

FILED SARPY CO. NE.
INSTRUMENT NUMBER
2007-19432

2007 JUN 29 A 11:17 3

Shirley J. Howling
REGISTER OF DEEDS

COUNTER P C.E. ✓
VERIFY an D.E. LM
PROOF P
FEES \$ 15.50
CHECK # 10188
CHG. _____ CASH _____
REFUND _____ CREDIT _____
SHORT _____ NCR _____

EXHIBIT A

MEMORANDUM OF PARTIAL ASSUMPTION AGREEMENT

VENTEICHER LIMITED LIABILITY COMPANY, a Nebraska limited liability company ("**Borrower**"); COTTONWOOD PROPERTIES, L.L.C., a Delaware limited liability company ("**Buyer or Assumptor**"), with a mailing address at 2533 North 117th Avenue, Suite 100, Omaha, Nebraska 68164; and SECURITY NATIONAL BANK OF OMAHA, a National Banking Association ("**Noteholder**"), with a mailing address at 1120 South 101st Street, Omaha, Nebraska 68124, are parties to that certain PARTIAL ASSUMPTION AGREEMENT dated of even date herewith ("**Partial Assumption Agreement**"). The undersigned parties agree that a portion of the obligations under that certain promissory note ("**Note**") dated March 9, 2005, in the original principal amount of Two Million Five Hundred Thousand and No/100Dollars (\$2,500,000.00) said portion being the sum of Two Hundred Ninety-Four Thousand Five Hundred Twenty-Eight and No/100 Dollars (\$294,528.00) ("**Assumed Portion**") has been assumed by Buyer and that the Assumed Portion shall hereafter be, secured by that certain Deed of Trust and Security Agreement ("**Security Instrument**") executed by Borrower, as trustor, for the benefit of Noteholder, which secured the Note and other obligations of Borrower and which was recorded on March 14, 2005, as Instrument Number 2005-07476, with the Sarpy County Register of Deeds, Nebraska and all other Loan Documents (as defined in the Partial Assumption Agreement) shall continue to serve as security for the Assumed Portion on the Real Property described as Lot 6, Sunridge Replat Two, a subdivision in Sarpy County, Nebraska, the same being a portion of the Real Property described in the Security Instrument, and have been assumed by Buyer upon the terms and conditions set forth in the Partial Assumption Agreement. The Partial Assumption Agreement is by this reference incorporated herein and made a part hereof. This Memorandum of Assumption Agreement may be executed in any number of counterparts, each of which when executed and delivered will be deemed an original and all of which taken together will be deemed to be one and the same instrument.

PKL

SECURITY NATIONAL BANK
OF OMAHA
P.O. Box 31400
Omaha, Nebraska 68131-0400

62768

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DATED: May 30, 2007.

NOTEHOLDER:

SECURITY NATIONAL BANK OF OMAHA,
a National Banking Association

By: *Vince Pille*
Name: Vince Pille
Its: Executive Vice President

BORROWER:

VENTEICHER LIMITED LIABILITY
COMPANY, a Nebraska Limited Liability
Company

By: *George W. Venteicher* *Frank H. Kulig*
George W. Venteicher, President *Member*

BUYER or ASSUMPTOR:

COTTONWOODPROPERTIES, L.L.C., a
Delaware Limited Liability Company

By: *George W. Venteicher* *Frank H. Kulig*
George W. Venteicher, Manager *Member*

NEW GUARANTORS:

George W. Venteicher
George W. Venteicher
 Frank H. Kulig
Frank H. Kulig

2007-19432 B

ACKNOWLEDGEMENT

STATE OF Nebraska)
) SS
COUNTY OF Douglas)

On this day before me, the undersigned Notary Public, personally appeared George W. Venteicher, President of Venteicher Limited Liability Company and George W. Venteicher, Manager of Cottonwood Properties, LLC , to me known to be the Individuals described in and who executed the enclosed documents, and acknowledged that he or she signed the documents as his or her free and voluntary act and deed, for the uses and purposes therein mentioned.

Given under my hand and official seal this 30th day of May, 2007

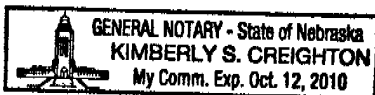


By Kimberly S Creighton
Notary Public in and for the State of Nebraska
Residing at Omaha
My commission expires 10/12/2010

STATE OF Nebraska)
) SS
COUNTY OF Douglas)

On this day before me, the undersigned Notary Public, personally appeared Frank Kulig, Vice President of Venteicher Limited Liability Company and Frank Kulig, Member of Cottonwood Properties, LLC , to me known to be the Individuals described in and who executed the enclosed documents, and acknowledged that he or she signed the documents as his or her free and voluntary act and deed, for the uses and purposes therein mentioned.

Given under my hand and official seal this 30th day of May, 2007



By Kimberly S Creighton
Notary Public in and for the State of Nebraska
Residing at Omaha
My commission expires 10/12/2010