

First American Title Insurance Company
115 East Park
Post Office Box 1125
Olathe, KS 66061

NCS
150857

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Register of Deeds 120050066906
Johnson Co ROD B: 200512 P: 000957

PREPARED BY AND AFTER RECORDING
RETURN TO: _____

EXECUTION COPY

Bonnie L. Wilkins, Esq.
Kennedy & Graven, Chartered
470 Pillsbury Center
Minneapolis, MN 55402

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JOINT DECLARATION OF RESTRICTIVE COVENANTS®

This JOINT DECLARATION OF RESTRICTIVE COVENANTS ("Declaration") is made this 18 day of ~~October~~^{November}, 2005, by 135 Metcalf, L.L.C., an Iowa limited liability company ("135 Metcalf") and State Line, LLC, an Iowa limited liability company ("State Line") (135 Metcalf and State Line collectively referred to as "Corbin Park") and LTF Real Estate Company, Inc., a Minnesota corporation ("LTF").

RECITALS

- A. Following execution of this Declaration, 135 Metcalf is conveying certain real property, legally described on Exhibit A hereto (the "LTF Property"), to LTF.
- B. 135 Metcalf and State Line also own in fee certain real property located adjacent to the LTF Property, in the manner and as legally described on Exhibit B hereto (the "Corbin Park Property").
- C. **Corbin Park has agreed to impose certain restrictions, as set out herein, on the Corbin Park Property, or portions thereof, including those portions identified as Restricted Zone 1, legally described on Exhibit C hereto ("Restricted Zone 1"), and as Restricted Zone 2, legally described and depicted on Exhibit D hereto ("Restricted Zone 2"), for the benefit of the LTF Property.**
- D. LTF has agreed to impose certain restrictions, as set out herein, on the LTF Property for the benefit of the Corbin Park Property.

PLEASE RETURN DOCUMENT TO:

First American Title Insurance Company
National Commercial Services
911 Main, Suite 2500, Kansas City, MO 64105
Attention: Janice Dowdy
FILE NO. 150857

Return to:
First American Title Insurance Company
1900 Midwest Plaza West
801 Nicollet Mall
Minneapolis, Minnesota 55402

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E LTF is not willing to purchase, and 135 Metcalf is not willing to sell, the LTF Property unless Corbin Park and LTF execute and record this Declaration.

NOW, THEREFORE, for good and valuable consideration, Corbin Park and LTF hereby agree, covenant, and declare that the Corbin Park Property and the LTF Property shall be owned, held, operated, mortgaged, conveyed, encumbered, and transferred subject to and burdened by the following covenants and restrictions

1. The Corbin Park Property (Including Without Limitation Restricted Zone 1 and Restricted Zone 2).

A. Use Restrictions. No portion of the Corbin Park Property, including without limitation Restricted Zone 1 and Restricted Zone 2, shall be used for any of the following uses or purposes:

(a) without limiting uses permitted under subparagraph 1.A.(j) below, motor vehicle service, fuel or gas stations, motor vehicle repairs including without limitation any body and fender repair work, car washes, or the displaying, renting, leasing, or sale of any automobile, truck, boat, trailer or other motor or recreational vehicle that is not entirely conducted inside of a building;

(b) adult book or video store; provided, however, the foregoing shall not prohibit or limit the operation of a national or regional, reputable, general interest book store or video store such as Blockbuster, Barnes & Noble; Hollywood Video, Best Buy, Circuit City or Borders Books;

(c) health or fitness club;

(d) day spa containing one or more of the following: massage therapy, hydrotherapy, or body treatments;

(e) warehouse or industrial use;

(f) self-storage facility;

(g) establishment for the sale of guns or other firearms, except sporting goods retailers that sell firearms as an ancillary use shall be permitted;

(h) tattoo or piercing parlor;

(i) any public or private nuisance;

(j) a convenience store *other than* a full-service convenience store containing gas pumps and/or a car wash that conforms to all of the following standards: (i) all four (4) sides of the building containing such full-service convenience store are generally consistent architecturally with the rendering attached hereto as Exhibit F, (ii) its landscaping is professionally installed and maintained and generally consistent with the development of the remainder of the Corbin Park

Property, and (iii) its trash enclosures are fully-screened with materials consistent with those on the building;

(k) any obnoxious odor except customary odors emanating from restaurants;

(l) any fire, explosion or other damaging or dangerous hazard, including the storage, display, or sale of explosives or fireworks; provided that the foregoing shall not be deemed to prohibit construction activities reasonably associated with development of the Corbin Park Property or any portion thereof for uses permitted hereunder;

(m) any distillation (other than so-called micro-brewing of beer), refining, smelting, agriculture or mining operations;

(n) any mobile home or trailer court, labor camp, junk yard, stock yard or animal raising;

(o) any drilling for and/or removal of subsurface substances except to the extent reasonably required for development of the Corbin Park Property or any portion thereof for uses permitted hereunder;

(p) any dumping of garbage or refuse, other than in enclosed receptacles intended for such purpose;

(q) any cemetery, mortuary or similar service establishment;

(r) any fire sale, bankruptcy sale (unless pursuant to a court order) or auction operation;

(s) roller-skating rink, bowling alley, teenage discotheque, discotheque, dance hall, video game parlor, pool room, off-track betting facility, casino, card club, bingo parlor, facility containing gaming equipment (other than for the retail sale thereof), or carnival activities;

(t) any school, training, or educational facility, including but not limited to: beauty schools, barber colleges, nursery schools, diet centers, reading rooms, places of instruction or other operations catering primarily to students or trainees rather than to customers; provided, however, that this prohibition shall not be applicable to on-site employee training by an occupant incidental to the conduct of its business;

(u) any second-hand or thrift stores, or flea markets, except the foregoing restrictions shall not exclude high quality resale businesses such as "Play-it-Again Sports" or "Plato's Closet;"

(v) any dry cleaning facilities utilizing hazardous substances with an on-premises plant; provided, however, that nothing contained herein shall preclude a

drop-off/pick-up dry cleaning business as long as no cleaning services are conducted at such location.

B. Use Covenants. The Corbin Park Property, including without limitation Restricted Zone 1 and Restricted Zone 2, shall consist of a mixture of retail, dining and office substantially similar to the site plan shown on Exhibit E attached hereto.

C. Access and Parking Restrictions and Covenants. No user of any portion of the Corbin Park Property, including without limitation Restricted Zone 1 and Restricted Zone 2, shall have any cross-over parking or access rights on the LTF Property. Any improvements constructed on portions of the Corbin Park Property adjacent to or contiguous to the LTF Property shall contain on such parcel at least the minimum parking required by the applicable local ordinance.

