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**CITY CLERK
LAWRENCE, KANSAS**

PETITION

TO THE GOVERNING BODY OF THE CITY OF LAWRENCE, KANSAS:

We, the undersigned, owners of record of property located within the City of Lawrence, Kansas (the "City") do hereby respectfully request that the Governing Body of the City create and designate an improvement district for the purpose of making certain improvements in the manner provided by K.S.A. 12-6a01, *et seq.*

1. The general nature of the proposed improvements are as follows:

THE CONSTRUCTION OF TURN LANE IMPROVEMENTS ALONG WESTBOUND WEST 6TH STREET (U.S. HIGHWAY 40) AND TURN LANE AND MEDIAN IMPROVEMENTS ALONG NORTHBOUND WAKARUSA DRIVE, INCLUDING SIDEWALKS, SUBGRADE STABILIZATION, STORMWATER IMPROVEMENTS, UTILITY RELOCATION, AND OTHER NECESSARY AND APPROPRIATE IMPROVEMENTS.

(The "Improvements").

2. The estimated or probable maximum cost of the Improvements is:

\$800,000.00 (to be increased at the pro-rata rate of 1 percent per month from and after the adoption date of the resolution authorizing the Improvements), plus costs of issuance and plus costs of interest on any temporary financing.

3. The extent of the proposed improvement district to be assessed is:

- a. TRACT 1 –Douglas County Plate No. _____, Free State Holdings, Inc.:

LOT 1, IN BLOCK ONE, IN BAUER FARM, 1ST PLAT, A SUBDIVISION IN THE CITY OF LAWRENCE, DOUGLAS COUNTY, KANSAS.

- b. TRACT 2 –Douglas County Plate No. _____, Free State Holdings, Inc.:

LOT 2, IN BLOCK ONE, IN BAUER FARM, 1ST PLAT, A SUBDIVISION IN THE CITY OF LAWRENCE, DOUGLAS COUNTY, KANSAS.

- c. TRACT 3 –Douglas County Plate No. _____, Free State Holdings, Inc.:

LOT 3, IN BLOCK ONE, IN BAUER FARM, 1ST PLAT, A SUBDIVISION IN THE CITY OF LAWRENCE, DOUGLAS COUNTY, KANSAS.

- d. TRACT 4 –Douglas County Plate No. _____, Free State Holdings, Inc.:

LOT 1, IN BLOCK TWO, IN BAUER FARM, 1ST PLAT, A SUBDIVISION IN THE CITY OF LAWRENCE, DOUGLAS COUNTY, KANSAS.

- e. TRACT 5 –Douglas County Plate No. _____, Free State Holdings, Inc.:

LOT 2, IN BLOCK TWO, IN BAUER FARM, 1ST PLAT, A SUBDIVISION IN THE CITY OF LAWRENCE, DOUGLAS COUNTY, KANSAS.

- f. TRACT 6 –Douglas County Plate No. _____, Free State Holdings, Inc.:

LOT 3, IN BLOCK TWO, IN BAUER FARM, 1ST PLAT, A SUBDIVISION IN THE CITY OF LAWRENCE, DOUGLAS COUNTY, KANSAS.

- g. TRACT 7 –Douglas County Plate No. _____, Free State Holdings, Inc.:

LOT 1, IN BLOCK THREE, IN BAUER FARM, 1ST PLAT, A SUBDIVISION IN THE CITY OF LAWRENCE, DOUGLAS COUNTY, KANSAS.

- h. TRACT 8 –Douglas County Plate No. _____, Free State Holdings, Inc.:

LOT 2, IN BLOCK THREE, IN BAUER FARM, 1ST PLAT, A SUBDIVISION IN THE CITY OF LAWRENCE, DOUGLAS COUNTY, KANSAS.

- i. TRACT 9 –Douglas County Plate No. _____, Free State Holdings, Inc.:

LOT 3, IN BLOCK THREE, IN BAUER FARM, 1ST PLAT, A SUBDIVISION IN THE CITY OF LAWRENCE, DOUGLAS COUNTY, KANSAS.

