

RECIPROCAL EASEMENT AGREEMENT

THIS AGREEMENT is made as of this 6th day of May, 1982, between SEARS ROEBUCK AND CO., a New York corporation, as "Sears", and LINCOLN "O" COMPANY, a Nebraska general partnership, as "Buyer".

RECITALS

A. Sears owns fee simple title to that certain property (the "Sears Tract") described on the Exhibit A attached hereto and incorporated herein by this reference.

B. Concurrently herewith, Buyer is acquiring from Sears fee title to that certain property ("Buyer's Tract") described on the Exhibit B attached hereto and incorporated herein by this reference.

C. The parties desire to grant reciprocal easements and other rights with respect to the Sears Tract and Buyer's Tract (collectively, the "Entire Premises"), as hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and for Ten Dollars (\$10.00) and other valuable considerations, the receipt and legal sufficiency of which is hereby acknowledged, the parties agree as follows:

1. RECIPROCAL EASEMENTS.

(a) The term "Common Facilities" shall mean the land-scaping, parking areas, driveways and roads (including, without limitation, "Access Roads," as hereinafter defined) which exist from time to time on the Entire Premises. Each party ("Grantor") hereby grants to the other ("Grantee"), and to their respective tenants, subtenants, successors and licensees, and to the respective officers, employees, agents, customers and invitees of each, for the benefit of the Grantee's Tract, the non-exclusive right, privilege and easement to use the Common Facilities on the Grantor's Tract for the respective purposes for which the Common Facilities are designed, without payment of any fee or other charge being made therefor. Such rights shall constitute a servitude on the Grantor's Tract and shall be appurtenant to the Grantee's Tract. The easement granted in this paragraph shall run with the land.

(b) The term "Common Utility Facilities" shall mean utility facilities and trunk connections in or on the Entire Premises (and between the Entire Premises and the lines of the governmental body or public utility providing the utility service in question) to within five (5) feet of the building walls of any building, providing for drainage and sewage, gas, water, lights, power and other forms of energy, signals or services, including, but not limited to, sanitary and storm sewer, drainage, gas and water mains, fire protection installations, electric power and telephone lines, which Common Utility Facilities are available for service to and use by the occupants of the Entire Premises. Each party ("Grantor") hereby grants to the other ("Grantee") for the benefit of the Grantee's Tract, the perpetual non-exclusive right and easement to install, maintain, repair

and replace the Common Utility Facilities underground and within the Grantor's Tract at the places where the same are now or may hereafter be installed. A party upon whose tract any such Common Utility Facilities shall have been installed shall have the right, upon sixty (60) days prior notice to the other party, at any time or from time to time, to move and relocate such Facility, underground, to such place on its Tract as it shall designate; provided, however, that such relocation shall be made at the sole cost and expense of the party requesting such relocation and that such relocation or relocated Facility shall not interfere with, or increase the cost of, the other party's utility service or unreasonably interfere with the conduct or operation of its business. The rights provided for in this paragraph shall constitute a servitude on the Grantor's Tract and shall be appurtenant to the Grantee's Tract and shall run with the land in perpetuity and shall survive the termination or expiration of this Agreement.

(c) The term "Access Roads" shall mean those roads outlined in red on the Site Plan attached hereto and incorporated herein by this reference as Exhibit C, which Roads are more particularly described on the Exhibit D attached hereto and incorporated herein by this reference. Sears hereby grants to Buyer, and to its tenants, subtenants, concessionaires and licensees, and to its and their officers, employees, agents, customers and invitees, for the benefit of Buyer's Tract, the perpetual non-exclusive right, privilege and easement to use the Access Roads for ingress and egress between Buyer's Tract and the adjacent public streets. The Access Roads shall not be changed from the configuration shown on Exhibit C, and shall not be used for any purpose other than ingress and egress. Such rights shall constitute a servitude on Sears Tract and shall be appurtenant to Buyer's Tract and shall run with the land in perpetuity.

(d) Each party shall maintain the Common Facilities and Common Utility Facilities located on its Tract in good condition and repair, and shall keep the Common Facilities reasonably free of snow, ice and litter.

(e) Except for those areas shown on Exhibit C as building areas (or building expansion areas), the Common Facilities shall be maintained as shown on Exhibit C and, without limitation, no buildings shall be constructed thereon.