2. Restricted Zone 1 and Restricted Zone 2.

A. Additional Use Restrictions. In addition to the prohibitions set forth in Paragraph 1 above, and except as otherwise provided below, no portion of Restricted Zone 1 or Restricted Zone 2 shall be used for any of the following uses or purposes:

(a) a venture whose primary business is operation of video or arcade games;

(b) hair salon or nail salon; provided, however, that businesses such as Ultra, Cool Cuts for Kids, Sports Clips, Great Clips, Supercuts and Regis shall be permitted in Restricted Zone 1 (but not in Restricted Zone 2);

(c) sale of nutritional products or supplements;


(d) weight loss clinic, provided such restriction shall not prohibit weight loss services, products or counseling incidental to any use not otherwise prohibited under this Declaration;

(e) liquor store, bar or tavern (whether selling liquor for on-site or off-site consumption); provided, however, that Trader Joes, Cost Plus, and one (1) upscale, wine-only store shall be permitted in Restricted Zone 1 (but not in Restricted Zone 2); provided, further, the foregoing restriction shall not prohibit operation of a restaurant selling liquor or alcohol products for on-site consumption, provided such restaurant does not receive in excess of 45% of its annual gross revenues from the sale of alcohol products;

(f) a restaurant whose annual sales of alcohol products exceed 45% of gross revenues or a fast food restaurant;

(g) a convenience store, including without limitation a convenience store permitted under Paragraph 1(j) above; and

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(h) any entertainment, recreation or amusement use, whether directed to children or adults, including, but not limited to, any one or more of the following: movie theatre, planned play environment, arcade games, amusement gallery, rides, video or redemption games, play for fun casino games, golf simulations, rodeo simulations, or other sport simulations.

B. Design Restrictions for Restricted Zone 1 and Restricted Zone 2. Except as hereinafter provided, with respect to all buildings, structures and improvements on any portion of Restricted Zone 1 or Restricted Zone 2:

(i) all four (4) sides of any buildings to be constructed shall be finished with any combination of brick, stone, and EFIS, provided that no building elevation shall contain more than 40% EFIS, and the architectural detail on each building elevation facing the LTF Property shall be consistent with the building front of said building; provided, however, that the foregoing restriction shall not prohibit reasonable deviations from such requirements in order to comply with requirements of any tenant, user or occupant of such buildings, provided that such tenant, user or occupant is otherwise utilizing such buildings for a purpose not prohibited under this Declaration;

(ii) all trash containers shall be located within enclosures made of materials matching the materials on the associated building and, in Restricted Zone 2 only, no trash enclosure shall be visible from the LTF Property;

(iii) mechanical units on top of any buildings shall be fully screened from view with parapet wall on the same plane as the building wall; and

(iv) all landscaping shall be of a consistent, high quality design and properly irrigated.

C. Additional Design Restrictions for Restricted Zone 1. No building or structure in Restricted Zone 1 shall be constructed within one hundred fifty feet (150') of the South side of the ring road.

D. Design Standards. Without limiting the foregoing, no buildings, structures or improvements of any kind (including without limitation landscaping, grading, or signage)(hereinafter referred to as "Improvement") shall be constructed, installed, erected or maintained on any portion of Restricted Zone 1 or Restricted Zone 2 unless such Improvement conforms to and complies with the Corbin Park Tenant Criteria Handbook, Revision dated July 11, 2005, attached hereto as Exhibit G ("Corbin Park Criteria"). The owner(s) of Restricted Zone 1 or Restricted Zone 2 shall not cause or permit any Improvement in violation of the Corbin Park Criteria on Restricted Zone 1 or Restricted Zone 2 and shall enforce the Corbin Park Criteria in strict compliance with its express terms and conditions. Notwithstanding any other provision in the Corbin Park Criteria to the contrary, the owner(s) of Restricted Zone 1 and Restricted Zone 2 shall not amend or revise the Corbin Park Criteria or

grant variances or waivers from the terms and conditions of the Corbin Park Criteria without the prior written consent of LTF. Any revision, amendment or variance of or from the Corbin Park Criteria that is not joined in by LTF in writing shall be of no force or effect. The foregoing provision notwithstanding, LTF shall be deemed to have approved an amendment, revision or waiver if LTF fails to grant or deny consent in writing within ten (10) business days following LTF's actual receipt from Corbin Park of written notice detailing said proposed amendment, revision or waiver. Subject to the foregoing, Improvements constructed, installed, erected and maintained in accordance with plans and specifications approved by the owner(s) of Restricted Zone 1 and Restricted Zone 2 pursuant to the procedures set forth in the Corbin Park Criteria, shall be deemed to conform to and comply with the Corbin Park Criteria for purposes of this Paragraph 2.D. without further approval of such plans and specifications by the owner of the LTF Property. As its remedy at law may be inadequate, the owner of the LTF Property may enforce any violation of this paragraph through equitable relief without the necessity of posting any bond.

E. Construction Debris. No construction debris from Restricted Zone 1 or Restricted Zone 2 shall be allowed or permitted on the LTF Property.

3. LTF Property.

A. Use Restrictions. No portion of the LTF Property shall be used for any of the following uses or purposes:

- (a) motor vehicle service, fuel or gas stations, motor vehicle repairs including without limitation any body and fender repair work, car washes, or the displaying, renting, leasing, or sale of any automobile, truck, boat, trailer or other motor or recreational vehicle that is not entirely conducted inside of a building;
- (b) a venture whose primary business is operation of video or arcade games;
- (c) adult book or video store;
- (d) warehouse or industrial use;
- (e) self-storage facility;
- (f) establishment for the sale of guns or other firearms, except sporting goods retailers that sell firearms as an ancillary use shall be permitted;
- (g) tattoo or piercing parlor;
- (h) any public or private nuisance;
- (i) any obnoxious odor except customary odors emanating from restaurants;

- (j) any fire, explosion or other damaging or dangerous hazard, including the storage, display, or sale of explosives or fireworks;
- (k) any distillation (other than so-called micro-brewing of beer), refining, smelting, agriculture or mining operations;
- (l) any mobile home or trailer court, labor camp, junk yard, stock yard or animal raising;
- (m) any drilling for and/or removal of subsurface substances;
- (n) any dumping of garbage or refuse, other than in enclosed receptacles intended for such purpose;
- (o) any cemetery, mortuary or similar service establishment;
- (p) any fire sale, bankruptcy sale (unless pursuant to a court order) or auction operation;
- (q) any second-hand or thrift stores, or flea markets, except Play-it-Again Sports; and
- (r) any dry cleaning facilities utilizing hazardous substances with an on-premises plant; provided, however, that nothing contained herein shall preclude a drop-off/pick-up dry cleaning business as long as no cleaning services are conducted at such location.

B. Access and Parking Restrictions and Covenants. Nothing in this Declaration herein shall be deemed to grant any user of any portion of the LTF Property any cross-over parking on any portion of the Corbin Park Property.

C. Construction Debris. No construction debris from the LTF Property shall be allowed or permitted on any portion of the Corbin Park Property.

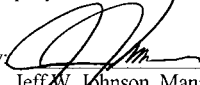
4 Binding on Successors and Assigns; Amendment; Expiration. The covenants, restrictions, and prohibitions contained herein are intended to touch and concern the land and shall run with the land, and be binding upon, and inure to the benefit of, the current and future owners of any portion of the Corbin Park Property and the LTF Property, respectively, their successors and assigns, and shall not be amended or modified unless by an instrument in writing executed by all of the owners and encumbrancers, at the time of the amendment or modification, of the LTF Property and that portion of the Corbin Park Property affected by said amendment or modification. The covenants, restrictions, and prohibitions contained herein shall expire in the event that the LTF Property ceases to be used for a health and fitness facility for a period of nine (9) consecutive months, exclusive of initial construction and subsequent periods not to exceed twenty-four (24) months during which the facility is closed due to fire or other casualty or for renovation, reconstruction, maintenance or repairs.

5 No Merger. It is the intent of Corbin Park that common ownership of the LTF Property and the Corbin Park Property (or any portions thereof) shall not result in a merger of interests and shall not serve to terminate this Declaration in whole or part or to extinguish the restrictions declared hereunder.