- j. TRACT 10 –Douglas County Plate No. _____, Free State Group, L.L.C.:

BEGINNING AT THE NORTHWEST CORNER OF TRACT A OF SAID BAUER FARM, 1ST PLAT; THENCE SOUTH 01°48'22" EAST, ALONG THE WEST LINE OF SAID TRACT A, 123.23 FEET; THENCE SOUTH 74°04'35" EAST, ALONG SAID WEST LINE, 79.88 FEET; THENCE SOUTH 15°50'56" WEST, ALONG SAID WEST LINE, 108.32 FEET; THENCE ALONG THE SOUTHERLY LINE OF SAID TRACT A, ON A 280.50 FOOT RADIUS CURVE TO THE RIGHT, WITH A 112.11 FOOT CHORD BEARING SOUTH 54°20'01" EAST, AN ARC DISTANCE OF 112.87 FEET; THENCE NORTH 47°11'38" EAST, ALONG SAID SOUTHERLY LINE, 133.89 FEET TO THE WEST RIGHT-OF-WAY LINE OF CHAMPION LANE; THENCE ALONG SAID WEST RIGHT-OF-WAY LINE ON A 315.00 FOOT RADIUS CURVE

TO THE LEFT, WITH A 111.29 FOOT CHORD BEARING SOUTH 47°04'22" EAST, AN ARC DISTANCE OF 111.88 FEET; THENCE CONTINUING ALONG SAID WEST RIGHT-OF-WAY LINE ON A 235.00 FOOT RADIUS CURVE TO THE RIGHT WITH A 151.43 FOOT CHORD BEARING SOUTH 38°27'08" EAST, AN ARC DISTANCE OF 154.18 FEET; THENCE SOUTH 24°45'32" WEST, ALONG SAID WEST RIGHT-OF-WAY LINE, 47.00 FEET TO THE NORTH RIGHT-OF-WAY LINE OF BAUER FARM DRIVE; THENCE SOUTH 88°11'38" WEST, ALONG SAID NORTH RIGHT-OF-WAY LINE, 711.18 FEET; THENCE CONTINUING ALONG SAID NORTH RIGHT-OF-WAY LINE ON A 105.00 FOOT RADIUS CURVE TO THE RIGHT, WITH A 103.55 FOOT CHORD BEARING NORTH 62°15'41" WEST, AN ARC DISTANCE OF 108.29 FEET; THENCE CONTINUING ALONG SAID NORTH RIGHT-OF-WAY LINE ON A 165.00 FOOT RADIUS CURVE TO THE LEFT, WITH A 162.72 FOOT CHORD BEARING NORTH 62°15'42" WEST, AN ARC DISTANCE OF 170.16 FEET; THENCE SOUTH 88°11'38" WEST, ALONG SAID NORTH RIGHT-OF-WAY LINE, 66.84 FEET TO THE EAST RIGHT-OF-WAY LINE OF WAKARUSA DRIVE; THENCE NORTH 04°15'53" WEST, ALONG SAID EAST RIGHT-OF-WAY LINE, 220.49 FEET; THENCE NORTH 01°55'21" WEST, ALONG SAID EAST RIGHT-OF-WAY LINE, 121.41 FEET TO THE SOUTH RIGHT-OF-WAY LINE OF OVERLAND DRIVE; THENCE NORTH 88°11'38" EAST, ALONG SAID SOUTH RIGHT-OF-WAY LINE, 637.68 FEET TO THE POINT OF BEGINNING. CONTAINS 8.114 ACRES, MORE OR LESS;.

- k. TRACT 11 –Douglas County Plate No. _____, Free State Group, L.L.C.:

BEGINNING AT THE NORTHEAST CORNER OF TRACT B OF SAID BAUER FARM, 1ST PLAT, SAID POINT BEING ON THE SOUTH RIGHT-OF-WAY LINE OF OVERLAND DRIVE; THENCE NORTH 88°11'38" EAST, ALONG SAID SOUTH RIGHT-OF-WAY LINE, 391.46 FEET; THENCE SOUTH 01°48'22" EAST, 473.00 FEET TO THE NORTH RIGHT-OF-WAY LINE OF BAUER FARM DRIVE; THENCE SOUTH 88°11'38" WEST, ALONG SAID NORTH RIGHT-OF-WAY LINE, 299.07 FEET TO THE EAST RIGHT-OF-WAY LINE OF CHAMPION LANE; THENCE NORTH 44°19'14" WEST, ALONG SAID EAST RIGHT-OF-WAY LINE, 56.40 FEET; THENCE CONTINUING ALONG SAID EAST RIGHT-OF-WAY LINE ON A 315.00 FOOT RADIUS CURVE TO THE LEFT, WITH A 128.76 FOOT CHORD BEARING NORTH 26°44'00" WEST, AN ARC DISTANCE OF 129.68 FEET; THENCE NORTH 01°48'22" WEST, 314.66 FEET TO THE POINT OF BEGINNING. CONTAINS 4.094 ACRES, MORE OR LESS.