2. SUCCESSORS.

The provisions of this Agreement shall run with the land and shall be binding upon and shall inure to the benefit of the parties hereto, their heirs, legal representatives, successors and assigns.

3. TERM.

Except for those perpetual easements created hereby (which shall survive the expiration of this Agreement), this Agreement shall continue in effect until the later of (i) the 25th anniversary of the date of this Agreement, or (ii) the earliest date on which the Sears Tract ceases to be operated as part of a regional mall shopping center (other than temporary cessations in operation due to casualty damage, strikes, or similar temporary interruptions in operation).

IN WITNESS WHEREOF, the parties have executed this

Agreement as of the date first above written.



ATTEST:

[Signature]
Assistant Secretary

SEARS ROEBUCK AND CO.

By M. E. Burkholder APPROVED

Title EXECUTIVE VICE PRESIDENT
LINCOLN "Q" COMPANY

TAS
D/766MW

A General Partnership

By Fred R. Stuckey
General Partner

STATE OF Illinois)
COUNTY OF Cook) SS.

On this 10th day of May, 1982, before me, a Notary Public duly authorized in and for the said County and State aforesaid to take acknowledgements, personally appeared M. E. BURKHOLDER, to me known and known to me to be EXECUTIVE VICE PRESIDENT of SEARS ROEBUCK AND CO., the corporation described in the foregoing instrument, and acknowledged that as such officer, being authorized so to do, he executed the foregoing instrument on behalf of said corporation by subscribing the name of such corporation by himself as such officer and caused the corporate seal of said corporation to be affixed thereto, as his free and voluntary act, and as the free and voluntary act of said corporation, for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Thomas A. Siefert
Notary Public

My commission expires:
APR 25 1983

STATE OF Illinois)
COUNTY OF Cook) SS.

On this 11th day of May, 1982, before me, a Notary Public in and for said County and State, personally appeared Fred R. Stuckey, who stated that he is a partner in LINCOLN "Q" COMPANY, a partnership organized and existing under the laws of the State of NEBRASKA, and that he executed the foregoing instrument for and on behalf of said Partnership with authority thereof and with the authority of the remaining Partners, and as its and their free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal as of the day and year last above written.