6 Enforcement; Non-Waiver. The restrictions and covenants contained herein on the Corbin Park Property (or any portion thereof including without limitation Restricted Zone 1 and Restricted Zone 2) shall be enforceable by the owner of the LTF Property, its successors and assigns, at law or by injunctive relief, the remedy at law being inadequate, without the necessity of posting any bond or other security. The restrictions contained herein on the LTF Property shall be enforceable by any one or more of the owner(s) of the Corbin Park Property (or any portion thereof including without limitation Restricted Zone 1 and Restricted Zone 2), or their respective tenants, successors and assigns, at law or by injunctive relief, the remedy at law being inadequate, without the necessity of posting any bond or other security. This Declaration shall be governed by the laws of the State of Kansas. No delay or omission of the owner of any property subject to this Declaration in the exercise of any right accruing upon any default of an owner of any other property subject to this Declaration shall impair such right or be construed to be a waiver thereof with respect to the defaulting owner, and every such right may be exercised at any time during the continuance of such default. A waiver of a breach of, or a default in, any of the terms and conditions of this Declaration shall not be construed to be a waiver of any subsequent breach of or default in the same or any other provision of this Declaration.

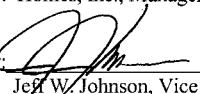
WHEREFORE, Corbin Park and LTF have set executed this Declaration on the date stated above.

135 Metcalf, L.L.C., an Iowa limited liability company

By: 
Jeff W. Johnson, Manager

State Line, LLC, an Iowa limited liability company

By: Homes, Inc., Manager and Sole Member

By: 
Jeff W. Johnson, Vice President

LTF Real Estate Company, Inc., a Minnesota corporation.


LTF Real Estate Company, Inc., a Minnesota corporation.

By:  _____

Name: Eric J. Buss

Its: EVP

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STATE OF NEBRASKA }
COUNTY OF DOUGLAS } ss.:

The foregoing instrument was acknowledged before me this 16 day of November, 2005, by Jeff W. Johnson, the Manager of 135 Metcalf, L.L.C., a limited liability company under the laws of Iowa, by and on behalf of said company.

Max J. Bursach

Notary Public

My commission expires: 

[seal]

STATE OF NEBRASKA }
COUNTY OF DOUGLAS } ss.:

The foregoing instrument was acknowledged before me this 16 day of November, 2005, by Jeff W. Johnson, the Vice President of Homes, Inc., a corporation under the laws of Iowa, the Manager and Sole Member of State Line, LLC by and on behalf of said company.

* a limited liability company
under the laws of Iowa

Max J. Bursach

Notary Public

My commission expires: 

[seal]

STATE OF NEBRASKA }
COUNTY OF DOUGLAS } ss.:

The foregoing instrument was acknowledged before me this ___ day of _____, 2005, by _____, the _____ of LTF Real Estate Company, Inc., a corporation under the laws of Minnesota on behalf of said company.

Notary Public

My commission expires:

[seal]

STATE OF NEBRASKA }
COUNTY OF DOUGLAS } ss.:

The foregoing instrument was acknowledged before me this ____ day of _____, 2005, by Jeff W. Johnson, the Manager of 135 Metcalf, L.L.C., a limited liability company under the laws of Iowa, by and on behalf of said company.

Notary Public

My commission expires: [seal]

STATE OF NEBRASKA }
COUNTY OF DOUGLAS } ss.:

The foregoing instrument was acknowledged before me this ____ day of _____, 2005, by Jeff W. Johnson, the Vice President of Homes, Inc., a corporation under the laws of Iowa, the Manager and Sole Member of State Line, LLC by and on behalf of said company.

Notary Public

My commission expires: [seal]

STATE OF MINNESOTA }
COUNTY OF HENNEPIN } ss.:

The foregoing instrument was acknowledged before me this 17th day of November, 2005, by Eric J. Buss, the ENP of LTF Real Estate Company, Inc., a corporation under the laws of Minnesota on behalf of said company.



Laura Cathleen Ohman
Notary Public

My commission expires: 1-31-08 [seal]

**CONSENT AND JOINDER
BY HOLDER OF LIEN AND/OR SECURITY INTEREST**

The undersigned, as holder of that certain mortgage dated April 22, 2004, recorded April 26, 2004 in Book 200404, Page 012363, records of Johnson County, Kansas and that certain mortgage dated May 31, 2005 and recorded June 7, 2005 in Volume 200506, Page 003306, Official Records of Johnson County, Kansas (collectively, the "Mortgages") as a lien on the real property being purchased by LTF Real Estate Company, Inc., from 135 Metcalf L.L.C. hereby consents to and joins in the foregoing Joint Declaration of Restrictions so as to subject the Mortgages to the terms thereof.

DATED: November 16, 2005.

Union Bank & Trust Company, a Nebraska state banking corporation

By: *Karen J. Cenovic*
Its: Senior Vice President

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

This instrument hereby acknowledged before me this 16th day of November, 2005, by Karen J. Cenovic, the Senior Vice President of Union Bank & Trust Company, a Nebraska state banking corporation, on behalf of the Corporation.

Mary E. Burnison
Notary Public

My Commission Expires:
3/2/09

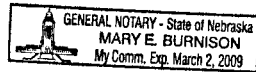



EXHIBIT A
Legal Description of LTF Property

Lot 16, Corbin Park, Second Plat, a subdivision in the City of Overland Park, Johnson County,
Kansas

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EXHIBIT B

Legal Description of the Corbin Park Property


PARCEL 1

Property owned 62.5% by 135 Metcalf, L.L.C. and 37.5% by State Line, LLC as tenants in common:

All that part of the Northwest Quarter of Section 32, Township 13 South, Range 25 East, in the City of Overland Park, Johnson County, Kansas, described as follows:

