

THIS DECLARATION, made on the date hereinafter set forth by WILLIAM D. STOCK and JANETTE A. STOCK, husband and wife, Omaha, Nebraska (hereinafter referred to collectively as the "Declarants"),

W I T N E S S E T H :

WHEREAS, The Declarants own the following described real property attached hereto as Exhibit "A" and incorporated herein by reference (herein referred to as the "Restricted Use Property"),

WHEREAS, the Declarants also own the following described real property which it has leased to the Burger King Corporation:

A part of Lots 7 and 8, Block 12, Happy Hollow View, a subdivision located in the SW 1/4 of Section 29, Township 15 North, Range 12 East of the 6th P.M., Douglas County, Nebraska, more particularly described as follows:

Commencing at the point of intersection of the North right-of-way line of West Center Road and the East line of the Lot 9, Block 12, Happy Hollow View; thence S89°50'10"W (assumed bearing), along said North right-of-way line of West Center Road, a distance of 125.02 feet to the Point of Beginning; thence continuing S89° 50'10"W, along said North right-of-way line of West Center Road, a distance of 20.60 feet; thence N89°17'38" W, along said North right-of-way line of West Center Road, a distance of 134.41 feet; thence N00°44'29"E, a distance of 217.40 feet; thence S89°15'31"E, a distance of 154.99 feet; thence S00°44'06"W, a distance of 216.99 feet to the Point of Beginning, (herein referred to as the "Burger King Property"),

WHEREAS, there is a provision in the Ground Lease between the Declarants and the Burger King Corporation which restricts certain restaurant operations within 1,500 feet of the Burger King Property during the term of the Ground Lease between

the Declarants and the Burger King Corporation, or any extensions thereof,

WHEREAS, the Declarants ground rent from the Burger King Corporation is based on a certain percentage of the gross income of the Burger King Corporation from the restaurant on the Burger King Property,

WHEREAS, accordingly, the Declarants desire to restrict the use of the Restricted Use Property attached hereto as Exhibit "A" with a restrictive covenant which shall run with the land,

NOW, THEREFORE, the Declarants hereby declare that the Restricted Use Property described in Exhibit "A" attached hereto and incorporated herein by reference shall be subject to the following covenant and that said covenants shall be binding upon all parties having or acquiring any right, title or interest in the Restricted Use Property described in Exhibit "A" attached hereto and incorporated herein by reference, including any person who acquires any rights to said Restricted Use Property as a Lessee in a Ground Lease or otherwise.

1. The Restricted Use Property, or any part thereof, shall not be used to conduct a food service business.

2. This Restrictive Covenant shall continue in full force and effect while the Ground Lease between the Burger King Corporation and the Declarants is in effect.

IN WITNESS WHEREOF, the Declarants have caused these presents to be executed this 30 day of September, 1985.

DECLARANTS

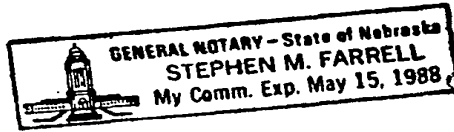
William D Stock
William D. Stock

Janette A. Stock
Janette A. Stock

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

On this 30th day of September 1985, before me the undersigned, a Notary Public in and for said County and State, personally came William D. Stock and Janette A. Stock known to me to be the Declarants and acknowledged that they executed the same as their voluntary act and deed.

Witness my hand and official seal the day and year last above written.



