigns, and shall be deemed and construed as a covenant running against the land. The terms of this Restrictive Use Agreement may not be amended, waived or terminated orally, but only by an instrument in writing signed by both MJA and Bank or their respective successors and assigns. This Agreement shall be construed in accordance with the laws of the State of Nebraska.

M.J.A., L.L.C., a Nebraska limited liability company

By: *Gerald L. Torczon*
Gerald L. Torczon, Manager

GREAT WESTERN BANK, a Nebraska banking corporation

By: *[Signature]*
Name: DAVID HENRICKSEN
Title: EXEC. VP

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 1 day of September, 2004, by GERALD L. TORCZON, Manager of M.J.A., L.L.C., a Nebraska limited liability company, on behalf of the limited liability company.


Doris J. Nicholson
Notary Public



** FILED: AS IS

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 2 day of September, 2004 by David Henrikksen, Executive V.P. of GREAT WESTERN BANK, a Nebraska banking corporation, on behalf of the corporation.

 GENERAL NOTARY - State of Nebraska
DEBRA J. SAXTON
My Comm. Exp. Jan. 30, 2008

Debra J. Saxton
Notary Public

EXHIBIT "A"

Lot 3, Whispering Ridge Replat Two, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska.

OC-43918

EXHIBIT "B"

Lots 301 through 303, inclusive, and Lot 309, Whispering Ridge, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska; Lot 3, Whispering Ridge Replat Two; and Lots 1 and 2, Whispering Ridge Replat Three, being a replat of Lots 1 and 2, Whispering Ridge Replat Two; subdivisions, as surveyed, platted and recorded in Douglas County, Nebraska.

OC-43909

OC-43918

OC-43919