COMMENCING at the Northwest corner of the Northwest Quarter of Section 32, Township 13 South, Range 25 East; thence South 1 degree 54 minutes 06 seconds East along the West line of the Northwest Quarter of said Section 32 a distance of 930.17 feet to a point; thence North 88 degrees 06 minutes 11 seconds East a distance of 325.70 feet to the POINT OF BEGINNING; thence in a Northwesterly direction along a curve to the left whose initial tangent bears North 1 degree 54 minutes 22 seconds West, having a radius of 524.00 feet, through a central angle of 7 degrees 23 minutes 54 seconds, an arc distance of 67.66 feet to a point; thence North 9 degrees 18 minutes 16 seconds West a distance of 279.78 feet to a point; thence in a Northeasterly direction along a curve to the right, having a radius of 241.00 feet, through a central angle of 104 degrees 47 minutes 43 seconds, an arc distance of 440.79 feet to a point; thence South 84 degrees 30 minutes 33 seconds East a distance of 234.67 feet to a point; thence in a Southeasterly direction along a curve to the left, having a radius of 1224.00 feet, through a central angle of 7 degrees 23 minutes 50 seconds, an arc distance of 158.03 feet to a point; thence North 88 degrees 05 minutes 37 seconds East a distance of 758.18 feet to a point; thence in a Northeasterly direction along a curve to the left, having a radius of 274.00 feet, through a central angle of 12 degrees 26 minutes 40 seconds, an arc distance of 59.51 feet to a point; thence North 75 degrees 38 minutes 57 seconds East a distance of 128.21 feet to a point; thence in a Northeasterly direction along a curve to the right, having a radius of 860.76 feet, through a central angle of 10 degrees 56 minutes 23 seconds, an arc distance of 164.35 feet to a point; thence North 86 degrees 35 minutes 20 seconds East a distance of 63.01 feet to a point; thence in a Southeasterly direction along a curve to the right, having a radius of 126.12 feet, through a central angle of 91 degrees 30 minutes 18 seconds, an arc distance of 201.42 feet to a point; thence South 1 degree 54 minutes 22 seconds East a distance of 196.72 feet to a point; thence in a Southeasterly direction along a curve to the left, having a radius of 424.00 feet, through a central angle of 13 degrees 44 minutes 53 seconds, an arc distance of 101.74 feet to a point; thence South 15 degrees 39 minutes 14 seconds East a distance of 6.97 feet to a point; thence in a Southwesterly direction along a curve to the right, having a radius of 51.00 feet, through a central angle of 77 degrees 27 minutes 20 seconds, an arc distance of 68.94 feet to a point of reverse curvature; thence along a curve to the left, having a radius of 423.00 feet, through a central angle of 8 degrees 17 minutes 40 seconds, an arc distance of 61.23 feet to a point; thence South 53 degrees 30 minutes 26 seconds West a distance of 90.07 feet to a point; thence South 36 degrees 29 minutes 34 seconds East a distance of 212.64 feet to a point; thence in a Southwesterly direction along a curve to the right, having a radius of 201.00 feet, through a central angle of 124 degrees 35 minutes 12 seconds, an arc distance of 437.06 feet to a point; thence South 88 degrees 05 minutes 38 seconds West a distance of 462.76 feet to a point; thence in a Southwesterly direction along a curve to the left, having a radius of 174.00 feet, through a central angle of 45 degrees 00 minutes 00 seconds, an arc distance of 136.66 feet to a point; thence South 43 degrees 05 minutes 38 seconds West a distance

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of 42.24 feet to a point; thence in a Southwesterly direction along a curve to the right, having a radius of 226.00 feet, through a central angle of 45 degrees 00 minutes 00 seconds, an arc distance of 177.50 feet to a point; thence South 88 degrees 05 minutes 38 seconds West a distance of 601.14 feet to a point; thence South 67 degrees 35 minutes 17 seconds West a distance of 186.51 feet to a point; thence in a Northwesterly direction along a curve to the right, having a radius of 146.00 feet, through a central angle of 119 degrees 42 minutes 52 seconds, an arc distance of 305.05 feet to a point; thence North 7 degrees 18 minutes 09 seconds East a distance of 96.50 feet to a point; thence in a Northwesterly direction along a curve to the left, having a radius of 524.00 feet, through a central angle of 15 degrees 12 minutes 40 seconds, an arc distance of 139.11 feet to a point; thence North 7 degrees 54 minutes 30 seconds West a distance of 28.66 feet to a point; thence in a Northwesterly direction along a curve to the right, having a radius of 476.00 feet, through a central angle of 6 degrees 00 minutes 09 seconds, an arc distance of 49.87 feet to a point; thence North 1 degree 54 minutes 22 seconds West a distance of 170.31 feet to the POINT OF BEGINNING and containing 2,123,008 Square Feet or 48.738 Acres, more or less.

AND


PARCEL 2

Property owned by 135 Metcalf

All that part of the Northwest Quarter of Section 32, Township 13 South, Range 25 East, in the City of Overland Park, Johnson County, Kansas, described as follows;

COMMENCING at the Northwest corner of the Northwest Quarter of Section 32, Township 13 South, Range 25 East; thence South 1 degree 54 minutes 06 seconds East along the West line of the Northwest Quarter of said Section 32 a distance of 100.03 feet to a point; thence North 88 degrees 05 minutes 54 seconds East a distance of 70.00 feet to the point of intersection of the South right of way line of 135th Street and the East right of way line of Metcalf Avenue, the POINT OF BEGINNING; thence North 88 degrees 07 minutes 14 seconds East along the South right of way line of 135th Street a distance of 1298.45 feet to a point on the West line of Lot 10, Corbin Park, Second Plat, a subdivision in the City of Overland Park, Johnson County, Kansas; thence South 1 degree 54 minutes 23 seconds East along the West line of said Lot 10 and Tract J of said Corbin Park, Second Plat, a distance of 231.04 feet to the Southwest corner of said Tract J; thence North 88 degrees 05 minutes 37 seconds East along the South line of said Tract J a distance of 335.29 feet to a point; thence in a Northeasterly direction along the South line of said Tract J and along a curve to the left, having a radius of 250.00 feet, through a central angle of 12 degrees 26 minutes 40 seconds, an arc distance of 54.30 feet to a point; thence North 75 degrees 38 minutes 57 seconds East along the South line of said Tract J, a distance of 128.21 feet to the Southeast corner of said Tract J; thence North 14 degrees 21 minutes 03 seconds West along the East line of said Tract J, a distance of 19.68 feet to a point; thence in a Northwesterly direction along the East line of said Tract J and along a curve to the right, having a radius of 250.00 feet, through a central angle of 13 degrees 04 minutes 17 seconds, an arc distance of 57.03 feet to a point; thence North 1 degree 16 minutes 46 seconds West along the East line of said Tract J a distance of 61.39 feet to a point; thence in a Northwesterly direction along the East line of said Tract J and along a curve to the left, having a radius of 100.47 feet, through a central angle of 36 degrees 35 minutes 04 seconds, an arc distance of 64.15 feet to a point on the South right of way line of 135th Street; thence North 88 degrees 07