Thomas A. Siefert
Notary Public

My commission expires:
4/25/83

EXHIBIT A - SEARS TRACT

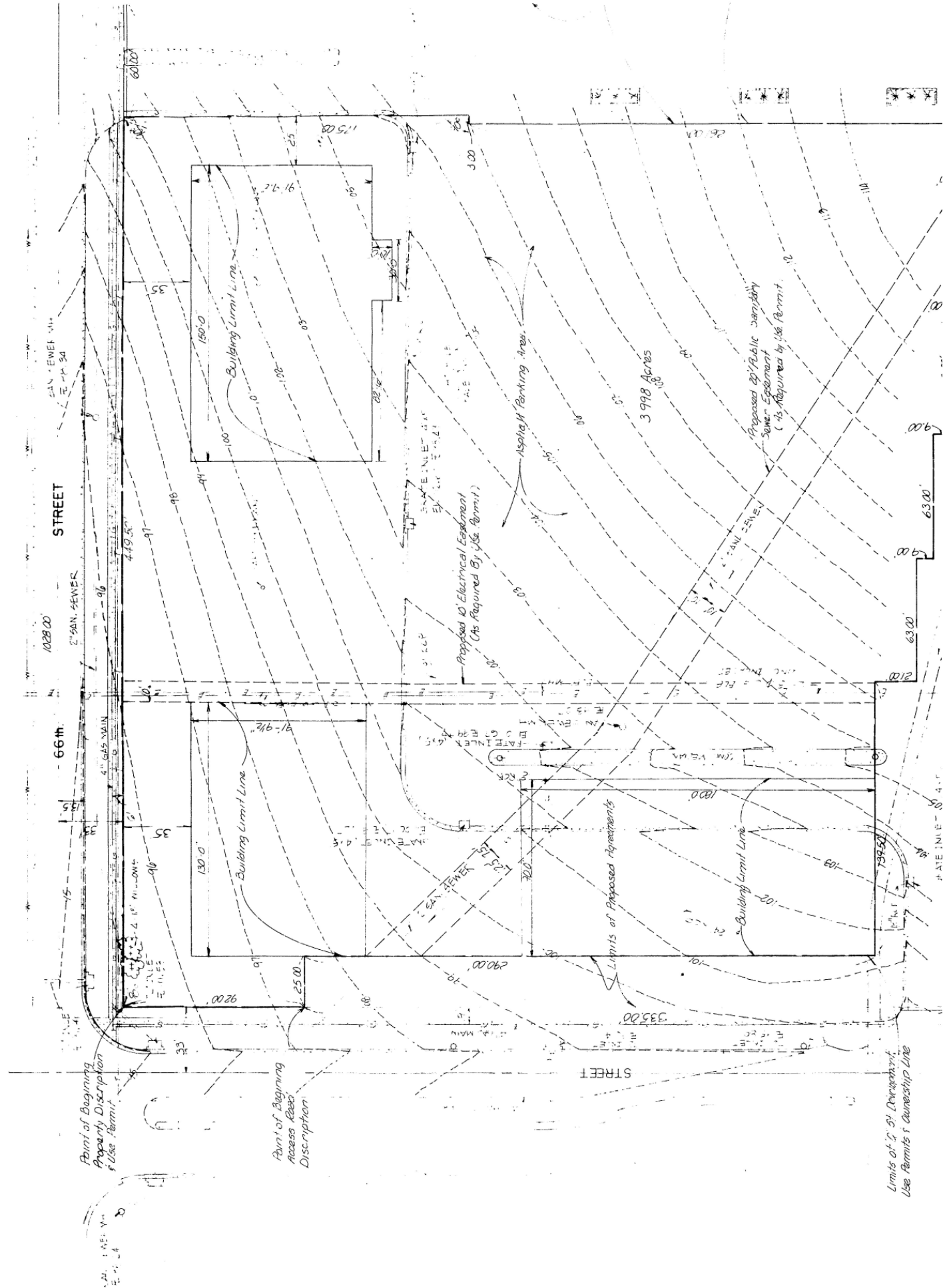
A part of Lot 188, Irregular Tract in the SE- $\frac{1}{4}$ of Section 21, Township 10 North, Range 7 East of the 6th Principal Meridan, Lancaster County, Nebraska, more particularly described by metes and bounds as follows:

Beginning at a point 33 feet west of and 492.5 feet north of the P.O.T. at the center of 66th and "Q" Streets; thence northerly along the west line of 66th Street a distance of 538.18 feet to the south line of "Q" Street; thence westerly 1072.25 feet along the south line of "Q" Street to the west line of the SE- $\frac{1}{4}$ of said Section 21; thence southerly along the west line of said SE- $\frac{1}{4}$, 160.81 feet; thence southeasterly on a left deflection angle of 81°00', 63.34 feet, thence southwesterly on a right deflection angle of 90°00', 258 feet; thence northwesterly on a right deflection angle of 90°00', 22.47 feet to a point on the west line of the SE- $\frac{1}{4}$ of said Section 21; thence southerly along the west line of said southeast quarter Section 21, 445.55 feet; thence easterly on a left deflection angle of 90°00', 40.00', thence southerly on a right deflection angle of 90°00', 106.00 feet to the point of curvature of a curve to the left having a radius of 23 feet and a central angle of 90°15'20"; thence along the arc of said curve, 7.11 feet to a point 49.00 feet perpendicular from the south line of said SE- $\frac{1}{4}$ of Section 21; thence easterly on a line parallel to and 49 feet perpendicular from the said south line of the SE- $\frac{1}{4}$, 241.68 feet; thence continuing easterly 215.44 feet to a point on the west line of lot 187 Irregular Tract in the SE- $\frac{1}{4}$ of said Section 21, said point being 51.58 feet north of the said south line of the SE- $\frac{1}{4}$; thence northerly along a line parallel with and 601.7 feet west of the centerline of 66th Street, a distance of 290.92 feet; thence easterly along a line parallel with the said south line of the SE- $\frac{1}{4}$, 349.70 feet; thence northerly parallel with and 252.00 feet west of the centerline of 66th Street, a distance of 150.00 feet; thence easterly along a line parallel with said south line of the SE- $\frac{1}{4}$, a distance of 219.00 feet to the point of beginning.

