

STATE OF COLORADO
COUNTY OF LARIMER

RCPTN # 2000050080 07/26/2000 13:48:00 # PAGES - 3 FEE - \$15.00
M RODENBERGER RECORDER, LARIMER COUNTY CO STATE DOC FEE - \$.00

**DECLARATION OF COVENANTS
CONDITIONS AND RESTRICTIONS**

THIS DECLARATION, made on the date hereinafter set forth by Dial-Fort Collins I, L.L.C., a Nebraska limited liability company, hereinafter collectively referred to as "Declarant."

Witnesseth:

WHEREAS, Dial-Fort Collins I, L.L.C. is the owner of certain property in Harmony Village, in Larimer County, State of Colorado, which is more particularly described in Exhibit "A", attached hereto and made a part hereof.

NOW THEREFORE, Declarant hereby declares that all of the properties described in Exhibit "A" shall be held, sold and conveyed subject to the following easements, restrictions, covenants and conditions, which are for the purpose of protecting the value and desirability of, and which shall run with the real property and be binding on all parties having any right, title or interest in the described properties or any part thereof, their heirs, administrators, successors and assigns, and shall inure to the benefit of each owner thereof.

**Article I
Use Restrictions**

The following shall be restrictions on the use of the Properties that shall run with and bind the land, to-wit:

Declarant does hereby impose a restriction against the operation of casual dining steakhouses, such as Back Roadhouse Grill, Stuart Anderson's, Lone Star, Ryan's, Claim Jumper, etc. on lots 1, 9 and 11A.

**Article II
Setback**

There shall be a fifteen foot (15'-0") building line setback along the northern lot line of 11A for any single-user building to be constructed which contains more than 10,000 square feet. If a building to be constructed on 11A contains less than 10,000 square feet and/or is proposed to be used for multiple retailers/users, the fifteen foot building setback shall not be enforced, but Owner of 11B shall have architectural approval rights for that portion of such building which would be constructed within the fifteen foot setback area.

LR11236 B00 Y 1st American Heritage

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IN WITNESS WHEREOF, the undersigned, being the Declarant herein, has hereunto caused the execution of these presents this 14th day of July, 2000.

DIAL-FORT COLLINS I, L.L.C., a
Nebraska limited liability company

By: Its Managers

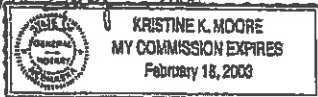
[Signature]
T.L. Cluff

[Signature]
J.F. Carter

STATE OF NEBRASKA)
)ss.
COUNTY OF DOUGLAS)

BEFORE ME, the undersigned Notary public in and for said county personally appeared T.L. Cluff, to me known to be the Manager of Dial - Harmony Office Building, L.L.C., a Nebraska limited liability company and the identical person whose signature is affixed to the foregoing Purchase Agreement as such, and he, being first duly sworn, acknowledged execution of the same to be his voluntary act and deed and the voluntary act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and Notarial Seal this 14th day of July, 2000.



[Signature]
NOTARY PUBLIC

My Commission Expires: 2/18/03

STATE OF NEBRASKA)
)ss.
COUNTY OF DOUGLAS)

BEFORE ME, the undersigned Notary public in and for said county personally appeared J.F. Carter, to me known to be the Manager of Dial - Harmony Office Building, L.L.C., a Nebraska limited liability company and the identical person whose signature is affixed to the foregoing Purchase Agreement as such, and he, being first duly sworn, acknowledged execution of the same to be his voluntary act and deed and the voluntary act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and Notarial Seal this 14th day of July, 2000.



[Signature]
NOTARY PUBLIC

My Commission Expires: 2/18/03

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EXHIBIT "A"
LEGAL DESCRIPTION

Lots 1, 11A and 11B, Harmony Village P.U.D., Replat No. 1, a portion of the Northeast one-quarter of Section 6, Township 6 North, Range 68 West, of the 6th P.M., City of Fort Collins, County of Larimer, State of Colorado.

Lot 9 Harmony Village, P.U.D., a portion of the Northeast one-quarter of Section 6, Township 6 North, Range 68 West, of the 6th P.M., City of Fort Collins, County of Larimer, State of Colorado.