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minutes 14 seconds East along the South right of way line of 135th Street a distance of 724.01 feet to the Northwest corner of Tract A, Corbin Park, First Plat, a subdivision in the City of Overland Park, Johnson County, Kansas; thence South 1 degree 56 minutes 41 seconds East along the West line of said Tract A, a distance of 103.81 feet to a point; thence in a Southwesterly direction along the West line of said Tract A and along a curve to the right, having a radius of 2529.00 feet, through a central angle of 5 degrees 23 minutes 28 seconds, an arc distance of 237.97 feet to a point; thence South 3 degrees 26 minutes 47 seconds West along the West line of said Tract A, a distance of 192.73 feet to a point; thence South 5 degrees 56 minutes 48 seconds West along the West line of said Tract A, a distance of 132.95 feet to a point; thence in a Southeasterly direction along the West line of said Tract A and along a curve to the left, having a radius of 915.00 feet, through a central angle of 34 degrees 47 minutes 50 seconds, an arc distance of 555.70 feet to a point; thence South 28 degrees 51 minutes 02 seconds East along the West line of said Tract A, a distance of 11.06 feet to a point on the North right of way line of 138th Street; thence in a Southwesterly direction along the North right of way line of 138th Street and along a curve to the right whose initial tangent bears South 61 degrees 22 minutes 46 seconds West, having a radius of 610.00 feet; through a central angle of 18 degrees 06 minutes 33 seconds, an arc distance of 192.80 feet to a point; thence South 79 degrees 29 minutes 17 seconds West along the North right of way line of 138th Street a distance of 425.28 feet to a point; thence in a Southwesterly direction along the North right of way line of 138th Street and along a curve to the left, having a radius of 635.00 feet, through a central angle of 37 degrees 41 minutes 13 seconds, an arc distance of 417.68 feet to a point; thence South 41 degrees 48 minutes 04 seconds West along the North right of way line of 138th Street a distance of 78.49 feet to the Southeast corner of Lot 16 of said Corbin Park, Second Plat; thence North 48 degrees 11 minutes 56 seconds West along the East line of said Lot 16 a distance of 30.54 feet to a point; thence in a Northwesterly direction along the East line of said Lot 16 and along a curve to the right, having a radius of 1038.00 feet, through a central angle of 1 degree 17 minutes 34 seconds, an arc distance of 23.42 feet to a point; thence North 46 degrees 54 minutes 22 seconds West along the East line of said Lot 16 a distance of 131.12 feet to a point; thence in a Northwesterly direction along the East line of said Lot 16 and along a curve to the right, having a radius of 1038.00 feet, through a central angle of 3 degrees 14 minutes 28 seconds, an arc distance of 58.72 feet to the Northeast corner thereof; thence in a Southwesterly direction along the North line of said Lot 16 and along a curve to the right whose initial tangent bears South 54 degrees 48 minutes 45 seconds West, having a radius of 274.00 feet, through a central angle of 33 degrees 16 minutes 53 seconds, an arc distance of 159.16 feet to a point; thence South 88 degrees 05 minutes 38 seconds West along the North line of said Lot 16 a distance of 506.35 feet to a point; thence in a Southwesterly direction along the North line of said Lot 16 and along a curve to the left, having a radius of 476.00 feet, through a central angle of 20 degrees 30 minutes 21 seconds, an arc distance of 170.36 feet to a point; thence South 67 degrees 35 minutes 17 seconds West along the North line of said Lot 16 a distance of 52.82 feet to the Northwest corner thereof; thence South 22 degrees 24 minutes 43 seconds East along the West line of said Lot 16 a distance of 280.85 feet to a point; thence in a Southwesterly direction along the West line of said Lot 16 and along a curve to the right, having a radius of 281.83 feet, through a central angle of 42 degrees 09 minutes 05 seconds, an arc distance of 207.34 feet to a point; thence South 19 degrees 44 minutes 22 seconds West along the West line of said Lot 16 a distance of 24.67 feet to a point on the North right of way line of 138th Street; thence in a Northwesterly direction along the North right of way line of 138th Street and along a curve to the right whose initial tangent bears North 74 degrees 17 minutes 45 seconds West, having a radius of 540.00 feet, through a central angle of 13 degrees 31 minutes 55 seconds, an arc distance of 127.54

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feet to a point of reverse curvature; thence continuing along the North right of way line of 138th Street and along a curve to the left, having a radius of 620.00 feet, through a central angle of 12 degrees 13 minutes 57 seconds, an arc distance of 132.37 feet to a point of compound curvature; thence continuing along the North right of way line of 138th Street and along a curve to the left, having a radius of 639.43 feet, through a central angle of 7 degrees 13 minutes 07 seconds, an arc distance of 80.56 feet to a point; thence North 70 degrees 27 minutes 01 seconds West along the North right of way line of 138th Street a distance of 31.06 feet to a point; thence in a Northwesterly direction along the North right of way line of 138th Street and along a curve to the left whose initial tangent bears North 82 degrees 56 minutes 09 seconds West, having a radius of 646.00 feet, through a central angle of 8 degrees 57 minutes 57 seconds, an arc distance of 101.09 feet to a point; thence South 88 degrees 05 minutes 54 seconds West along the North right of way line of 138th Street a distance of 134.99 feet to a point on the East right of way line of Metcalf Avenue; thence North 1 degree 54 minutes 06 seconds West along the East right of way line of Metcalf Avenue a distance of 1843.88 feet to the POINT OF BEGINNING and containing 3,657,371 Square Feet or 83.962 Acres, more or less.

EXCEPT

That part of the Northwest Quarter of Section 32, Township 13 South, Range 25 East, in the City of Overland Park, Johnson County, Kansas, described as follows:

COMMENCING at the Northwest corner of the Northwest Quarter of Section 32, Township 13 South, Range 25 East; thence South 1 degree 54 minutes 06 seconds East along the West line of the Northwest Quarter of said Section 32 a distance of 930.17 feet to a point; thence North 88 degrees 06 minutes 11 seconds East a distance of 325.70 feet to the POINT OF BEGINNING; thence in a Northwesterly direction along a curve to the left whose initial tangent bears North 1 degree 54 minutes 22 seconds West, having a radius of 524.00 feet, through a central angle of 7 degrees 23 minutes 54 seconds, an arc distance of 67.66 feet to a point; thence North 9 degrees 18 minutes 16 seconds West a distance of 279.78 feet to a point; thence in a Northeasterly direction along a curve to the right, having a radius of 241.00 feet, through a central angle of 104 degrees 47 minutes 43 seconds, an arc distance of 440.79 feet to a point; thence South 84 degrees 30 minutes 33 seconds East a distance of 234.67 feet to a point; thence in a Southeasterly direction along a curve to the left, having a radius of 1224.00 feet, through a central angle of 7 degrees 23 minutes 50 seconds, an arc distance of 158.03 feet to a point; thence North 88 degrees 05 minutes 37 seconds East a distance of 758.18 feet to a point; thence in a Northeasterly direction along a curve to the left, having a radius of 274.00 feet, through a central angle of 12 degrees 26 minutes 40 seconds, an arc distance of 59.51 feet to a point; thence North 75 degrees 38 minutes 57 seconds East a distance of 128.21 feet to a point; thence in a Northeasterly direction along a curve to the right, having a radius of 860.76 feet, through a central angle of 10 degrees 56 minutes 23 seconds, an arc distance of 164.35 feet to a point; thence North 86 degrees 35 minutes 20 seconds East a distance of 63.01 feet to a point; thence in a Southeasterly direction along a curve to the right, having a radius of 126.12 feet, through a central angle of 91 degrees 30 minutes 18 seconds, an arc distance of 201.42 feet to a point; thence South 1 degree 54 minutes 22 seconds East a distance of 196.72 feet to a point; thence in a Southeasterly direction along a curve to the left, having a radius of 424.00 feet, through a central angle of 13 degrees 44 minutes 53 seconds, an arc distance of 101.74 feet to a point; thence South 15 degrees 39 minutes 14 seconds East a distance of 6.97 feet to a point; thence in a Southwesterly

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direction along a curve to the right, having a radius of 51.00 feet, through a central angle of 77 degrees 27 minutes 20 seconds, an arc distance of 68.94 feet to a point of reverse curvature; thence along a curve to the left, having a radius of 423.00 feet, through a central angle of 8 degrees 17 minutes 40 seconds, an arc distance of 61.23 feet to a point; thence South 53 degrees 30 minutes 26 seconds West a distance of 90.07 feet to a point; thence South 36 degrees 29 minutes 34 seconds East a distance of 212.64 feet to a point; thence in a Southwesterly direction along a curve to the right, having a radius of 201.00 feet, through a central angle of 124 degrees 35 minutes 12 seconds, an arc distance of 437.06 feet to a point; thence South 88 degrees 05 minutes 38 seconds West a distance of 462.76 feet to a point; thence in a Southwesterly direction along a curve to the left, having a radius of 174.00 feet, through a central angle of 45 degrees 00 minutes 00 seconds, an arc distance of 136.66 feet to a point; thence South 43 degrees 05 minutes 38 seconds West a distance of 42.24 feet to a point; thence in a Southwesterly direction along a curve to the right, having a radius of 226.00 feet, through a central angle of 45 degrees 00 minutes 00 seconds, an arc distance of 177.50 feet to a point; thence South 88 degrees 05 minutes 38 seconds West a distance of 601.14 feet to a point; thence South 67 degrees 35 minutes 17 seconds West a distance of 186.51 feet to a point; thence in a Northwesterly direction along a curve to the right, having a radius of 146.00 feet, through a central angle of 119 degrees 42 minutes 52 seconds, an arc distance of 305.05 feet to a point; thence North 7 degrees 18 minutes 09 seconds East a distance of 96.50 feet to a point; thence in a Northwesterly direction along a curve to the left, having a radius of 524.00 feet, through a central angle of 15 degrees 12 minutes 40 seconds, an arc distance of 139.11 feet to a point; thence North 7 degrees 54 minutes 30 seconds West a distance of 28.66 feet to a point; thence in a Northwesterly direction along a curve to the right, having a radius of 476.00 feet, through a central angle of 6 degrees 00 minutes 09 seconds, an arc distance of 49.87 feet to a point; thence North 1 degree 54 minutes 22 seconds West a distance of 170.31 feet to the POINT OF BEGINNING and containing 2,123,008 Square Feet or 48.738 Acres, more or less.

