

TRANSFER NOT NECESSARY  
ROGER REYNOLDS, CPA  
BY 5/8/15 CK DEPT.  
AUDITOR, BUTLER CO., OHIO



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Recorded: 05/07/2015 at 03:16:22 PM  
Fee Amt: \$108.00 Page 1 of 12  
Workflow# 0000247970-0009  
Butler County, Ohio  
Dan Crank COUNTY RECORDER  
File# 2015-00016940

BK **8792** PG **677**

010-27-0063 ADG

(ABOVE LINE FOR RECORDER'S USE ONLY)

### DECLARATION OF RESTRICTIONS

THIS DECLARATION OF RESTRICTIONS ("Declaration") is made as of this 6<sup>th</sup> day of May, 2015, by G129, LLC, an Ohio limited liability company ("G129"), ANCHOR GILMORE, LLC, an Ohio limited liability company ("Anchor"), and ANCHOR GILMORE HL, LLC, an Ohio limited liability company ("Retail Owner"), under the following circumstances:

A. G129 is the owner of certain real property located in Fairfield Township, Butler County, Ohio which real property is more particularly described in Exhibit A attached hereto and made a part hereof (the "G129 Property").

B. Anchor is the owner of real property located in Fairfield Township, Butler County, Ohio which real property is more particularly described in Exhibit B attached hereto and made a part hereof (the "Anchor Property").

C. Retail Owner is the owner of real property located in Fairfield Township, Butler County, Ohio which real property is more particularly described in Exhibit C attached hereto and made a part hereof (the "Retail Property").

D. G129, Anchor, and Retail Owner have agreed to certain restrictions in order to promote the development of the G129 Property, the Anchor Property, and the Retail Property (collectively, the "Property").

NOW, THEREFORE, in consideration of the preceding premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, G129, Anchor, and Retail Owner hereby declare as follows:

1. RESTRICTIONS. Except as indicated below, Anchor, G129, and Retail Owner declare and agree that no portion of the Property shall be used in whole or in part for any of the following uses:

1.1 store selling liquor, beer, or wine, provided, however, the sale of liquor, beer and/or wine shall be permitted in connection with the operation of a restaurant, provided such restaurant derives no more than forty percent (40%) of its gross annual sales from the sale of alcoholic beverages;

1.2 bowling alley, billiard parlor, arcade, or other place of amusement or recreation;

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- 1.3 second-hand store whose principal business is selling used merchandise;
- 1.4 pawn shop;
- 1.5 head shop or store selling marijuana;
- 1.6 payday loan or check cashing provider;
- 1.7 child care center (provided the same shall be permitted on that certain 2.676 acre portion of the G129 Property only);
- 1.8 funeral home or mortuary;
- 1.9 school, church, or other place of worship;
- 1.10 flea market;
- 1.11 tattoo parlor or body piercing establishment;
- 1.12 theater;
- 1.13 adult video store and adult book store;
- 1.14 adult entertainment club;
- 1.15 night club;
- 1.16 health club, exercise studio, or spa (provided the same shall be permitted on that certain 2.676 acre portion of the G129 Property and the Anchor Property only, subject to any such facility having a maximum floor area of 4,500 square feet), or massage parlor (provided, however, that the foregoing restriction shall not prohibit a salon or national tenant spa such as Massage Envy from offering massage services);
- 1.17 place of betting, gambling, bingo, or other gaming;
- 1.18 self service laundry facility;
- 1.19 on-site dry cleaner;
- 1.20 hotel, motel, or other place of residence (provided the same shall be permitted on that certain 2.676 acre portion of the G129 Property only);
- 1.21 car wash, auto body shop, or auto rental business (provided the same shall be permitted on that certain 2.676 acre portion of the G129 Property only);



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- 1.22 animal facility;
- 1.23 manufacturing operation; or
- 1.24 anything constituting a public or private nuisance.

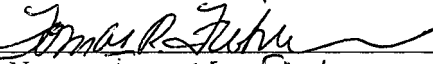
2. MISCELLANEOUS.

