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DEBORAH L. PEYTON, RECORDER/REGISTRA
DELAWARE COUNTY IOWA

NOTICE OF NEGATIVE PLEDGE

(Recorder's Cover Sheet)

Preparer Information: *(name, address & phone number)*

James J. Brault
Rogin, Nassau, Caplan, Lassman & Hirtle, LLC
185 Asylum St., Hartford, CT 06103
(860) 278-7480

Taxpayer information: *(name & complete address)*

C and G Partnership
1440 Field of Dreams Way
Dyersville, Iowa 52040-2501

Return Document to: *(name & complete address)*

X James J. Brault
Rogin, Nassau, Caplan, Lassman & Hirtle, LLC
185 Asylum St., CityPlace I, 22nd Fl.
Hartford, CT 06103

Grantors:	**Grantees:**
C and G Partnership	TD Banknorth, N.A.

Legal Description is located on page: 5

Document or instrument number of previously recorded documents:

NOTICE OF NEGATIVE PLEDGE

This Notice of Negative Pledge is executed by **C and G Partnership** ("C and G"), an Iowa general partnership with a place of business in Dyersville, Iowa, in favor of **TD Banknorth, N.A.** ("Banknorth"), a national association with a place of business in Glastonbury, Connecticut.

This Notice of Negative Pledge can only be released by Banknorth or its successors or assigns.

This notice, to be recorded on the land records in the City of Dyersville, Delaware County, Iowa, affects property known as 1440 Field of Dreams Way, Dyersville, Iowa, which property is described in Schedule A attached hereto (the "Property").

This shall serve as notice that, as more particularly set forth in a certain Commercial Loan Agreement of even date between, inter alia, Banknorth and C and G (the "Loan Agreement"), C and G has agreed not to:

(i) sell, exchange or otherwise transfer the Property or any interest in the Property; and

(ii) suffer to exist any liens, claims or encumbrances against the Property, except for liens, claims and encumbrances existing on the date hereof that have been consented to by Banknorth; and

(iii) lease to Property, except for leases consented to by Banknorth.

A copy of the Loan Agreement is maintained at the offices of Banknorth at 2461 Main Street, Glastonbury, Connecticut 06033.

Dated as of March 6, 2006.

Witness:

C and G Partnership

By_____
Barry Goldsher
A General Partner

By_____
Charles R. Clark, Jr.
A General Partner

Witness

Witness

TD Banknorth, N.A.

By _____
Kathleen Sullivan
Its Vice President

STATE OF CONNECTICUT)
) ss. South Windsor
COUNTY OF Hartford)

On this the 2nd day of March, 2006, personally appeared Barry Goldsher, a General Partner of C and G Partnership, Signer and Sealer of the foregoing instrument and acknowledged the same to be his free act and deed as such General Partner and the free act and deed of said partnership, before me.

_____
~~Commissioner of the Superior Court~~
~~Notary Public~~
~~My Commission Expires:~~ _____

STATE OF Arizona)
) ss. _____
COUNTY OF Maricopa)

On this the 28 day of February, 2006, personally appeared Charles R. Clark, Jr., a General Partner of C and G Partnership, Signer and Sealer of the foregoing instrument and acknowledged the same to be his free act and deed as such General Partner and the free act and deed of said partnership, before me.

OFFICIAL SEAL
JOAN M. FOGGE
NOTARY PUBLIC-ARIZONA
MARICOPA COUNTY
My Commission Expires April 12, 2009

_____
Commissioner of the Superior Court
Notary Public
My Commission Expires: April 12, 2009

STATE OF CONNECTICUT)
) ss. Glastonbury
COUNTY OF Hartford)

On this the 6th day of March, 2006, personally appeared Kathleen Sullivan, Vice President of TD Banknorth, N.A., Signer and Sealer of the foregoing instrument and acknowledged the same to be her free act and deed as such officer and the free act and deed of said national association, before me.

Kelly Shepard
~~Commissioner of the Superior Court~~
Notary Public
My Commission Expires:

KELLY SHEPARD
Notary Public
CONNECTICUT
My Commission Expires:
September 30, 2010

KELLY SHEPARD NOTARY PUBLIC STATE OF CONNECTICUT

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SCHEDULE A

DESCRIPTION OF PREMISES

Lots one (1) and two (2) of Lammers Acres, a Subdivision of Part of the West ½ of the SE 1/4 of Section ~~XX~~ 36 Township 89 North, Range 3 West of the 5th P.M., City of Dyersville, Delaware County, Iowa, according to plat recorded in Book 7 Plats, Page 154.