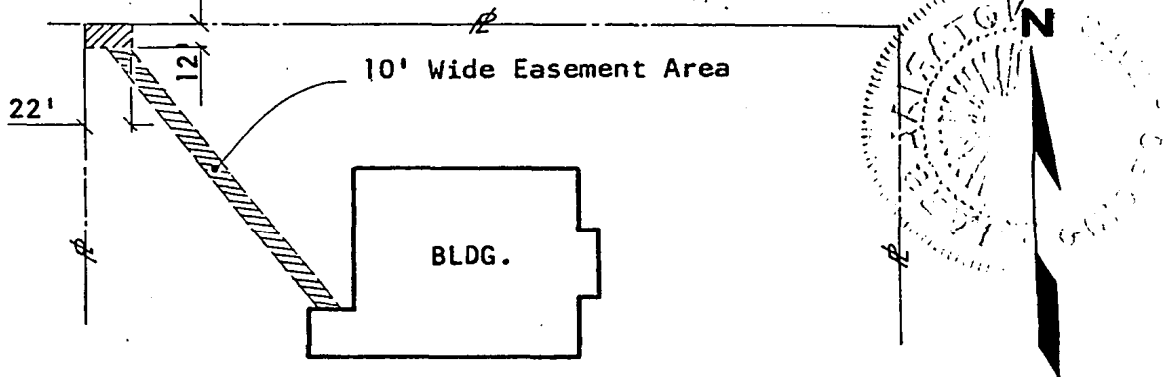


RIGHT-OF-WAY EASEMENT

I, Sunbelt 1983-A Smorgasbord Restaurants, Ltd. Owner(s)
of the real estate described as follows, and hereafter referred to as "Grantor",

Lot One (1), Empire Park, Replat II, an addition to Douglas County, as surveyed, platted and recorded.

in consideration of the sum of One Dollar (\$1.00) and other valuable consideration, receipt of which is hereby acknowledged, do hereby grant to the OMAHA PUBLIC POWER DISTRICT, a public corporation, its successors and assigns, referred to as "Grantee", a permanent right of way easement to install, operate, maintain, repair, replace, and renew its electric facilities over, upon, above, along, under, in and across the following described real estate, to wit:



CONDITIONS:

- (a) Where Grantee's facilities are constructed Grantees shall have the right to operate, maintain, repair, replace and renew said facilities consisting of poles, wires, cables, fixtures, guys and anchors and other instrumentalities within a strip of land as indicated above, together with the right to trim or remove any trees along said line so as to provide a minimum clearance from the overhead facilities of at least Twelve feet (12').
- (b) The Grantees shall have the right of ingress and egress across the Grantor's property for any purpose hereinbefore granted. Such ingress and egress shall be exercised in a reasonable manner.
- (c) Where Grantee's facilities have been installed, no trees, permanent buildings or other structures shall be placed in or encroach the easement and no change of grade elevation or any excavations shall be made therein without prior written approval of the Grantees, but the same may be used for landscaping or other purposes that do not then or later interfere with the granted easement uses.
- (d) Where Grantee's facilities are placed adjacent to Grantor's property line, Grantor hereby grants the owner of said adjacent property, or his agent, reasonable access to Grantee's facilities.
- (e) It is further agreed that Grantor has lawful possession of said real estate, good, right and lawful authority to make such conveyance and that his/her its/their heirs, executors, administrators, successors and assigns shall warrant and defend the same and will indemnify and hold harmless the District forever against the claims of all persons whomsoever in any way asserting any right, title or interest prior to or contrary to this conveyance.

IN WITNESS WHEREOF, the parties hereto have signed their names and caused the execution of this instrument this 31 day of January, 1984.

Gerald L. Smith

By: Gerald L. Smith
General Partner

STATE OF OHIO
COUNTY OF WARREN

STATE OF
COUNTY OF

On this 31 day of January, 1984,
before me the undersigned, a Notary Public in and
for said County, personally came
Gerald L. Smith, General Partner
President of Sunbelt 1983-A Smorgasbord
Restaurants, Ltd.
personally to me known to be the identical person(s)
who signed the foregoing instrument as grantor(s)
and who acknowledged the execution thereof to be
voluntary act and deed for
the purpose therein expressed.

On this ___ day of ___, 19___,
before me the undersigned, a Notary Public in and
for said County and State, personally appeared

personally to me known to be the identical person(s)
and who acknowledged the execution thereof to be
voluntary act and deed for
the purpose therein expressed.

Witness my hand and Notarial Seal at Lebanon
in said County the day and year
last above written.

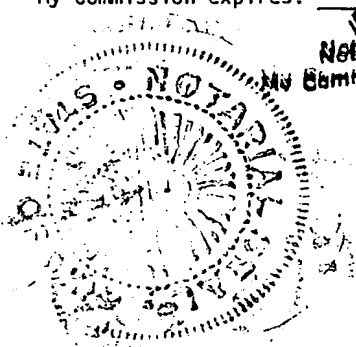
Witness my hand and Notarial Seal the date above
written.

Vicki Y. Patterson
NOTARY PUBLIC

NOTARY PUBLIC

My Commission expires: _____
VICKI Y. PATTERSON
Notary Public, State of Ohio
My Commission Expires Jan. 25, 1988

My Commission expires: _____



OPPD
Room 401

Fee 14.50
Index
Compd
N 88-333

Book 706
Page 391
of *M. [unclear]*

RECEIVED
1984 MAR -6 PM 1:28
C. HAROLD OSTLER
REGISTER OF DEEDS
DOUGLAS COUNTY, NEBR.
29 March

88-333
O.P.P.D.

Distribution Engineer *HA* Date 2-29-84, Land & Facilities Management *Eden* Date 7/21/84
Recorded in Misc. Book No. _____ at Page No. _____ on the _____ day of _____, 19____
Section SE 1/4 5 Township 14 North, Range 12 East
Salesman R. Kulisek Engineer W. Perkins Est. # 8302825 W.O. # 7145