Drawing of Corbin Park Property (labeled Corbin Park Property) on following page:

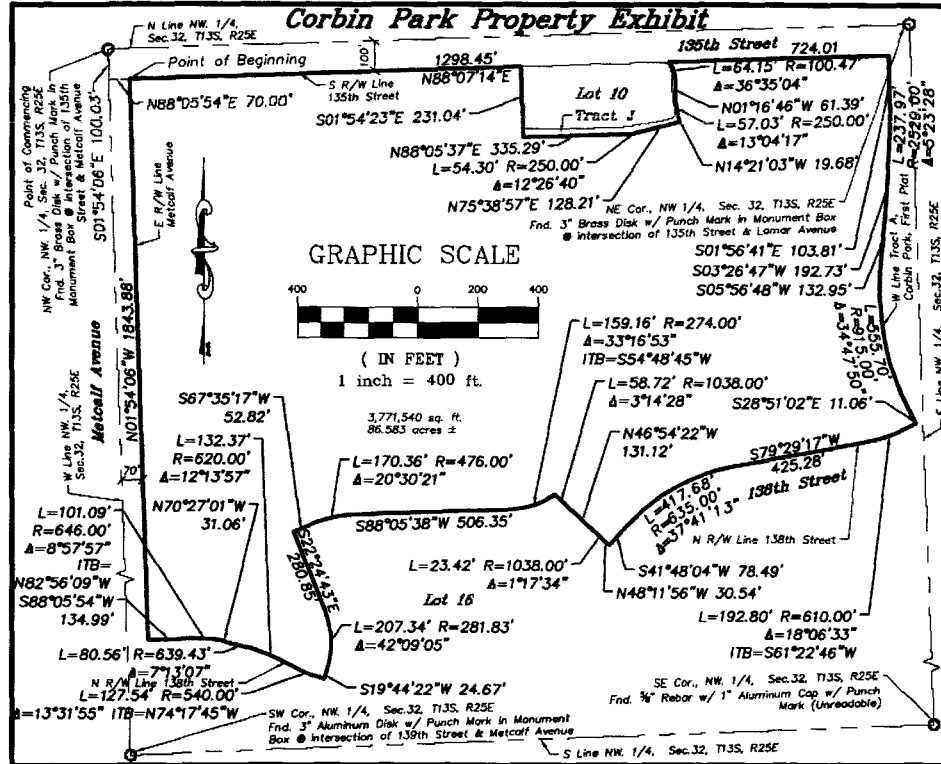
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OLSSON ASSOCIATES
 CONSULTING ENGINEERS
 7201 WEST 133RD STREET
 SUITE 200
 OVERLAND PARK, KS 66213
 913-381-1170
 913-381-1174 (FAX)

OLSSON ASSOCIATES

DATE	REVISION
10/24/05	Revised Lot 10 and Tr. J
10/17/05	Original Preparation

Drawn by: JAC
 Surveyed by: N/A
 Checked by: MEB
 Approved by: MEB
 Project no.: 2005-0388
 File name: 50368_LM2.dwg

EXHIBIT C
Legal Description of Restricted Zone 1

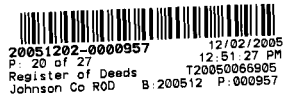
Restricted Zone 1

All that part of the Northwest Quarter of Section 32, Township 13 South, Range 25 East, in the City of Overland Park, Johnson County, Kansas, described as follows;

