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By

RICHARD L. TILLEY
REGISTER OF DEEDS
LOVELAS COUNTY, NE.

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Omaha, NE
72nd and Ames
L/C: 026-0153
File # _____

Prepared by: Christopher S. Lentz
After recording, return to: Christopher S. Lentz
McDONALD'S CORPORATION
One McDonald's Plaza
Oak Brook, Illinois 60523

RESTRICTIVE COVENANT

Under a Real Estate Contract ("Contract") dated December 27, 2000, Benson Park Plaza, L.L.C., a Nebraska limited liability company, ("Grantor") agreed to convey to the nominee of McDONALD'S CORPORATION, a Delaware corporation, which nominee is **SYSTEM CAPITAL REAL PROPERTY CORPORATION, a Delaware corporation** ("Grantee"), a parcel of real estate described on Exhibit A attached.

One of the terms of that Contract required Grantor to record a Restrictive Covenant affecting the use of Grantor's other property.

THEREFORE, in consideration of the terms and conditions contained in that Contract, Grantor promises and declares that the property described on Exhibit B, attached, will not be used for a Hamburger Restaurant for a period of ten (10) years from the date of recording of this document. The term "Hamburger Restaurant" as used in this clause shall apply to a food service establishment that sells hamburgers served in sandwich form.

Notwithstanding anything above to the contrary, any food service establishment which offers as the primary method of service, orders taken by and served by a waiter or waitress at the customer's table or buffet (in either instance with or without ancillary drive through, take-out or counter ordering service) is excluded from the term "Hamburger Restaurant."

In addition, and not by way of example, the following restaurants operating under the listed trade names, or operating under any successor trade names, are prohibited within the areas, and for the time period specified in this Article.

- | | |
|--------------------|--------------|
| Hardees | Burger Chef |
| In and Out Burgers | Burger King |
| Jack-in-the-Box | Carl's Jr. |
| Wendy's | White Castle |

This restriction runs with the land described on Exhibits A and B and shall inure to the benefit of Grantee and be binding upon Grantor and Grantor's successors and assigns.

A
 misc $\frac{6}{8}$ FEB 24.00 FB. See Attached
 BKP _____ C/O _____ COMPL
 DEL _____ SCAN CR FV _____

0004292
(35)

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Grantor has executed this Restrictive Covenant, this 31 day of May, 2001.

GRANTOR:
Benson Park Plaza, L.L.C.,
a Nebraska Limited Liability Company
By: Northwood Properties, Inc.,
a Nebraska Corporation, Manager

WITNESS

By Sharon M. Seldin
Its President

Maureen Watson
Cindy M. Wiese

STATE OF NEBRASKA
COUNTY OF DOUGLAS

AFFIDAVIT OF OWNERSHIP

The undersigned, being first duly sworn on oath, deposes and states that the undersigned is an officer or manager of the above named Grantor and as such has access to the records of the Grantor and knows of his (her) personal knowledge that the Grantor has title to all of the property described on Exhibit B attached.

Northwood Properties, Inc.
Sharon M. Seldin
Affiant

Subscribed and sworn to before me this 31st day of May, 2001.

Reva L. Grimm
Notary Public

My commission expires Feb 7, 2003



(Attach Exhibits A and B)

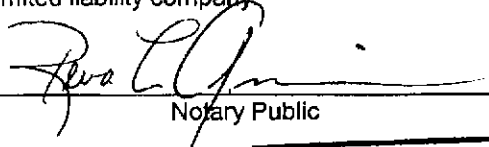
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ACKNOWLEDGMENT

STATE OF NEBRASKA

COUNTY OF DOUGLAS

The foregoing instrument was acknowledged before me on May 31, 2001 by Theodore M. Seldin, President of Northwood Properties, Inc., as Manager of Benson Park Plaza, L.L.C., on behalf of the said limited liability company



Notary Public

My commission expires Feb 7, 2003



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Exhibit A

Legal description of Grantee's Property

Lot 1, Benson Park Plaza, Replat 2, an addition to the City of Omaha, as surveyed,
platted and recorded in Douglas County, Nebraska.

43-03448

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Exhibit B

Legal description of Grantor's property

43-03448 → ⁴³⁻⁰³⁴⁴⁵ Lots 1, 5 and 6, Benson Park Plaza, ⁴³⁻⁰³⁴⁴⁶ Lots 2, 6 and 8, Benson Park Plaza Replat 1, and Lot 2, Benson Park Plaza Replat 2, Additions to the City of Omaha, as surveyed, platted and recorded in Douglas County, Nebraska.



Omaha, NE
72nd and Ames
L/C: 026-0153

LENDER'S CONSENT

Union Bank & Trust Company, a Nebraska State banking corporation, which holds a security interest in what is now known as Lots 1, 5, and 6, Benson Park Plaza, Lots 2, 6 and 8, Benson Park Plaza Replat 1, and Lot 2, Benson Park Plaza Replat 2, Douglas County, Nebraska, by virtue of a Deed of Trust and Construction Agreement recorded at Book 6079 and Page 1 of the records of Douglas County, Nebraska, consents to the Restrictive Covenant, as set forth above.

LENDER:
Union Bank & Trust Company
A Nebraska State banking corporation

By: *Karen J. Svehla*
Karen J. Svehla
Senior Vice President

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 30th day of May, 2001 by Karen J. Svehla, Sr. Vice President of Union Bank & Trust Company, a Nebraska State banking corporation.

Rose Marie Jarosz
Notary Public

My commission expires July 20, 2004

