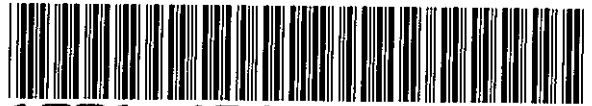


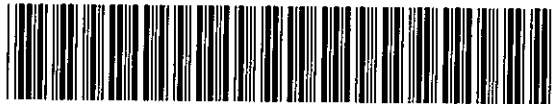
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RICHARD N. TAKECHI  
REGISTER OF DEEDS  
DOUGLAS COUNTY, NE



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INDEMNIFICATION AGREEMENT REGARDING  
SANITARY SEWER EASEMENT

This agreement is made this 4th day of September, 1997 by and between Shadow Ridge Limited Partnership a Nebraska Limited Partnership (Indemnitor) and the City of Omaha, Nebraska (Indemnitee).

WHEREAS, Indemnitor owns certain real property located in the City of Omaha, County of Douglas, Nebraska, commonly known as Shadow Ridge Golf Course legally described on Exhibit A attached hereto and incorporated herein by reference;

WHEREAS, Indemnitor has obtained a building permit and other appropriate authorization for the construction of a clubhouse on the subject real property;

WHEREAS, Indemnitor plans to construct a portion of the clubhouse improvement over part of the proposed sanitary sewer easement which has been granted by Indemnitor to the Indemnitee as more specifically described on the proposed Sewer Relocation Plan attached hereto as Exhibit B;

WHEREAS, Indemnitee is prepared to permit the construction of the clubhouse over the proposed sanitary sewer only if Indemnitor is prepared to indemnify and hold harmless Indemnitor from any and all liability, damages, and costs which may result in the future by reason of Indemnitor's failure to relocate the planned sanitary sewer as proposed.

THEREFORE, in consideration of one dollar and other good and valuable consideration paid by Indemnitor to Indemnitee and of the promises and covenants contained in this Indemnification Agreement. Indemnitor promises, covenants, and agrees as follows:

1. Indemnitor hereby agrees to indemnify and hold Indemnitee harmless from and against any and all liability, damages, costs, or expenses including without limitation attorneys fees and court costs which Indemnitee may incur by reason of the failure of Indemnitor to relocate the planned sanitary sewer in accordance with the Sewer Relocation Plan more specifically described on Exhibit B attached and the construction, use, and operation of the public sewer beneath Indemnitor's building.

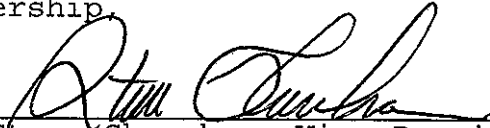
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DEL \_\_\_\_\_ SCAN dc PV \_\_\_\_\_

2. The indemnification granted herein shall run with the land and shall be binding upon the Indemnitor and its successors and assigns.

3. Indemnitor for itself, its successors and assigns, does confirm unto the Indemnatee that the Indemnitor is the lawful owner of the fee simple interest in the subject premises and that the Indemnitor has the right and authority to enter into this agreement.

IN WITNESS WHEREOF, the Indemnitor has executed this agreement the day and year first written above.

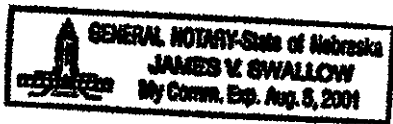
SKS, INC., a Nebraska corporation,  
General Partner of Shadow Ridge Limited  
Partnership, a Nebraska limited  
partnership.

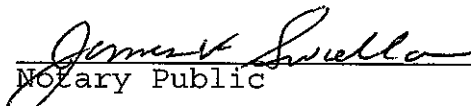
By:   
Steve Shanahan, Vice President

STATE OF NEBRASKA     )  
  ) ss.  
COUNTY OF DOUGLAS    )

On this 4<sup>th</sup> day of September, 1997, before me, a Notary Public duly commissioned and qualified in and for said County, personally came Steve Shanahan, Vice President of SKS, Inc., a Nebraska corporation, to me personally known to be the identical person who signed the foregoing instrument and acknowledged the execution thereof to be his voluntary act and deed on behalf of SKS, Inc.

Witness my hand and notarial seal the day and year last above written.



