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LANCASTER COUNTY, NE

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DECLARATION OF USE RESTRICTION

This Declaration of Use Restriction ("Declaration") is made and entered into as of the ___ day of _____, 2005, by RIDGE DEVELOPMENT COMPANY, a Nebraska corporation, SOUTHVIEW, INC., a Nebraska corporation, J & D LEASING, INC., a Nebraska corporation, THOMAS E. WHITE, a married person, and JOHN C. BRAGER, a married person (collectively "Declarant").

WHEREAS, Declarant is the owner of Lots 1, 3, 4, 5, 6 and 7, Pine Lake Heights South 9th Addition, and Lots 1 and 2, Pine Lake Heights South 12th Addition, all located in Lincoln, Lancaster County, Nebraska (the "Commercial Center"); and

WHEREAS, Ridge Development Company and Southview, Inc. (collectively "Sellers") and Michael Brown ("Brown") have entered into a Purchase Agreement dated November 3, 2004 ("Purchase Agreement"), pursuant to which Sellers have agreed to sell, and Brown has agreed to purchase Lot 1, Pine Lake Heights South 12th Addition, Lincoln, Lancaster County, Nebraska (the "Brown Property"); and

WHEREAS, pursuant to the terms of the Purchase Agreement, Declarant has agreed to grant certain a permanent restriction with respect to the use of the Commercial Center, as a covenant running with the land; and

NOW, THEREFORE, for and in consideration of the recitals set forth above and the mutual representations, warranties and covenants set forth below, and other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, and intending to be legally bound, Declarant agrees as follows:

1. Restriction on Use. No portion of the Commercial Center, other than the Brown Property, shall be used for the operation of a veterinary clinic.
2. Covenant to Run With the Land. It is intended that the restriction set forth herein shall run with the land and create an equitable servitude in favor of the Brown Property, shall bind every person having any fee, leasehold or other interest therein, and shall inure to the benefit of the respective parties and their successors, assigns, heirs and personal representatives.

WTC-UTC/ed.


3. Governing Law. This Declaration is declared to have been made under the laws of the State of Nebraska.

4. Amendment. The provisions of this Declaration may be modified or amended, in whole or in part, or terminated, only by the written consent of the owner of the Brown Property, evidenced by a document that has been fully executed and acknowledged by such party and recorded in the office of the Register of Deeds of Lancaster County, Nebraska.


5. Remedies and Enforcement. In the event of a breach or threatened breach by the owner of any portion the Commercial Center, or such owner's tenants or their employees, agents, contractors, customers, invitees, or licensees, of any of the terms, covenants, restrictions or conditions hereof, the other party shall be entitled forthwith to full and adequate relief by injunction and/or all such other available legal and equitable remedies from the consequences of such breach, including payment of any amounts due and/or specific performance.

IN WITNESS WHEREOF, the undersigned have executed this Declaration on the day and year first above written.

**RIDGE DEVELOPMENT COMPANY, a
Nebraska corporation**


By: 

Thomas E. White
President of Development

By: 

John C. Brager
President of Construction

**SOUTHVIEW, INC., a Nebraska
corporation**

By: 

John F. Schleich, Vice President

Lots 1, 3, and 4, Pine Lake Heights South 9th
Addition, and Lots 1 and 2, Pine Lake Heights
South 12th Addition, Lincoln, Lancaster County,
Nebraska

J&D LEASING, INC., a Nebraska corporation

By: [Signature]
Title: President

Lots 6 and 7, Pine Lake Heights South 9th Addition, Lincoln, Lancaster County, Nebraska

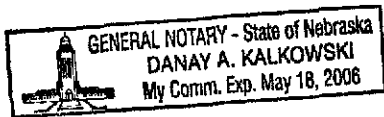
[Signature]
Thomas E. White, a married person

[Signature]
John C. Brager, a married person

Lot 5, Pine Lake Heights South 9th Addition, Lincoln, Lancaster County, Nebraska

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

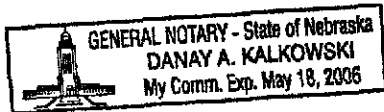
The foregoing instrument was acknowledged before me this 8 day of March, 2005 by Thomas E. White, as President of Development of **RIDGE DEVELOPMENT COMPANY**, a Nebraska corporation, on behalf of the corporation.



[Signature]
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

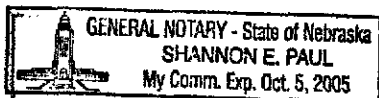
The foregoing instrument was acknowledged before me this 8 day of March, 2005 by John C. Brager, as President of Construction of **RIDGE DEVELOPMENT COMPANY**, a Nebraska corporation, on behalf of the corporation.



[Signature]
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

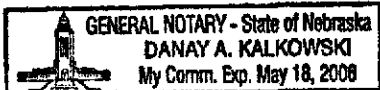
The foregoing instrument was acknowledged before me this 9 day of March, 2005 by John F. Schleich, as Vice President of SOUTHVIEW, INC., a Nebraska corporation, on behalf of the corporation.



Shannon E. Paul
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

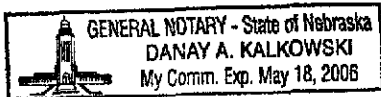
The foregoing instrument was acknowledged before me this 8 day of March, 2005 by James L. Williamson as President of J&D LEASING, INC., a Nebraska corporation, on behalf of the corporation.



Danay A. Kalkowski
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

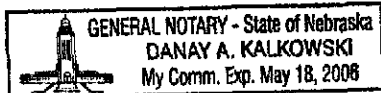
The foregoing instrument was acknowledged before me this 8 day of March, 2005 by Thomas E. White, a married person.



Danay A. Kalkowski
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me this 8 day of March, 2005 by John C. Brager, a married person.



Danay A. Kalkowski
Notary Public