Exhibit "B" Buyers Tract

A PARCEL OF PROPERTY LOCATED WITHIN LOT 233 I.T., SECTION 21, T10N, R7E OF THE 6TH P.M., LANCASTER COUNTY, NEBRASKA AND MORE PARTICULARLY DESCRIBED AS FOLLOWS: FROM THE CENTERLINE OF NORTH 66TH STREET AND "Q" STREET, THENCE NORTH ALONG THE CENTERLINE OF NORTH 66TH STREET A DISTANCE OF 1,028.00'; THENCE WEST ALONG THE SOUTH LINE OF "Q" STREET A DISTANCE OF 33.00' TO THE NORTHEAST CORNER OF SAID LOT 233 I.T., SAID POINT BEING THE POINT OF BEGINNING, THENCE WEST ALONG THE SOUTH LINE OF "Q" STREET A DISTANCE OF 92.00', THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 25.00', THENCE WEST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 290.00', THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 139.50', THENCE WEST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 21.00', THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 63.00', THENCE WEST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 9.00', THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 63.00', THENCE WEST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 9.00', THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 63.00', THENCE WEST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 9.00', THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 63.00', THENCE WEST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 6.00', THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 30.00', THENCE EAST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 261.00', THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 3.00', THENCE EAST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 175.00', THENCE NORTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 449.50' TO THE POINT OF BEGINNING, SAID PARCEL CONTAINS A CALCULATED AREA OF 3.998 ACRES.

Scale: 1" = 30'



3.998 ACRES PARCEL & USE PERMIT
LEGAL DESCRIPTION

A PARCEL OF PROPERTY LOCATED WITHIN LOT 233 I.T., SECTION 21, T10N, R7E OF THE 6TH P.M., LANCASTER COUNTY, NEBRASKA AND MORE PARTICULARLY DESCRIBED AS FOLLOWS: FROM THE CENTERLINE OF NORTH 66TH STREET AND "Q" STREET, THENCE NORTH ALONG THE CENTERLINE OF NORTH 66TH STREET A DISTANCE OF 1,028.00', THENCE WEST ALONG THE SOUTH LINE OF "Q" STREET A DISTANCE OF 33.00' TO THE NORTHEAST CORNER OF SAID LOT 233 I.T., SAID POINT BEING THE POINT OF BEGINNING, THENCE WEST ALONG THE SOUTH LINE OF "Q" STREET A DISTANCE OF 92.00', THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 25.00', THENCE WEST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 290.00', THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 139.50', THENCE WEST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 21.00', THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 63.00', THENCE WEST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 9.00', THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 63.00', THENCE WEST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 63.00', THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 6.00', THENCE WEST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 30.00', THENCE EAST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 261.00', THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 3.00', THENCE EAST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 175.00', THENCE NORTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 449.50' TO THE POINT OF BEGINNING, SAID PARCEL CONTAINS A CALCULATED AREA OF 3.998 ACRES.



ACCESS ROAD
LEGAL DESCRIPTION

A PARCEL OF PROPERTY LOCATED WITHIN LOT 233 I.T., SECTION 21, T10N, R7E OF THE 6TH P.M., LANCASTER COUNTY, NEBRASKA AND MORE PARTICULARLY DESCRIBED AS FOLLOWS: FROM THE CENTERLINE OF NORTH 66TH STREET AND "Q" STREET, THENCE NORTH ALONG THE CENTERLINE OF NORTH 66TH STREET A DISTANCE OF 1,028.00', THENCE WEST ALONG THE SOUTH LINE OF "Q" STREET A DISTANCE OF 33.00' TO THE NORTHEAST CORNER OF SAID LOT 233 I.T., THENCE WEST ALONG THE SOUTH LINE OF "Q" STREET A DISTANCE OF 92.00' TO THE POINT OF BEGINNING, THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 25.00', THENCE WEST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 290.00', THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 139.50', THENCE WEST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 21.00', THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 63.00', THENCE WEST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 9.00', THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 63.00', THENCE WEST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 6.00', THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 30.00', THENCE EAST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 261.00', THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 3.00', THENCE EAST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 175.00', THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 60.00', THENCE WEST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 504.00', THENCE NORTHEAST ALONG A LINE THAT DEFLECTS TO THE RIGHT 10°08'27" A DISTANCE OF 437.33', THENCE NORTH ALONG A LINE THAT DEFLECTS TO THE LEFT 10°08'27" A DISTANCE OF 79.00', THENCE EAST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 335.00' TO THE POINT OF BEGINNING.

