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FEE 23.00 TO SS-22044

BRP \_\_\_\_\_ C/O \_\_\_\_\_ PO

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Received - DIANE L. BATTIATO  
 Register of Deeds, Douglas County, NE  
 5/22/2013 10:16:19.15



2013051311

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:

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

**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");

(71599835)  
 Teller's CK 0007159835

to the following instruments 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 22, 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, 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, which deed of trust was further modified by a Modification of Deed of Trust dated April 12, 2013, increasing the principal amount to Nineteen Million Four Hundred Ten Thousand Dollars and 00/100\*\*\* (\$19,410,000.00), filed for record in the Office of the Register of Deeds of Douglas County, Nebraska on April 19 2013 as Instrument #2013038642 (collectively the "Great Western First Deed of Trust");

A Deed of Trust dated April 12, 2013, executed by Century as Trustor, to Great Western as Trustee, and Great Western as Beneficiary, for the principal of Thirty-Nine Thousand Dollars and 00/100\*\*\* (\$39,000.00), filed for record in the office of the Register of Deeds of Douglas County, Nebraska, on April 19, 2013 and recorded as Instrument #2013038643 (the "Great Western Second Deed of Trust");

A Deed of Trust dated April 12, 2013, executed by Century as Trustor, to Great Western as Trustee, and Great Western as Beneficiary, for the principal of One Hundred Thirteen Thousand Dollars and 00/100\*\*\* (\$113,000.00), filed for record in the office of the Register of Deeds of Douglas County, Nebraska, on April 19, 2013 and recorded as Instrument #2013038644 (the "Great Western Third Deed of Trust");

The Great Western First, Second, and Third Deed of Trust are secured by the Century Property;

OHI hereby agrees that the OHI Deed of Trust shall be subject and subordinate to the Great Western Bank First Deed of Trust, Great Western Bank Second Deed of Trust, and Great Western Bank Third 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 12<sup>th</sup> day of April, 2013.

(CORPORATE SEAL)

OMAHA HOTEL INVESTORS, LLC

By *Danna Lien*  
Its *Member*

STATE OF SOUTH DAKOTA)

COUNTY OF *Pennings* :SS

On this the 12<sup>th</sup> day of April, 2013, before me, the undersigned officer, personally appeared *Danna Lien*, who acknowledged *her* self to be the *Member* of OMAHA HOTEL INVESTORS, LLC, and that *s* he, 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 *Danna Lien*.

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

*Paul Wing*  
Notary Public-South Dakota  
My Commission expires: *July 30, 2015*