  
Notary Public

#114406

NOTARIAL SEAL AFFIXED  
REGISTER OF DEEDS

Exhibit A

Commitment No. C97-5448

Lots 270, 271, and 272, The Ridges, a subdivision in Douglas County, Nebraska;

AND

Lot 268, The Ridges, except that part of Lot 268, described as follows:  
Beginning at the Southeast corner of Lot 266, The Ridges, said point also being on the North right-of-way line of Shadow Ridge Drive; thence Northerly along the East line of said Lot 266, The Ridges, on a curve to the left with a radius of 550.83 feet, a distance of 218.58 feet, said curve having a long chord which bears N 07°54'52" E (assumed bearing), a distance of 217.15 feet; thence N 03°27'14" W along said East line of Lot 266, The Ridges, a distance of 174.15 feet; thence Northwesterly along said East line of Lot 266, The Ridges, on a curve to the left with a radius of 961.31 feet, a distance of 589.91 feet, said curve having a long chord which bears N 21°02'02" W, a distance of 580.70 feet to the Northeast corner of said Lot 266, The Ridges; thence N 90°00'00" E along the Southerly line of Lot 269, The Ridges, a distance of 86.05 feet; thence S 26°09'22" E, a distance of 195.92 feet; thence S 22°31'29" E, a distance of 198.95 feet; thence S 09°15'21" E, a distance of 152.90 feet; thence S 03°05'29" E, a distance of 192.17 feet; thence S 06°42'06" W, a distance of 256.56 feet to a point on said North right-of-way line of Shadow Ridge Drive; thence Northwesterly along said North right-of-way line of Shadow Ridge Drive, on a curve to the right with a radius of 929.38 feet, a distance of 32.62 feet, said curve having a long chord which bears N 68°36'03" W, a distance of 32.62 feet; thence N 67°35'43" W along said North right-of-way line of Shadow Ridge Drive, a distance of 36.87 feet to the point of beginning.

# SEWER RELOCATION PLAN

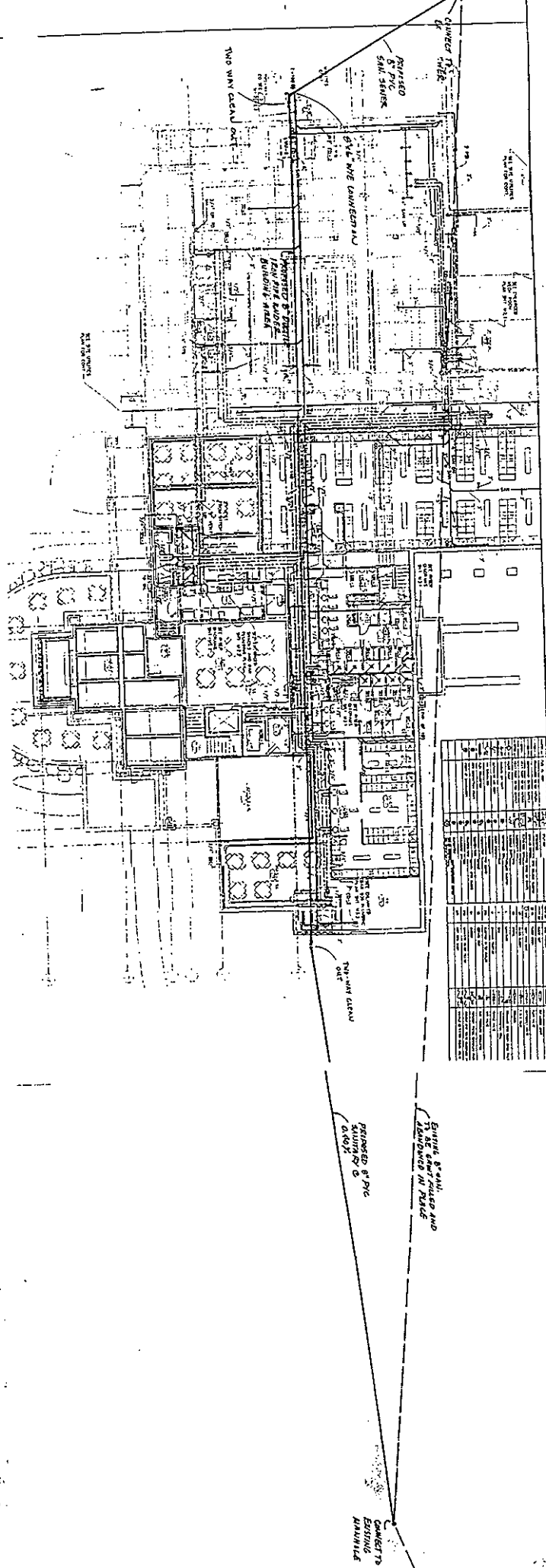


Exhibit B