- 2.1 Binding Effect. Unless specifically stated otherwise, all restrictions contained herein are and shall be construed as running with the land. All of said restrictions shall be binding upon the Property, as indicated herein, and shall inure to the benefit of, and be enforced by any Owner of any portion of the Property, and each of their respective tenants, and the respective legal representatives, successors and assigns of each of them.
- 2.2 No Partnership. This Declaration shall not create an association, partnership, joint venture or a principal and agency relationship between the Owners or their respective tenants or licensees.
- 2.3 No Waiver. No waiver of any provision hereof shall be deemed to imply or constitute a further waiver thereof or any other provision set forth herein.
- 2.4 Severability. Should any provision hereof be declared invalid by a legislative, administrative or judicial body of competent jurisdiction, the other provisions hereof shall remain in full force and effect and shall be unaffected by same.
- 2.5 Notices. All notices and approvals required or permitted under this Declaration shall be served by hand delivery, by certified mail, return receipt requested, or by any private nationally recognized overnight type of delivery service, to any Owner of the Property at such address as such Owner may from time to time designate by written notice to the other Owners, or if any such Owner fails to provide such a notice, at the same address as listed as the tax mailing address for the portion of the Property owned by such Owner. Date of service of notice or approval shall be the date on which such notice or approval is received by the party to whom the same is sent.
- 2.6 Entire Agreement. This Declaration, together with the Exhibits attached hereto, contains the entire agreement between the parties and there are no other terms, expressed or implied, except as contained herein or therein.
- 2.7 No Merger. None of the rights created by this Declaration shall be merged or terminated due to the common ownership of any portion of the Property.



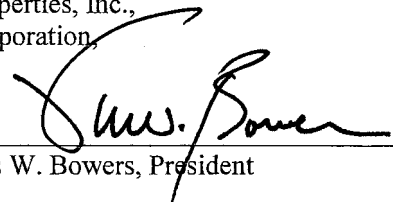
IN WITNESS WHEREOF, G129, Anchor and Retail Owner have executed this Declaration as of the date first written above.

G129, LLC,  
an Ohio limited liability company

By:   
Print Name: James Fiehrer  
Its: Authorized Member

ANCHOR GILMORE, LLC,  
an Ohio limited liability company

By: Anchor Properties, Inc.,  
an Ohio corporation,  
Its: Manager

By:   
Thomas W. Bowers, President

ANCHOR GILMORE HL, LLC,  
an Ohio limited liability company

By: Anchor Gilmore, LLC,  
an Ohio limited liability company  
Its: Sole Member

By: Anchor Properties, Inc.  
an Ohio corporation  
Its: Manager

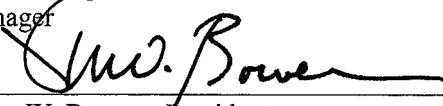
By:   
Thomas W. Bowers, President



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STATE OF OHIO )  
COUNTY OF Butler ) SS:

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of May, 2015, by Thomas Fichrer as Authorized Member of G129, LLC, an Ohio limited liability company, on behalf of such limited liability company.

Andrew David Graf  
Notary Public

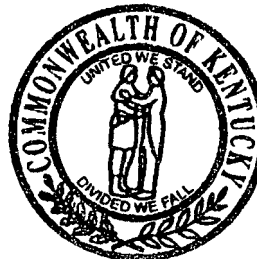


ANDREW DAVID GRAF  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date. Section 147.03 O.R.C.

KENTUCKY  
STATE OF ~~OHIO~~ )  
COUNTY OF KENTON ) SS:

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of MAY, 2015, by Thomas W. Bowers, the President of Anchor Properties, Inc., an Ohio corporation, and the Manager of Anchor Gilmore, LLC, an Ohio limited liability company, on behalf of such limited liability company.

Bryan S. Blade  
Notary Public



BRYAN S. BLADE  
Notary Public, Kentucky  
State At Large  
My Commission Expires  
January 6, 2019  
Notary ID# 524197



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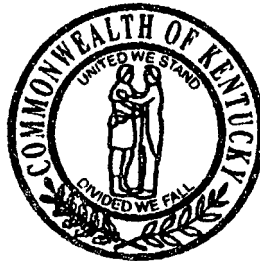
STATE OF KENTUCKY )  
COUNTY OF KENTON ) SS:

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of MAY, 2015, by Thomas W. Bowers, the President of Anchor Properties, Inc., an Ohio corporation, and the Manager of Anchor Gilmore, LLC, an Ohio limited liability company, and the sole member of Anchor Gilmore HL, LLC, an Ohio limited liability company, on behalf the limited liability company.