(The "Improvement District").

4. The proposed method of assessment shall be:

Each lot within the Improvement district shall be assessed based on a ratio of the square footage of each lot to the square footage of the entire improvement district.


5. The proposed apportionment of cost between the Improvement District and the City at Large is:

One hundred percent (100%) of the cost of the improvement shall be paid by the Improvement district.

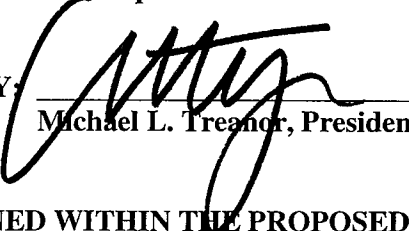
6. The signers of this Petition who have dedicated or conveyed property necessary for the street improvements hereby request that, pursuant to K.S.A. 12-692, the Governing Body exempt such property from special assessments related to the costs of acquiring land necessary for the construction of the street improvements.
7. The signers of this Petition hereby request that the Improvements be made without notice and hearing as required by K.S.A. 12-6a04(a).

NAMES MAY NOT BE WITHDRAWN FROM THE PETITION BY THE SIGNERS THEREOF AFTER THE GOVERNING BODY COMMENCES CONSIDERATION OF THE PETITION OR LATER THAN SEVEN (7) DAYS AFTER FILING OF THE PETITION WITH THE CITY CLERK, WHICHEVER OCCURS FIRST.

FREE STATE GROUP, L.L.C.,
a Kansas limited liability company

BY: 
Michael L. Treanor, Manager

FREE STATE HOLDINGS, INC.,
a Kansas corporation

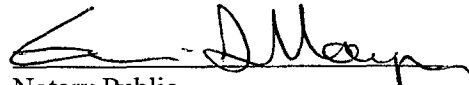
BY: 
Michael L. Treanor, President

LEGAL DESCRIPTION OF PROPERTY OWNED WITHIN THE PROPOSED IMPROVEMENT DISTRICT:

See attached Exhibit A.

STATE OF KANSAS)
)
DOUGLAS COUNTY)

I, the undersigned Notary Public, hereby certify that the signature of Michael L. Treanor, as Manager of Free State Group, L.L.C., and as President of Free State Holdings, Inc., is genuine and that this document was signed by such individual on behalf of said companies before me on this 15th day of September, 2008.


Notary Public

My appointment expires:

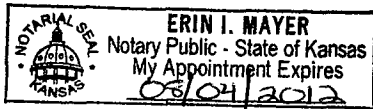


EXHIBIT A

LEGAL DESCRIPTION OF LAND OWNED BY FREE STATE HOLDINGS, INC.

LOTS 1, 2 AND 3 IN BLOCK ONE; LOTS 1, 2 AND 3 IN BLOCK TWO; LOTS 1, 2 AND 3 IN BLOCK THREE; IN BAUER FARM, 1ST PLAT, A SUBDIVISION IN THE CITY OF LAWRENCE, DOUGLAS COUNTY, KANSAS. CONTAINS 7.931 ACRES, MORE OR LESS;

LEGAL DESCRIPTION OF LAND OWNED BY FREE STATE GROUP, L.L.C.