Stephen M. Farrell

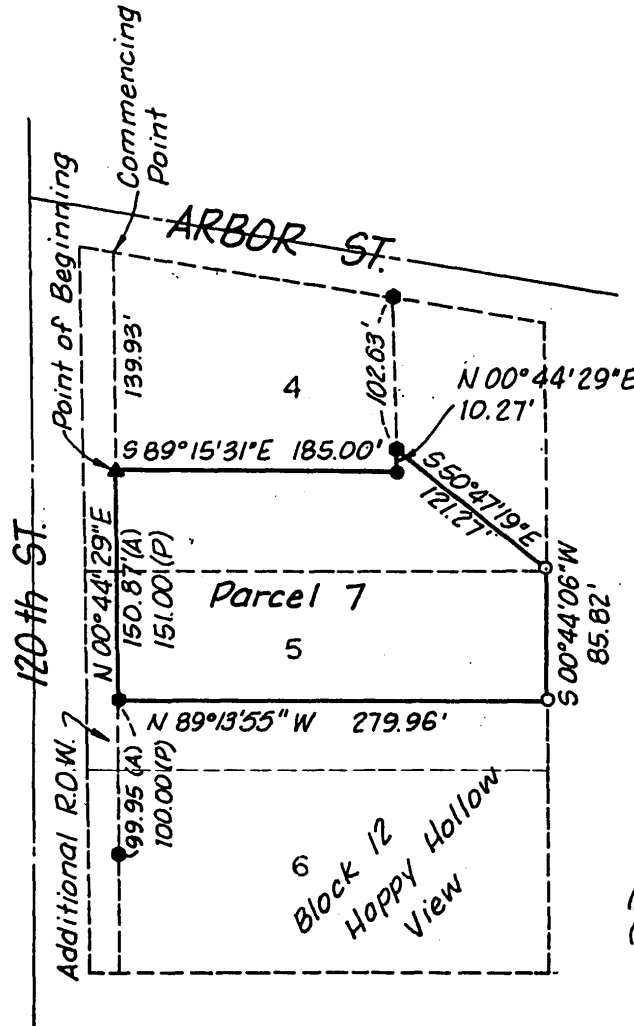
Notary Public

To The Office of
County Surveyor and Engineer
Douglas County

LAND SURVEYOR'S CERTIFICATE

I hereby certify that this plat, map, survey or report was made by me or under my direct personal supervision and that I am a duly Registered Land Surveyor under the laws of the State of Nebraska.

Legal Description *See Attached Sheet*



Scale: 1"=100'

LEGEND

- Pin Found, 5/8" Rebar
- Conc. Nail Found
- ▲ Chiseled "X", Drill Hole
- Pins Set, 5/8" Rebar
- (A) Actual Distance
- (P) Platted Distance

ELLIOTT & ASSOCIATES
5316 SO. 132nd ST.
OMAHA, NE 68137

Robert Clark

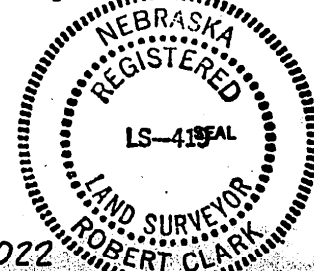
Signature of Land Surveyor

DATE RECEIVED: _____

Date: 8-14-85 Reg. No. 417
Revised 8-15-85

OFFICIAL ADDRESS: _____

BLDG. PERMIT NO. _____



#77022

LEGAL DESCRIPTION

PARCEL 7

Part of Lot 4 and part of Lot 5, Block 12, Happy Hollow View, a subdivision located in the Southwest 1/4 of Section 29, Township 15 North, Range 12 East of the 6th P.M., Douglas County, Nebraska, more particularly described as follows:

Commencing at the point of intersection of the South right-of-way line of Arbor Street and the East right-of-way line of 120th Street; thence S00°44'29"W (assumed bearing), along said East right-of-way line of 120th Street, a distance of 139.93 feet to the Point of Beginning; thence S89°15'31"E, a distance of 185.00 feet; thence N00°44'29"E, a distance of 10.27 feet; thence S50°47'19"E, a distance of 121.27 feet to the North-east corner of said Lot 5, Block 12 Happy Hollow View; thence S00°44'06"W, along the East line of said Lot 5, Block 12, Happy Hollow View, a distance of 85.82 feet; thence N89°13'55"W, a distance of 279.96 feet to a point on said East right-of-way line of 120th Street; thence N00°44'29"E, along said East right-of-way line of 120th Street, a distance of 150.87 feet to the Point of Beginning.

Said tract of land contains an area of 0.910 acres, more or less.

8-14-85
Revised 8-15-85
77022

733 D:1 00 N 71-150 KP
PG 412 Indx IN 1 X 71-113 Fee 26.00
OF Misc A Comp 1X Comp 1A MC BC

1985 OCT -2 AM 11:40
RECEIVED
GEORGE J. BOJANOWICZ
REGISTER OF DEEDS
DOUGLAS COUNTY, NEBR.

6252 M150
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