Bryan S. Blade  
Notary Public

This Instrument Prepared By:

David M. Meranus, Esq.  
Griffin Fletcher & Herndon LLP  
3500 Red Bank Road  
Cincinnati, OH 45227  
(513) 421-1313



**BRYAN S. BLADE**  
Notary Public, Kentucky  
State At Large  
My Commission Expires  
January 6, 2019  
Notary ID# 524197



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# MORTGAGEE CONSENT AND SUBORDINATION

The undersigned mortgagee under that certain real estate mortgage recorded in Official Record 7599, Page 744 of the Butler County, Ohio Records, hereby consents to all terms and conditions of the foregoing Declaration of Restrictions (the "Declaration") and further agrees that said mortgage shall be subordinate to the terms and easement rights granted in the Declaration.

EXECUTED ON:

This 7<sup>TH</sup> day of May, 2015

US BANK NATIONAL ASSOCIATION,

By: *Daniel G. Griesinger*  
Name: DANIEL G. GRIESINGER  
Title: VICE PRESIDENT

STATE OF Ohio )  
 ) SS:  
COUNTY OF Butler )

The foregoing instrument was acknowledged before me this 7 day of May, 2015, by Daniel G. Griesinger, the Vice President of US Bank, National Association, on behalf of the same.

*Roxanna J. Koelblin*  
Notary Public



**Roxanna J. Koelblin**  
Notary Public State of Ohio  
My Commission Expires  
January 24, 2017

EXHIBIT A

January 28, 2015

**Legal Description:** 2.676 Acres (Parcel C)

Situated in Section 19, Town 2, Range 3, Fairfield Township, part lot 430, Butler County, Ohio and being more particularly described as follows:

Commencing at the northwest corner of Section 19 and the centerline intersection of Princeton Road and said Gilmore Road, thence South  $05^{\circ} 16' 01''$  West, 1065.52 feet; thence departing the said centerline of Gilmore Road, South  $84^{\circ} 42' 13''$  East, 591.11 feet; thence South  $5^{\circ} 17' 47''$  West, 20.00 feet to the point of beginning of the parcel herein described; thence South  $84^{\circ} 42' 13''$  East, 257.00 feet; thence South  $05^{\circ} 17' 47''$  West, 453.68 feet to the northerly LA R/W of State Route 129; thence along the said northerly LA R/W of State Route 129, North  $84^{\circ} 41' 02''$  West, 257.00 feet; thence departing the said northerly LA R/W of State Route 129, North  $05^{\circ} 17' 47''$  East, 453.59 feet to the point of beginning.

The above described tract contains 2.676 Acres of land and is subject to all easements and restrictions of record.

Basis of Bearings:   Bearings based on Ohio State Plane Coordinate  
System – South Zone

This description was prepared by Robert J. Trenkamp, Licensed Land Surveyor in Ohio (No. 8304) and is based on a survey made by Thomas Graham Associates, Inc. dated January 28, 2015, of record in Vol. 57, Pg. 47 of the Butler County Engineer's Records.





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## EXHIBIT A

January 28, 2015

### **Legal Description:** 1.695 Acres (Parcel D)

Situated in Section 19, Town 2, Range 3, Fairfield Township, part lot 430, Butler County, Ohio and being more particularly described as follows:

Beginning in the centerline of Gilmore Road, said point being South 05° 16' 01" West, 733.55 feet from the northwest corner of Section 19 and the centerline intersection of Princeton Road and said Gilmore Road; thence departing the said centerline of Gilmore Road, North 89° 21' 33" East, 216.47 feet; thence South 05° 18' 19" West, 354.36 feet; thence North 84° 42' 13" West, 215.08 feet to the said centerline of Gilmore Road; thence along the said centerline of Gilmore Road, North 05° 16' 01" East, 331.97 feet to the point of beginning.

The above described tract contains 1.695 Acres of land and is subject to all easements and restrictions of record and the legal right-of-way of Gilmore Road.