BEGINNING AT THE NORTHWEST CORNER OF TRACT A OF SAID BAUER FARM, 1ST PLAT; THENCE SOUTH $01^{\circ}48'22''$ EAST, ALONG THE WEST LINE OF SAID TRACT A, 123.23 FEET; THENCE SOUTH $74^{\circ}04'35''$ EAST, ALONG SAID WEST LINE, 79.88 FEET; THENCE SOUTH $15^{\circ}50'56''$ WEST, ALONG SAID WEST LINE, 108.32 FEET; THENCE ALONG THE SOUTHERLY LINE OF SAID TRACT A, ON A 280.50 FOOT RADIUS CURVE TO THE RIGHT, WITH A 112.11 FOOT CHORD BEARING SOUTH $54^{\circ}20'01''$ EAST, AN ARC DISTANCE OF 112.87 FEET; THENCE NORTH $47^{\circ}11'38''$ EAST, ALONG SAID SOUTHERLY LINE, 133.89 FEET TO THE WEST RIGHT-OF-WAY LINE OF CHAMPION LANE; THENCE ALONG SAID WEST RIGHT-OF-WAY LINE ON A 315.00 FOOT RADIUS CURVE TO THE LEFT, WITH A 111.29 FOOT CHORD BEARING SOUTH $47^{\circ}04'22''$ EAST, AN ARC DISTANCE OF 111.88 FEET; THENCE CONTINUING ALONG SAID WEST RIGHT-OF-WAY LINE ON A 235.00 FOOT RADIUS CURVE TO THE RIGHT WITH A 151.43 FOOT CHORD BEARING SOUTH $38^{\circ}27'08''$ EAST, AN ARC DISTANCE OF 154.18 FEET; THENCE SOUTH $24^{\circ}45'32''$ WEST, ALONG SAID WEST RIGHT-OF-WAY LINE, 47.00 FEET TO THE NORTH RIGHT-OF-WAY LINE OF BAUER FARM DRIVE; THENCE SOUTH $88^{\circ}11'38''$ WEST, ALONG SAID NORTH RIGHT-OF-WAY LINE, 711.18 FEET; THENCE CONTINUING ALONG SAID NORTH RIGHT-OF-WAY LINE ON A 105.00 FOOT RADIUS CURVE TO THE RIGHT, WITH A 103.55 FOOT CHORD BEARING NORTH $62^{\circ}15'41''$ WEST, AN ARC DISTANCE OF 108.29 FEET; THENCE CONTINUING ALONG SAID NORTH RIGHT-OF-WAY LINE ON A 165.00 FOOT RADIUS CURVE TO THE LEFT, WITH A 162.72 FOOT CHORD BEARING NORTH $62^{\circ}15'42''$ WEST, AN ARC DISTANCE OF 170.16 FEET; THENCE SOUTH $88^{\circ}11'38''$ WEST, ALONG SAID NORTH RIGHT-OF-WAY LINE, 66.84 FEET TO THE EAST RIGHT-OF-WAY LINE OF WAKARUSA DRIVE; THENCE NORTH $04^{\circ}15'53''$ WEST, ALONG SAID EAST RIGHT-OF-WAY LINE, 220.49 FEET; THENCE NORTH $01^{\circ}55'21''$ WEST, ALONG SAID EAST RIGHT-OF-WAY LINE, 121.41 FEET TO THE SOUTH RIGHT-OF-WAY LINE OF OVERLAND DRIVE; THENCE NORTH $88^{\circ}11'38''$ EAST, ALONG SAID SOUTH RIGHT-OF-WAY LINE, 637.68 FEET TO THE POINT OF BEGINNING. CONTAINS 8.114 ACRES, MORE OR LESS;

AND,

BEGINNING AT THE NORTHEAST CORNER OF TRACT B OF SAID BAUER FARM, 1ST PLAT, SAID POINT BEING ON THE SOUTH RIGHT-OF-WAY LINE OF OVERLAND DRIVE; THENCE NORTH $88^{\circ}11'38''$ EAST, ALONG SAID SOUTH RIGHT-OF-WAY LINE, 391.46 FEET; THENCE SOUTH $01^{\circ}48'22''$ EAST, 473.00 FEET TO THE NORTH RIGHT-OF-WAY LINE OF BAUER FARM DRIVE; THENCE SOUTH $88^{\circ}11'38''$ WEST, ALONG

SAID NORTH RIGHT-OF-WAY LINE, 299.07 FEET TO THE EAST RIGHT-OF-WAY LINE OF CHAMPION LANE; THENCE NORTH $44^{\circ}19'14''$ WEST, ALONG SAID EAST RIGHT-OF-WAY LINE, 56.40 FEET; THENCE CONTINUING ALONG SAID EAST RIGHT-OF-WAY LINE ON A 315.00 FOOT RADIUS CURVE TO THE LEFT, WITH A 128.76 FOOT CHORD BEARING NORTH $26^{\circ}44'00''$ WEST, AN ARC DISTANCE OF 129.68 FEET; THENCE NORTH $01^{\circ}48'22''$ WEST, 314.66 FEET TO THE POINT OF BEGINNING. CONTAINS 4.094 ACRES, MORE OR LESS.

ALL OF THE ABOVE CONTAINS 20.139 ACRES, MORE OR LESS.