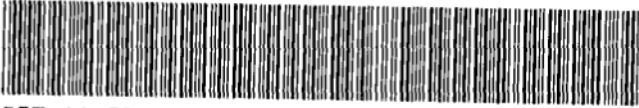


MISC 2012102573



OCT 11 2012 08:44 P 3

N

FEE 16.00 Del below  
FB 55-22044  
BKP \_\_\_\_\_ C/O \_\_\_\_\_ SOMP  
DEL \_\_\_\_\_ SCAN \_\_\_\_\_ FV \_\_\_\_\_  
misc 3/2

Received - DIANE L. BATTIATO  
Register of Deeds, Douglas County, NE  
10/11/2012 08:44:55.54



2012102573

Prepared by: Great Western Bank  
PO Box 2345  
200 E 10<sup>th</sup> 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:

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

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

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. 0001088143 (1088143)

to the following instrument recorded by Great Western Bank, whose address is 200 East 10<sup>th</sup> 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, which deed of trust was further modified by a Modification of Deed of Trust dated June 15, 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 19, 2012 as Instrument #2012070166, which deed of trust was further modified by a Modification of Deed of Trust dated August 20, 2012, increasing the principal amount to Seventeen Million Four Hundred Eighty Thousand Dollars and 00/100\*\*\* (\$17,480,000.00), filed for record in the Office of the Register of Deeds of Douglas County, Nebraska on **September 4,** 2012 as Instrument # **2012087697** (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.

(Signature page to follow)

Dated this 17th day of August, 2012.

(CORPORATE SEAL)

OMAHA HOTEL INVESTORS, LLC

By Deanna S Lien  
Its member

STATE OF SOUTH DAKOTA)

Pennington :SS  
COUNTY OF ~~MINNEHAHA~~ )

On this the 17th day of August, 2012, before me, the undersigned officer, personally appeared Deanna Lien, who acknowledged herself to be the 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 herself as member.

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



Tina Ligtenberg  
Notary Public-South Dakota  
My Commission expires: 3/16/13