Limits of Proposed Access Road Agreement

Limits of "Q" Street Development Use Permit & Ownership Line

SURVEYOR'S CERTIFICATE

I HEREBY CERTIFY THAT THE PLAT OF SURVEY SHOWN HEREON, COVERING PROPERTY LOCATED IN LANCASTER COUNTY, NEBRASKA, IS A TRUE AND CORRECT DELINEATION OF A FIELD, INSTRUMENT SURVEY CONDUCTED BY ME; THAT THE LEGAL DESCRIPTION CONTAINED ON SAID SURVEY IS TRUE AND CORRECT; THAT I AM A LICENSED SURVEYOR; THAT SAID SURVEY SHOWS THE TRUE AND CORRECT DIMENSIONS AND TOTAL SQUARE FOOT OR ACREAGE AREA OF THE PLOT, INTERIOR LOT LINES, IF ANY, THE DIMENSIONS AND LOCATIONS OF ALL IMPROVEMENTS, PARKING AREAS, AND EASEMENTS, AND THE LOCATION OF ADJOINING STREETS; AND THAT THERE ARE NO APPARENT EASEMENTS OR ENCROACHMENTS AGAINST ANY OF SAID PROPERTY EXCEPT AS SHOWN ON SAID PLAT.

DATED THIS 20TH DAY OF April, 1987.

Roger K. Severin
ROGER K. SEVERIN
NO. 334



NO. _____		REVISED _____		BY _____	
IMPROVEMENT LOCATION SURVEY					
LINCOLN,		SEARS SITE		NEBRASKA	
OLSSON ASSOCIATES					
CONSULTING ENGINEERS ARCHITECTS					
5011 GEE BLDG CENTER		LINCOLN, NEBRASKA 68504			
DRAWN BY <i>JM</i>	CHECKED BY <i>RS</i>	DATE <i>April 1987</i>		SHEET	
APPROVED BY	DATE	SCALE		OF	
DRAWING NO. <i>12423</i>					

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A PARCEL OF PROPERTY LOCATED WITHIN LOT 233 1/2 T. SECTION 27, T. 4N, R. 1E OF THE 6TH P.M., LANCASTER COUNTY, NEBRASKA AND MORE PARTICULARLY DESCRIBED AS FOLLOWS: FROM THE CENTERLINE OF NORTH 66TH STREET AND 10TH STREET, THENCE NORTH ALONG THE CENTERLINE OF NORTH 66TH STREET A DISTANCE OF 1,028.00', THENCE WEST ALONG THE SOUTH LINE OF 10TH STREET A DISTANCE OF 33.00' TO THE NORTHEAST CORNER OF SAID LOT 233 1/2 T., THENCE WEST ALONG THE SOUTH LINE OF 10TH STREET A DISTANCE OF 92.00' TO THE POINT OF BEGINNING, THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 25.00', THENCE WEST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 200.00', THENCE SOUTH AT AN ANGLE OF 40° TO THE LAST DESCRIBED LINE A DISTANCE OF 139.50', THENCE WEST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 21.00', THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 63.00', THENCE WEST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 3.00', THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 63.00', THENCE WEST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 9.00', THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 43.00', THENCE WEST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 9.00', THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 41.00', THENCE WEST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 6.00', THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 10.00', THENCE WEST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 207.00', THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 1.00', THENCE EAST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 175.00', THENCE SOUTH AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 40.00', THENCE WEST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 504.00', THENCE NORTHWEST ALONG A LINE THAT DEPARTS TO THE RIGHT 100°08'27" A DISTANCE OF 441.31', THENCE NORTH ALONG A LINE THAT DEPARTS TO THE LEFT 10°08'27" A DISTANCE OF 24.00', THENCE EAST AT AN ANGLE OF 90° TO THE LAST DESCRIBED LINE A DISTANCE OF 135.00' TO THE POINT OF BEGINNING.

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