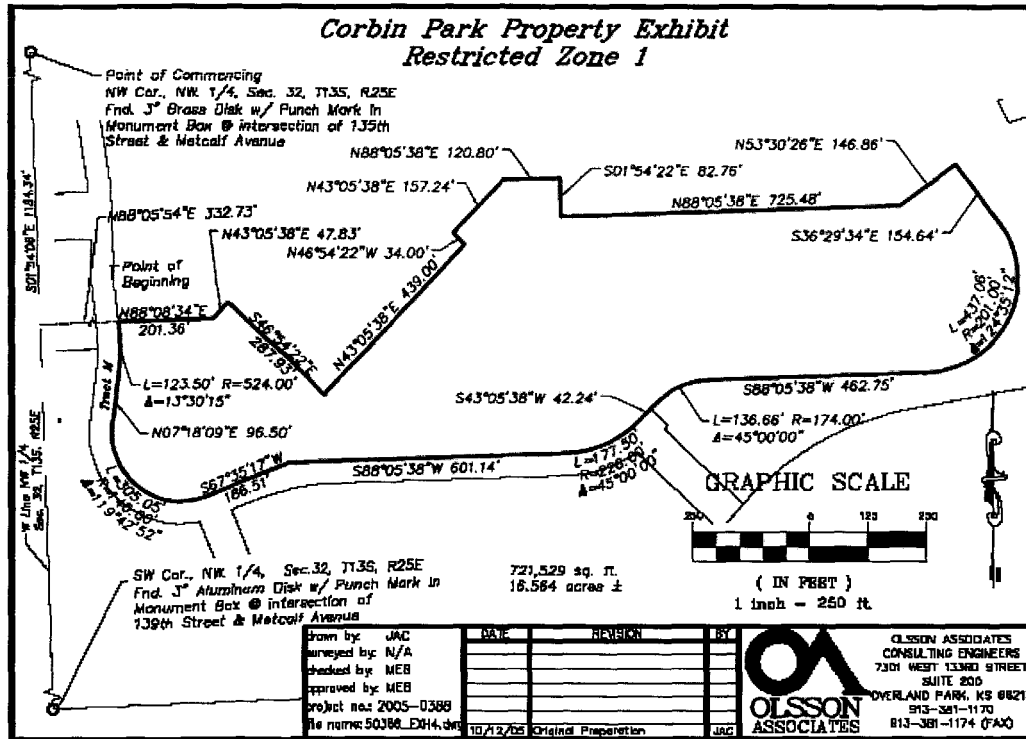
COMMENCING at the Northwest corner of the Northwest Quarter of Section 32, Township 13 South, Range 25 East; thence South 1 degree 54 minutes 06 seconds East along the West line of the Northwest Quarter of said Section 32 a distance of 1194.34 feet to a point; thence North 88 degrees 05 minutes 54 seconds East a distance of 332.73 feet to a point on the East line of Tract M, Corbin Park, Second Plat, a subdivision in the City of Overland Park, Johnson County, Kansas, the POINT OF BEGINNING; thence North 88 degrees 08 minutes 34 seconds East a distance of 201.36 feet to a point; thence North 43 degrees 05 minutes 38 seconds East a distance of 47.83 feet to a point; thence South 46 degrees 54 minutes 22 seconds East a distance of 287.93 feet to a point; thence North 43 degrees 05 minutes 38 seconds East a distance of 439.00 feet to a point; thence North 46 degrees 54 minutes 22 seconds West a distance of 34.00 feet to a point; thence North 43 degrees 05 minutes 38 seconds East a distance of 157.24 feet to a point; thence North 88 degrees 05 minutes 38 seconds East a distance of 120.80 feet to a point; thence South 1 degree 54 minutes 22 seconds East a distance of 82.76 feet to a point; thence North 88 degrees 05 minutes 38 seconds East a distance of 725.48 feet to a point; thence North 53 degrees 30 minutes 26 seconds East a distance of 146.86 feet to a point; thence South 36 degrees 29 minutes 34 seconds East a distance of 154.64 feet to a point; thence in a Southeasterly, Southerly and Southwesterly direction along a curve to the right, having a radius of 201.00 feet, through a central angle of 124 degrees 35 minutes 12 seconds, an arc distance of 437.06 feet to a point; thence South 88 degrees 05 minutes 38 seconds West a distance of 462.75 feet to a point; thence in a Southeasterly, Southerly and Southwesterly direction along a curve to the left, having a radius of 174.00 feet, through a central angle of 45 degrees 00 minutes 00 seconds, an arc distance of 136.66 feet to a point; thence South 43 degrees 05 minutes 38 seconds West along the Northeasterly prolongation of the North line of said Tract M a distance of 42.24 feet to a point on the North line of said Tract M; thence in a Southwesterly direction the North line of said Tract M and along a curve to the right, having a radius of 226.00 feet, through a central angle of 45 degrees 00 minutes 00 seconds, an arc distance of 177.50 feet to a point; thence South 88 degrees 05 minutes 38 seconds West along the North line of said Tract M a distance of 601.14 feet to a point; thence South 67 degrees 35 minutes 17 seconds West along the North line of said Tract M a distance of 186.51 feet to a point; thence in a Southwesterly, Westerly and Northwesterly direction along the Northerly and Easterly line of said Tract M and along a curve to the right, having a radius of 146.00 feet, through a central angle of 119 degrees 42 minutes 52 seconds, an arc distance of 305.05 feet to a point; thence North 7 degrees 18 minutes 09 seconds East along the East line of said Tract M a distance of 96.50 feet to a point; thence in a Northeasterly direction along the East line of said Tract M and along a curve to the left, having a radius of 524.00 feet, through a central angle of 13 degrees 30 minutes 15 seconds, an arc distance of 123.50 feet to the POINT OF BEGINNING and containing 721,529 Square Feet or 16.564 Acres, more or less.

Drawing of Restricted Zone 1 on following page:

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EXHIBIT D
Legal Description of Restricted Zone 2

Restricted Zone 2

All that part of the Northwest Quarter of Section 32, Township 13 South, Range 25 East, in the City of Overland Park, Johnson County, Kansas, described as follows;

COMMENCING at the Northwest corner of the Northwest Quarter of Section 32, Township 13 South, Range 25 East; thence South 1 degree 54 minutes 06 seconds East along the West line of the Northwest Quarter of said Section 32 a distance of 1017.08 feet to a point; thence North 88 degrees 05 minutes 54 seconds East a distance of 70.00 feet to a point on the East right of way line of Metcalf Avenue, said point also being the Northwest corner of Lot 3, Corbin Park, Second Plat, a subdivision in the City of Overland Park, Johnson County, Kansas, the POINT OF BEGINNING; thence North 88 degrees 06 minutes 11 seconds East along the North line of said Lot 3 a distance of 207.70 feet to the Northeast corner thereof; thence South 1 degree 54 minutes 22 seconds East along the East line of said Lot 3 a distance of 83.42 feet to a point; thence in a Southeasterly direction along the East line of said Lot 3 and along a curve to the left, having a radius of 524.00 feet, a central angle of 6 degrees 00 minutes 09 seconds, an arc distance of 54.90 feet to a point; thence South 7 degrees 54 minutes 30 seconds East along the East line of said Lot 3 a distance of 28.66 feet to a point; thence in a Southwesterly direction along the East line of said Lot 3, the West line of Tract I of said Corbin Park, Second Plat and along a curve to the right, having a radius of 476.00 feet, through a central angle of 15 degrees 12 minutes 40 seconds, an arc distance of 126.37 feet to a point; thence South 7 degrees 18 minutes 09 seconds West along the West line of said Tract I, a distance of 96.50 feet to a point; thence in a Southeasterly direction along the West line of said Tract I and along a curve to the left, having a radius of 194.00 feet, through a central angle of 109 degrees 35 minutes 32 seconds, an arc distance of 371.07 feet to the Northwest corner of Tract G of said Corbin Park, Second Plat; thence South 22 degrees 24 minutes 43 seconds East along the West line of said Tract G a distance of 283.87 feet to a point; thence in a Southwesterly direction along the West line of said Tract G and along a curve to the right, having a radius of 208.83 feet, through a central angle of 42 degrees 09 minutes 05 seconds, an arc distance of 153.63 feet to a point; thence South 19 degrees 44 minutes 22 seconds West along the West line of said Tract G a distance of 24.88 feet to a point on the North right of way line of 138th Street; thence in a Northwesterly direction along the North right of way line of 138th Street and along a curve to the right whose initial tangent bears North 66 degrees 32 minutes 39 seconds West, having a radius of 540.00 feet, through a central angle of 5 degrees 46 minutes 50 seconds, an arc distance of 54.48 feet to a point of reverse curvature; thence continuing along the North right of way line of 138th Street and along a curve to the left, having a radius of 620.00 feet, through a central angle of 12 degrees 13 minutes 57 seconds, an arc distance of 132.37 feet to a point of compound curvature; thence continuing along the North right of way line of 138th Street and along a curve to the left, having a radius of 639.43 feet, through a central angle of 7 degrees 13 minutes 07 seconds, an arc distance of 80.56 feet to a point; thence North 70 degrees 27 minutes 01 seconds West along the North right of way line of 138th Street a distance of 31.06 feet to a point; thence in a Northwesterly direction along the North right of way line of 138th Street and along a curve to the left whose initial tangent bears North 82 degrees 56 minutes 09 seconds West, having a radius of 646.00 feet, through a central angle of 8

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degrees 57 minutes 57 seconds, an arc distance of 101.09 feet to a point; thence South 88 degrees 05 minutes 54 seconds West along the North right of way line of 138th Street a distance of 134.99 feet to a point on the East right of way line of Metcalf Avenue; thence North 1 degree 54 minutes 06 seconds West along the East right of way line of Metcalf Avenue a distance of 926.83 feet to the POINT OF BEGINNING and containing 301,488 Square Feet or 6.921 Acres, more or less.

