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Dan Jolte
REGISTER OF DEEDS
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LANCASTER COUNTY, NE

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PROTECTIVE COVENANT

This Protective Covenant is made and entered into as of this 19th day of October, 2001, by Ridge Development Company, a Nebraska corporation ("Ridge").

WHEREAS, Ridge is the owner of Lots 3 through 10, Block 1, all located in King Ridge Addition, Lincoln, Lancaster County, Nebraska ("Ridge Property"); and

WHEREAS, RT Omaha Franchise, LLC, a Delaware limited liability company, is the owner of Lot 2, Block 1, King Ridge Addition, Lincoln, Lancaster County, Nebraska ("Lot 2"); and

WHEREAS, in order to induce RT Omaha Franchise, LLC to purchase Lot 2 from Ridge, Ridge agreed to place restrictions on the use of the Ridge Property.

NOW THEREFORE, in consideration of the above, Ridge does hereby declare that the Ridge Property shall be held, transferred, sold, conveyed, and owned subject to the following covenant, which shall run with the Ridge Property and benefit Lot 2:

1. Prohibited Uses. No portion of the Ridge Property shall be used, leased or permitted to be used for the purpose of a casual sit down restaurant with alcoholic beverages such as, for illustrative purposes, Applebee's, TGI Friday's, Chili's, Houlihan's, Houston's, McGregor's, O'Charley's, Grady's, Spat's, Lone Star Steakhouse and Saloon, Longhorn Steakhouse and Outback Steakhouse. This restriction shall not prevent the operation of an ethnic restaurant, including, but not limited to, Mexican, Chinese or Italian cuisine on the Ridge Property, nor the operation of any bar (greater than 50 percent of sales or revenue are derived from the sale of alcoholic beverages) or fast food restaurant on the Ridge Property.

2. Amendment. This Protective Covenant may not be amended, modified or terminated without the written consent of the then owners of Lot 2 and the Ridge Property.

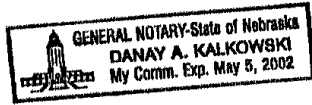
RIDGE DEVELOPMENT COMPANY, a Nebraska corporation

By: Thomas E. White
Thomas E. White
President of Development

By: John C. Brager
John C. Brager
President of Construction

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

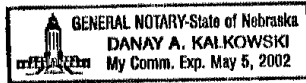
The foregoing was acknowledged before me this 18th day of October, 2001, by Thomas E. White, President of Development of **Ridge Development Company**, a Nebraska corporation, on behalf of the corporation.



Danay A. Kalkowski
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing was acknowledged before me this 18th day of October, 2001, by John C. Brager, President of Construction of **Ridge Development Company**, a Nebraska corporation, on behalf of the corporation.



Danay A. Kalkowski
Notary Public