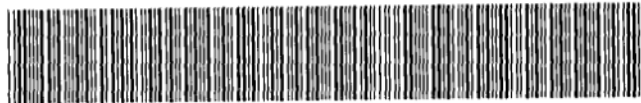




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55-22045 Rep ME
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 BKP _____ C/O _____ COMP A
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Received - DIANE L. BATTIATO
 Register of Deeds, Douglas County, NE
 7/19/2012 09:01:43.91

 2012070166

Prepared by: Great Western Bank
 PO Box 2345
 200 E 10th St Ste 100
 Sioux Falls, SD 57101
 (605) 334-2548

SUBORDINATION AGREEMENT

For and in consideration of One Dollar and other good and valuable consideration, receipt of which is hereby acknowledged, Omaha Hotel Investors, LLC, a South Dakota limited liability company, whose address is PO Box 505, Rapid City, South Dakota 57709 ("OHI") does hereby subordinate all right, title and interest which they may have in and to the following, to-wit:

A Deed of Trust dated January 5, 2012, executed by Century-Omaha Land, LLC, a South Dakota limited liability company, whose address is PO Box 8007, Rapid City, South Dakota 57709 ("Century") as Trustor, to James R. Wefso, Attorney at Law, whose address is PO Box 3490 Rapid City, South Dakota 57709 as Trustee, and OHI as Beneficiary, for the principal sum not to exceed \$3,000,000, filed for record in the office of the Register of Deeds of Douglas County, Nebraska, on February 27, 2012, and recorded as Instrument #2012018157 (the "OHI Deed of Trust"), attached to the following described real property, to-wit:

Lot 3, Lawnfield Replat No. 3, an Administrative Subdivision of the City of Omaha, in Douglas County, Nebraska; 55-22044

Lot 1, Lawnfield Replat No. 4, an Administrative Subdivision of the City of Omaha, in Douglas County, Nebraska; 55-22045

Easement for Access as more particularly described in Declaration of Reciprocal Access Easements filed January 26, 2006 as Inst. No. 2006-009302.

(the "Century Property");

ATTN: Angie

Teller's CK. 0001060137 (1060137)

to the following instrument recorded by Great Western Bank, whose address is 200 East 10th Street, Sioux Falls, South Dakota 57104 ("Great Western"):

A Deed of Trust dated May 31, 2011, executed by Century as Trustor, to Great Western as Trustee, and Great Western as Beneficiary, for the principal of Eight Million Five Hundred Thousand Dollars and 00/100*** (\$8,500,000.00), filed for record in the office of the Register of Deeds of Douglas County, Nebraska, on June 22, 2011, and recorded as Instrument #2011052690, which deed of trust was modified by a Modification of Deed of Trust dated April 12, 2012, increasing the principal amount to Nine Million Eight Hundred Ninety Thousand Dollars and 001/00*** (\$9,890,000.00), filed for record in the Office of the Register of Deeds of Douglas County, Nebraska on April 25, 2012 as Instrument #2012039280 (the "Great Western Deed of Trust"). The Great Western Deed of Trust is secured by the Century Property; which deed of trust was further modified by a Modification of Deed of Trust dated June 15th 2012, increasing the principal amount to Thirteen Million One Hundred Ninety Thousand Dollars and 00/100*** (\$13,190,000.00), filed for record in the Office of the Register of Deeds of Douglas County, Nebraska on July 2, 2012 as Instrument # 2012063735 (the "Great Western Deed of Trust"). The Great Western Deed of Trust is secured by the Century Property.

OHI hereby agrees that the OHI Deed of Trust shall be subject and subordinate to the Great Western Bank Deed of Trust.

This subordination shall not affect the rights or interests of OHI except as stated herein and the OHI Deed of Trust in the original principal sum of \$3,000,000.00 shall remain in full force and effect in all other respects.

Dated this 15th day of June, 2012.

(CORPORATE SEAL)

OMAHA HOTEL INVESTORS, LLC

By Deanna B. Lien
Its Member

STATE OF SOUTH DAKOTA)

Pennington :SS
COUNTY OF MINNEHATA)

On this the 16th day of June, 2012, before me, the undersigned officer, personally appeared Deanna Lien, who acknowledged her self to be the managing member of OMAHA HOTEL INVESTORS, LLC, and that she, as such officer being authorized so to do executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by her self as member.

In witness thereof I hereunto set my hand and official seal.

Paula Wig
Notary Public-South Dakota
My Commission expires: July 30, 2015

**NOTARIAL SEAL
REGISTER OF DEEDS**