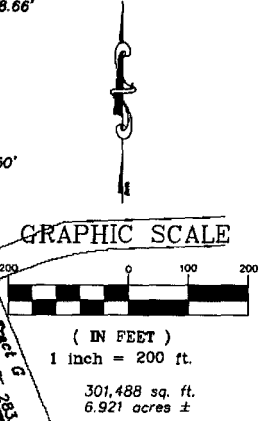
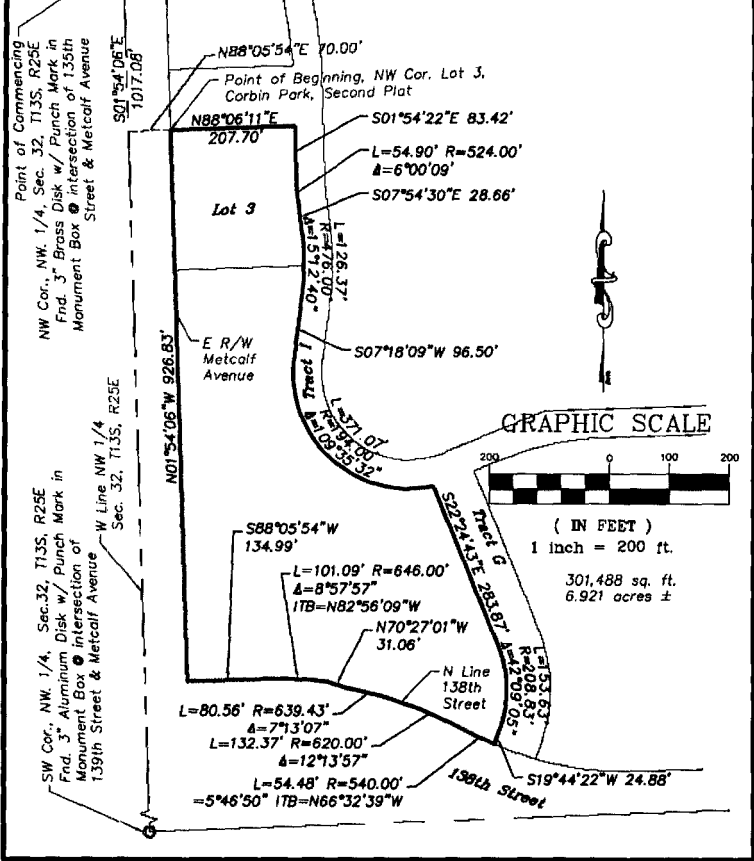
Drawing of Restricted Zone 2 on following page:

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Corbin Park Property Exhibit Restricted Zone 2




drawn by: JAC
 surveyed by: N/A
 checked by: MEB
 approved by: MEB
 project no.: 2005-0388
 file name: 50388_EXH3.dwg

DATE	REVISION	BY
10/12/05	Original Preparation	JAC



OLSSON ASSOCIATES
 CONSULTING ENGINEERS
 7301 WEST 133RD STREET
 SUITE 200
 OVERLAND PARK, KS 66213
 913-381-1170
 913-381-1174 (FAX)

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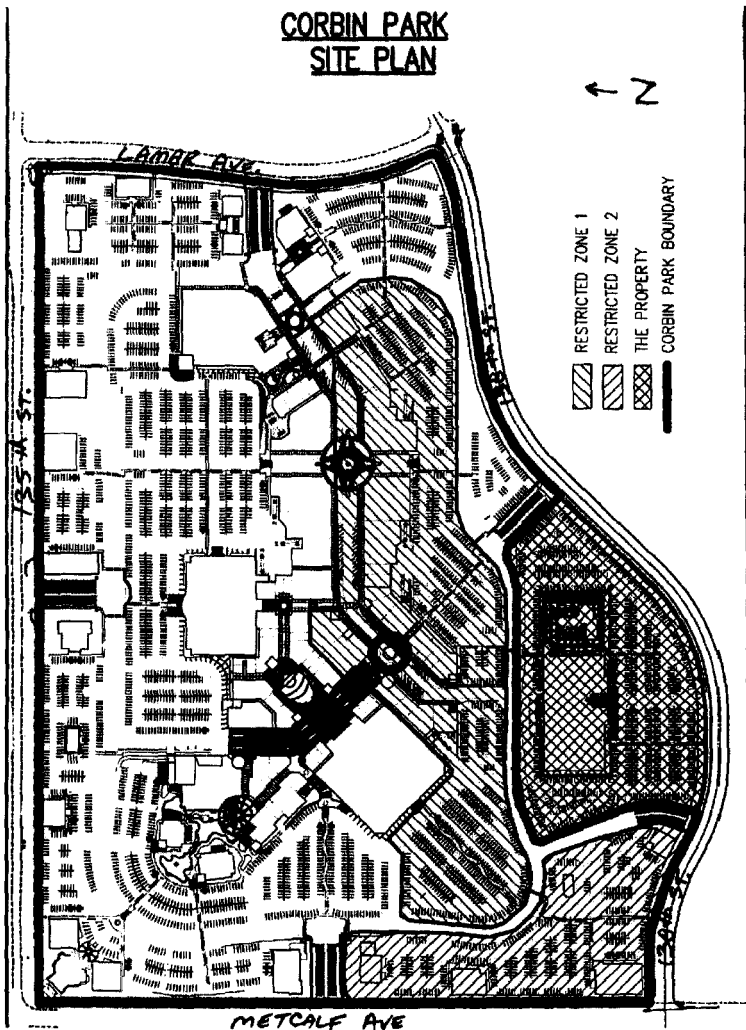


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EXHIBIT E

CORBIN PARK SITE PLAN



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EXHIBIT F
Rendering

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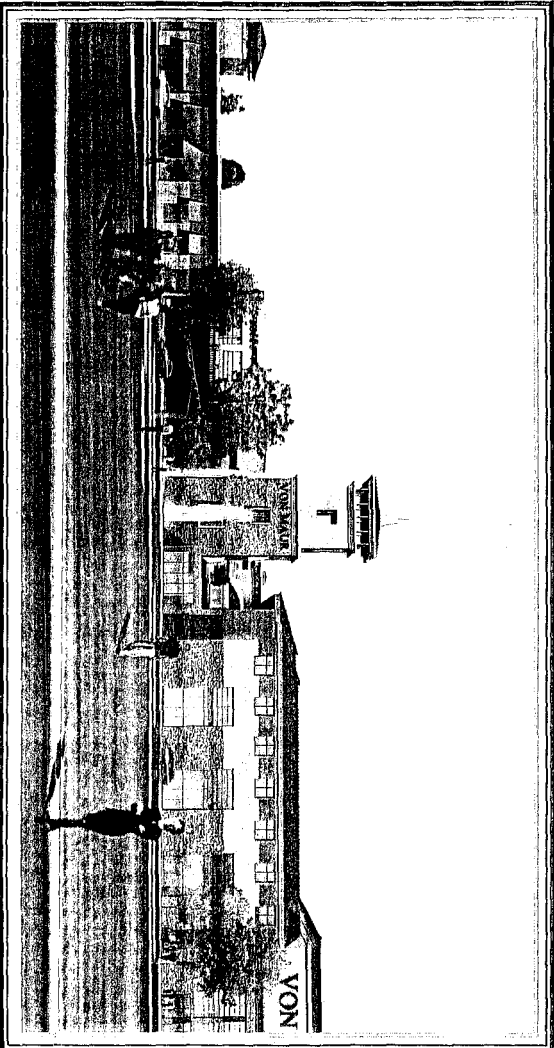
CORIN
 OPERATOR'S MANUAL

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DESIGNATED DRIVER
 OPERATOR'S MANUAL

3 View from Waterfall Avenue Entry

CORMAC



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