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INSTRUMENT NUMBER  
90-04800  
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**RESTRICTIVE COVENANTS**

These Covenants are to run with the land and shall be binding on all present and future owners of all or <sup>any part of</sup> the following described real estate: to wit, (See attached-Exhibit A)

If the present or future owners of any of said lots, or their grantees, heirs, or assigns, shall violate or attempt to violate any of these Covenants, it shall be lawful for any other person or persons owning any part of said real estate to prosecute any proceedings at law or in equity against the person or persons violating or attempting to violate any such Covenant and either to prevent him or them from so doing or to recover damages or other dues for such violation.

Invalidation of any of these Covenants by judgment or court order shall in no way affect any of the other provisions, which shall remain in full force and effect.

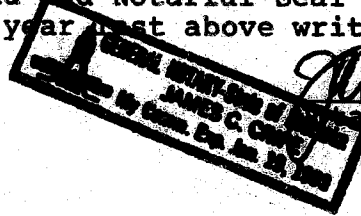
1. Construction on said lots to be in conformance with the City of Papillion zoning rules and regulations.
2. No noxious or offensive trade activity shall be carried upon any lot that would tend to be an annoyance or nuisance to the other lots or neighboring subdivisions.
3. All weeds and grass shall be kept cut to a maximum height of eight (8) inches.
4. All lots shall be kept free of trash and excess debris.
5. No owner of any lot shall allow flashing bright light



90-04840 B

Corporation, to me personally known to be the President and the identical person whose name is affixed to the above Protective Covenants, and acknowledged the execution thereof to be his voluntary act and deed as such officer and the voluntary act and deed of said corporation and that the Corporate seal of the said corporation was thereto affixed by its authority.

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



*James C. Clark*

Notary Public

90-04890

EXHIBIT A

...right (75) and outlots 43,  
...INDUSTRIAL PARK, being a replatt-  
ing of part of Lot 1, Ritter's 1st Addition as surveyed,  
platted and recorded in Sarpy County, Nebraska, and a  
platting of part of the SE4 of the NE4 and part of the  
NE4 of the SE4 of Sec. 35, T14N, R12E of the 6th P.M.  
Sarpy County, Nebraska, and a platting of part of the  
abandoned Chicago, Rock Island and Pacific Railroad  
right-of-way laying within said Sec. 35.

93-04422

AMENDED RESTRICTIVE COVENANTS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, being all of the owners of any part of the real estate described on Exhibit "A" attached hereto do hereby amend the Restrictive Covenants recorded in Instrument Number 90-04840 dated April 16, 1990, by substituting the following paragraphs 11 and 12 for the original paragraphs 11 and 12, said substitution being made for the entirety of said paragraphs.

"11. Buildings observable from the public streets shall have brick or stone masonry fronts and partial sides if such buildings shall constitute the "office" of the operating business. Additional buildings on the same lot shall not be bound by the requirement of having brick or stone masonry fronts and partial sides.

12. Construction plans are required to be approved by Kicks, Inc., with exterior design included. Additional buildings or extensions of buildings on the same lot which are consistent with the initial construction shall not require such approval."

IN WITNESS WHEREOF, we, the said owners, do hereby execute this amendment to restrictive covenants the date of the respective acknowledgements.

KICKS, INC.,

By: Kenneth L. Stahl  
Kenneth L. Stahl, President

Attest:

Francis J. Ritter  
Francis J. Ritter, Secretary

Kenneth Baker  
Kenneth Baker

RITTER'S, INC.,

By: Ken Ritter  
Ken Ritter, President

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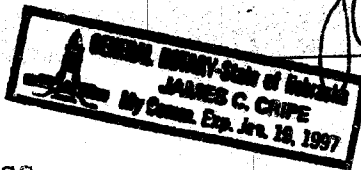
93-04422A

STATE OF NEBRASKA)
)ss.
COUNTY OF SARPY )

On this 8 day of March, 1993, before me, the undersigned, a Notary Public in and for said County, Personally came Kenneth L. Stahl, President of Kicks, Inc., a corporation, to me personally known to be the President and the identical person whose name is affixed to the above instrument and acknowledged the execution thereof to be his voluntary act and deed as such officer and the voluntary act and deed of said corporation and that the Corporate Seal of the said corporation was thereto affixed by its authority.

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

(SEAL)

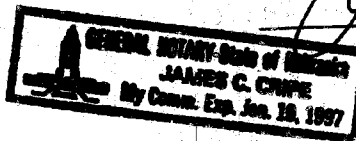


Notary Public

STATE OF NEBRASKA)
)ss.
COUNTY OF SARPY )

On this 8 day of March, 1993, before me, a duly qualified and commissioned Notary Public in and for said county, personally appeared Kenneth Baker, to me personally known to be the identical person described in and whose name is affixed to the foregoing instrument and acknowledged the said instrument to be his voluntary act and deed.

(SEAL)



Notary Public

STATE OF NEBRASKA)
)ss.
COUNTY OF SARPY )

On this 8 day of March, 1993, before me, the undersigned, a Notary Public in and for said County, Personally came Ken Ritter, President of Ritter's, Inc., a corporation, to me personally known to be the President and the identical person whose name is affixed to the above instrument and acknowledged the execution thereof to be his voluntary act and deed as such officer and the voluntary act and deed of said corporation and that the Corporate Seal of the said corporation was thereto affixed by its authority.

Said County

Said County

93-04422 B

Lots One (1) through Twenty-Eight (28) and outlots "A", "B" and "C", CEDARDALE INDUSTRIAL PARK, being a replatting of part of Lot 1, Ritter's 1st Addition as surveyed, platted and recorded in Sarpy County, Nebraska, and a platting of part of the SE4 of the NE4 and part of the NE4 of the SE4 of Sec. 35, T14N, R12E of the 6th P.M., Sarpy County, Nebraska, and a platting of part of the abandoned Chicago, Rock Island and Pacific Railroad right-of-way laying within said Sec. 35.