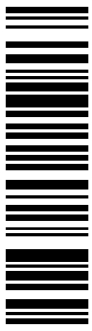


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gritball Clark

REG OF DEEDS
ELECTRONICALLY RECORDED
RECORDING FEE \$34.00



201302676

Declaration of Restrictive Covenant

WHEREAS, under the Purchase Agreement dated March 5, 2013 (the "**Agreement**"), ALLEN 281 LLC, a Nebraska limited liability company ("**Seller**") agreed to sell to CFT DEVELOPMENTS, LLC, a California limited liability company ("**Buyer**"), real property (the "**Property**") located in Eagle Run Shopping Center Shopping Center (the "**Shopping Center**") as legally described in Exhibit A and;

NOW THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Seller covenants and agrees as follows:

1. So long as the Property is being used as a Panda Express, the real property within the Restricted Area shall not be used as a casual dining, buffet or fast food restaurant which is primarily engaged in and whose primary food offering identification is the sale of Asian Food (the "**Restrictive Covenant**"). For purposes of this Restrictive Covenant, the term "restaurant whose primary food offering identification" is defined as a restaurant whose sale of Asian Food constitutes more than fifteen percent (15%) of its gross sales. The term "**Asian Food**" means Chinese, Japanese (including sushi), Vietnamese, Thai, Mongolian, and Korean prepared foods, and prepared food generally recognized as Chinese food. Notwithstanding anything to the contrary in this Agreement, the Seller and its successors and assigns shall have the right to sell or lease any property within the "Restricted Area" for use as a "sit down" restaurant whose primary food offering is Sushi and Japanese food items commonly characterized as Sushi such as sashimi, rolls, and the like. For purposes of this Declaration of Restrictive Covenant, "sit down" shall mean a restaurant with waitstaff. The term "**Restricted Area**" is defined as the real property described on Exhibit A and depicted on Exhibit A-1.

2. These restrictions are for the benefit of Buyer and run with the Property and are for the benefit of and binding upon all successive owners and occupants of the Property.

3. This instrument shall be recorded in the county in which the Property is located. Exhibits A and A-1 are attached hereto and incorporated herein by this reference.

4. Failure to comply with any of the foregoing restrictions shall be grounds for relief which may include, without limitation, an action to recover damages, injunctive relief or any combination thereof.

After recording, return to:
John Q. Bachman
PANSING HOGAN ERNST & BACHMAN LLP
10250 Regency Circle, Suite 300
Omaha, NE 68114

EXHIBIT A

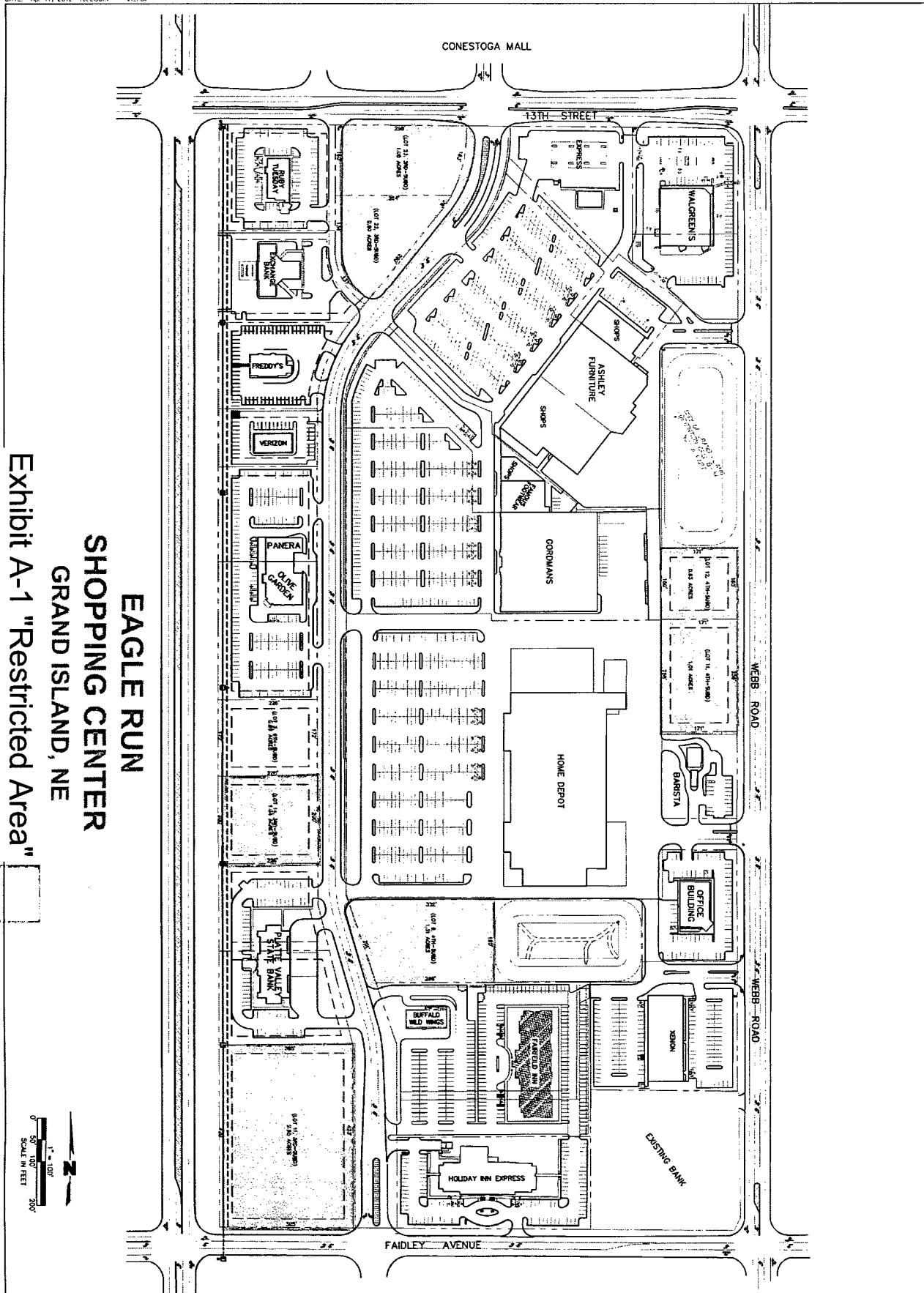
Legal Description of the Restricted Area

LOTS 11, 14, 22 AND 23, MEADOWLARK WEST THIRD SUBDIVISION AND LOTS 9, 11 AND
12, MEADOWLARK WEST FOURTH SUBDIVISION

EXHIBIT A-1

Depiction of Restricted Area

See the attached.



**EAGLE RUN
 SHOPPING CENTER
 GRAND ISLAND, NE**
 Exhibit A-1 "Restricted Area"

SHEET 1 of 2	UPDATED SITE PLAN EAGLE RUN SHOPPING CENTER GRAND ISLAND, NEBRASKA	2012	REVISIONS								
	<table border="1"> <thead> <tr> <th>REV. NO.</th> <th>DATE</th> <th>REVISIONS DESCRIPTION</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>			REV. NO.	DATE	REVISIONS DESCRIPTION					
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COLLISON ASSOCIATES

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