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Nov 7 1 31 PM '96



GEORGE J. BUGLEWICZ
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

Prepared by: William D. Bartine, 2000 Financial Center, Des Moines, IA 50309, 515-243-7100

WAIVER OF PROTECTIVE COVENANTS

The undersigned, **KVNT Joint Venture**,^{/II} a Nebraska joint venture, being record owner of certain real estate located in Riverfront Industrial Park, a subdivision in Douglas County, Nebraska, hereby waives for the benefit of BSDL, L.C., an Iowa limited liability company, and Pomerantz Diversified Services, Inc., an Iowa corporation, the terms of the Protective Covenants (as defined below) to the extent such Protective Covenants may be inconsistent with or in conflict with that certain Site Plan dated September 12, 1996, prepared by Avant Architects, which Site Plan has been revised following discussions among BSDL, L.C., Pomerantz Diversified Services, Inc., and the other record owners of real estate located in Riverfront Industrial Park on August 29, 1996. Said Site Plan relates to certain improvements to be placed on the real estate legally described on Exhibit "A" attached hereto.

BSDL, L.C. and Pomerantz Diversified Services, Inc. have informed the undersigned, and the undersigned is aware, that the proposed improvements under the Site Plan will conflict with the Protective Covenants in the following respects:

1. Paragraph V.1 of the Protective Covenants states that loading docks on Lot 1 are not permitted to face Airport Drive. The Site Plan calls for loading docks that will face Airport Drive.
2. Paragraph X.A of the Protective Covenants states that facades of any building on Lot 1 shall not be more than 70% metal. The Site Plan calls for an approximately 83% metal exterior on the proposed building.

BSDL, L.C. and Pomerantz Diversified Services, Inc. hereby expressly acknowledge and agree that they shall comply with and adhere to the landscaping plans and specifications set forth in the Site Plan.

For purposes of this Waiver, the term "Protective Covenants" means those certain Protective Covenants for Riverfront Industrial Park originally filed May 6, 1974 in Book 535 Page 684, Miscellaneous Records; which relate to certain real estate legally described on Exhibit "B" attached hereto, as such Protective Covenants have been amended by the following instruments: Amendment to Protective Covenants filed April 24, 1978 in Book 596, Page 451, Miscellaneous Records; Modification of Protective Covenants filed January 23, 1985 in Book 729, Page 511, Miscellaneous Records; Modification of Protective Covenants filed June 19, 1986 in Book 778, Page 261, Miscellaneous Records; Revision and Amendment to Protective

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Covenants filed June 19, 1986 in Book 778, Page 287, Miscellaneous Records; and Modification of Protective Covenants filed June 19, 1986 in Book 778, Page 319, Miscellaneous Records.

Dated this 24 day of September, 1996.

KVNT JOINT VENTURE,^{II} a Nebraska joint venture

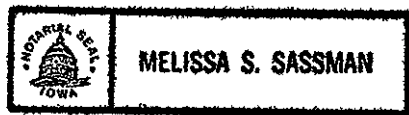
By: **National Travelers Life Company**, sole shareholder of, and successor in interest (by corporate dissolution) to, NTL Realty Co.

By: Edward A. Murphy
Name: Edward A. Murphy
Title: Senior Vice President

By: Gerald K. Blake
Name: Gerald K. Blake
Title: Senior Vice President

STATE OF IOWA)
) SS:
COUNTY OF POLK)

On this 24th day of September, 1996 before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Edward A. Murphy and Gerald K. Blake, to me known, who, being by me duly sworn, did say that they are the Senior Vice President and Senior Vice President, respectively, of National Travelers Life Company, an Iowa corporation, a joint venturer of KVNT JOINT VENTURE,^{II} a Nebraska joint venture, executing the foregoing instrument; that the seal affixed thereto is the seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and that the said Senior Vice President and Senior Vice President as such officers acknowledged the execution of said instrument to be the voluntary act and deed of said corporation and joint venture, by the corporation and joint venture and by them voluntarily executed.



Melissa S. Sassman
Notary
Public for the State of Iowa

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS

52-33030

Exhibit 'A'

Part of Lot 1, Riverfront Industrial Park, a subdivision located in Section 35, Township 16 North, Range 13 East of the 6th P.M., Douglas County, Nebraska, more particularly described as follows:

Beginning at the Northwest corner of Lot 7, Riverfront Industrial Park Replat I, a subdivision located in said Section 35, said point also being on the Easterly right-of-way line of Lindbergh Drive, said point also being on the Westerly line of said Lot 1, Riverfront Industrial Park; thence $N24^{\circ}37'57''W$ (assumed bearing) along said Easterly right-of-way line of Lindbergh Drive, said line also being said Westerly line of Lot 1, Riverfront Industrial Park, a distance of 104.97 feet; thence Northwesterly along said Easterly right-of-way of Lindbergh Drive, said line also being said Westerly line of Lot 1, Riverfront Industrial Park, on a curve to the right with a radius of 1095.92 feet, a distance of 413.38 feet, said curve having a long chord which bears $N13^{\circ}49'36''W$, a distance of 410.93 feet; thence $N03^{\circ}01'14''W$ along said Easterly right-of-way line of Lindbergh Drive, said line also being the Westerly line of Lot 1, Riverfront Industrial Park, a distance of 126.28 feet to the point of intersection of said Easterly right-of-way of Lindbergh Drive and the Southerly right-of-way line of Hartman Avenue; thence $N41^{\circ}58'46''E$ along said Southerly right-of-way line of Hartman Avenue, said line also being the North line of said Lot 1, Riverfront Industrial Park, a distance of 14.14 feet; thence $N86^{\circ}58'45''E$, along said Southerly right-of-way line of Hartman Avenue, said line also being said Northerly line of Lot 1, Riverfront Industrial Park, a distance of 144.59 feet; thence Southeasterly along said Southerly right-of-way line of Hartman Avenue, said line also being said Northerly line of Lot 1, Riverfront Industrial Park, on a curve to the right with a radius of 547.96 feet, a distance of 548.13 feet, said curve having a long chord which bears $S64^{\circ}21'50''E$, a distance of 525.56 feet; thence $S95^{\circ}42'26''E$ along said Southerly right-of-way of Hartman Avenue, said line also being said Northerly line of Lot 1, Riverfront Industrial Park, a distance of 220.03 feet to the Northeast corner of Lot 8, said Riverfront Industrial Park Replat I; thence $S54^{\circ}23'02''W$ along the North line of said Lot 8, Riverfront Industrial Park Replat I, a distance of 259.92 feet to the Northeast corner of said Lot 7, Riverfront Industrial Park Replat I; thence $S78^{\circ}24'30''W$, along the North line of said Lot 7, Riverfront Industrial Park Replat I, a distance of 404.43 feet to the point of beginning.

Said part of Lot 1, Riverfront Industrial Park, contains an area of 7.641 acres, more or less.

52-33030

Exhibit "B"

Lots One (1) through Nineteen (19), Riverfront Industrial Park, a subdivision located in Section 35, Township 16 North, Range 13 East of the 6th P.M., Douglas County, Nebraska.