Basis of Bearings:   Bearings based on Ohio State Plane Coordinate  
                          System – South Zone

This description was prepared by Robert J. Trenkamp, Licensed Land Surveyor in Ohio (No. 8304) and is based on a survey made by Thomas Graham Associates, Inc. dated January 28, 2015, of record in Vol. 57, Pg. 47 of the Butler County Engineer's Records.



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## EXHIBIT B

Situate in Section 19, Town 2, Range 3, and being part of Lot 430, Fairfield Township, Butler County, Ohio, and being all of Lot 4 (also being known as Lot 8933) of the Princeton and Gilmore Subdivision as shown on that certain plat recorded at Book 8085, page 2068, of the Butler County, Ohio, Records.

EXHIBIT B

January 28, 2015



**Legal Description:** 1.412 Acres (Parcel E-2)

Situated in Section 19, Town 2, Range 3, Fairfield Township, part lot 430, Butler County, Ohio and being more particularly described as follows:

Commencing at the northwest corner of Section 19 and the centerline intersection of Princeton Road and said Gilmore Road, thence South  $05^{\circ} 16' 01''$  West, 713.44 feet; thence departing the said centerline of Gilmore Road, along the south line of said lot 8933, North  $89^{\circ} 21' 33''$  East, 267.00 feet; thence North  $77^{\circ} 11' 28''$  East, 115.23 feet; thence North  $66^{\circ} 34' 40''$  East, 112.80 feet; thence North  $80^{\circ} 53' 37''$  East, 91.62 feet to the point of beginning of the parcel herein described; thence North  $5^{\circ} 17' 47''$  East, 215.39 feet; thence South  $84^{\circ} 42' 13''$  East, 285.54 feet; thence South  $5^{\circ} 17' 47''$  West, 215.39 feet; thence North  $84^{\circ} 42' 13''$  West, 285.54 feet to the point of beginning.

The above described tract contains 1.412 Acres of land and is subject to all easements and restrictions of record.

Basis of Bearings:     Bearings based on Ohio State Plane Coordinate  
                                 System – South Zone

This description was prepared by Robert J. Trenkamp, Licensed Land Surveyor in Ohio (No. 8304) and is based on a survey made by Thomas Graham Associates, Inc. dated January 28, 2015, of record in Vol. 57, Pg. 47 of the Butler County Engineer's Records.



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## EXHIBIT C

January 28, 2015

**Legal Description:** 6.866 Acres (Parcel E-1 – Hobby Lobby Parcel)

Situated in Section 19, Town 2, Range 3, Fairfield Township, part lot 430, Butler County, Ohio and being more particularly described as follows:

Beginning in the centerline of Gilmore Road, being the southwest corner of lot 8933 of Princeton & Gilmore Subdivision as recorded in Plat Envelope 8085, Pages 2068-2069, said point also being South 05° 16' 01" West, 713.44 feet from the northwest corner of Section 19 and the centerline intersection of Princeton Road and said Gilmore Road; thence departing the said centerline of Gilmore Road along the south line of said lot 8933, North 89° 21' 33" East, 267.00 feet; thence North 77° 11' 28" East, 115.23 feet; thence North 66° 34' 40" East, 112.80 feet; thence North 80° 53' 37" East, 91.62 feet; thence departing the said south line of lot 8933, South 84° 42' 13" East, 285.54 feet; thence South 05° 17' 47" West, 512.49 feet; thence North 84° 42' 13" West, 257.00 feet; thence North 05° 17' 47" East, 20.00 feet; thence North 84° 42' 13" West, 376.03 feet; thence North 05° 18' 19" East, 354.36 feet; thence South 89° 21' 33" West, 216.47 feet to the said centerline of Gilmore Road; thence with the said centerline of Gilmore Road, North 05° 16' 01" East, 20.11 feet to the point of beginning.

The above described tract contains 6.866 Acres of land and is subject to all easements and restrictions of record and the legal right-of-way of Gilmore Road.

Basis of Bearings:     Bearings based on Ohio State Plane Coordinate  
   System – South Zone

This description was prepared by Robert J. Trenkamp, Licensed Land Surveyor in Ohio (No. 8304) and is based on a survey made by Thomas Graham Associates, Inc. dated January 28, 2015, of record in Vol. 57, Pg. 47 of the Butler County Engineer's Records.