

Box 35



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RICHARD N. TAKEO  
REGISTER OF DEEDS  
DOUGLAS COUNTY,

10463

**DEED OF TRUST, ASSIGNMENT OF LEASES AND RENTS,  
SECURITY AGREEMENT AND FINANCING STATEMENT**

THIS DEED OF TRUST, ASSIGNMENT OF LEASES AND RENTS, SECURITY AGREEMENT AND FINANCING STATEMENT is made and entered into as of September 12, 1997, by and among: SKYLINE WOODS COUNTRY CLUB, L.L.C., a Nebraska limited liability company ("Borrower"), with an address at 2622 North 145th Avenue, Omaha, Nebraska 68116, as trustor; FIRST AMERICAN TITLE INSURANCE COMPANY ("Trustee"), with an address at 13924 Gold Circle, Omaha, Nebraska 68114, as trustee; and BUSINESS MEN'S ASSURANCE COMPANY OF AMERICA, a Missouri corporation ("Lender"), with an address at % Daisley Ruff Financial, 440 Regency, Suite 200, Omaha, Nebraska 68114, as beneficiary (hereinafter, this "Mortgage").

WITNESSETH, THAT in consideration of Lender's agreement to make a loan to Borrower in the original principal amount of \$1,500,000.00 (the "Loan") and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Borrower hereby warrants, represents, covenants and agrees as follows:

**ARTICLE I**  
**Granting Clauses**

Section 1.01. Grant of Real Estate Security. Borrower hereby irrevocably grants, bargains, sells, mortgages, warrants, transfers, conveys, assigns, sets over and pledges to Trustee, IN TRUST FOR THE BENEFIT OF LENDER, WITH POWER OF SALE, all of the following described property (the "Mortgaged Estate"):

(a) The real property located in the County of Douglas, State of Nebraska, described on Exhibit A, attached hereto and incorporated herein, and all and singular the tenements, hereditaments and appurtenances thereto, together with all right, title and interest of Borrower in all easements, rights-of-way, gores or strips of land, surface waters, ground waters, watercourses, mineral interests and subsurface rights, alleys, streets and sidewalks, whether now owned or hereafter acquired, either in law or in equity, adjacent or appurtenant to or adjoining such real property (the "Land");

OMAHA-35002.3

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FEE 121 FB 01-60000  
26-15-10  
BKP 25-15-10 C/O COMPT  
DEL \_\_\_\_\_ SCAN PU FV

EXHIBIT "A"

LEGAL DESCRIPTION

A tract of land located in the Southwest Quarter of Section 25, and in the East Half of Section 26, all in Township 15 North, Range 10 East of the 6th P.M., in Douglas County, Nebraska, more particularly described as follows:

Beginning at the Southeast corner of the Southwest Quarter of said Section 25; thence North 89°41'22" West, along the South line of the Southwest Quarter of said Section 25, 2,629.14 feet to the Southwest corner of said Section 25; thence South 89°49'45" West along the South line of the Southeast Quarter of said Section 26, 2,635.05 feet to the Southwest corner of the Southeast Quarter of said Section 26; thence North 00°29'25" East along the West line of the Southeast Quarter of said Section 26, 896.22 feet; thence South 82°59'15" East, 559.86 feet; thence South 81°12'04" East, 239.94 feet; thence South 85°08'45" East, 299.92 feet; thence South 76°35'05" East, 219.94 feet; thence North 54°20'15" East, 329.90 feet; thence North 18°34'15" East, 209.93 feet; thence North 14°52'32" East, 299.90 feet; thence North 21°32'52" East, 179.94 feet; thence North 27°18'48" East, 322.89 feet; thence North 60°23'28" East, 84.97 feet; thence South 82°00'52" East, 359.88 feet; thence North 35°06'44" East, 170.94 feet; thence North 02°36'25" West, 219.93 feet; thence North 04°21'45" East, 451.86 feet; thence North 78°35'20" East, 69.98 feet; thence South 80°37'05" East, 81.26 feet, to the Northeast corner of the Southeast Quarter of said Section 26; thence South 89°52'39" East, 312.02 feet; thence South 16°29'43" East, 389.89 feet; thence South 25°11'09" East, 439.89 feet; thence South 29°54'27" East, 164.96 feet; thence South 43°12'43" East, 310.00 feet; thence South 39°15'52" East, 99.98 feet; thence South 54°11'45" East, 88.14 feet; thence South 78°08'33" East, 274.91 feet to the Northwest corner of the Southeast Quarter of the Southwest Quarter of said Section 25; thence South 89°49'14" East, along the North line of the Southeast Quarter of the Southwest Quarter of said Section 25, 1,316.50 feet, to the Northeast corner of the Southeast Quarter of the Southwest Quarter of said Section 25; thence due South along the East line of the Southeast Quarter of the Southwest Quarter of said Section 25, 1,326.11 feet, to the Point of Beginning; (In this description the East line of the Southwest Quarter of said Section 25 is assumed to bear North and South.) Together with Lot 15, in SKYLINE WOODS REPLAT II, a Subdivision, as surveyed, platted and recorded, in Douglas County, Nebraska, and Together with Lots 39, 40 and 41, in SKYLINE WOODS 2ND ADDITION REPLAT, a Subdivision, as surveyed, platted and recorded, in Douglas County, Nebraska, and Together with Outlot "A" in SKYLINE WOODS 2ND ADDITION REPLAT 5, a Subdivision, as surveyed, platted and recorded, in Douglas County, Nebraska, and Together with Lot 3, except the South 40 feet thereof, in SKYLINE WOODS, a Subdivision, as surveyed, platted and recorded, in Douglas County, Nebraska;

EXCEPT public roads and/or highways, and,

NW  
SE } SW 25  
SW

NE  
SE } SE 26  
SW

EXCEPT those parts more particularly described as follows:

Commencing at the Southeast corner of said Section 26; thence South 89°49'45" West along the South line of said Section 26, 292.68 feet; thence North 00°18'23" East 230.00 feet to the point of beginning; thence North 89°41'37" West 61.24 feet; thence

Northwesterly along a curve to the right, radius 145.00 feet, arc 145.94 feet and long chord North 60°51'39" West, 139.85 feet; thence South 73°41'33" West, 126.76 feet; thence North 49°15'49" West, 325.78 feet; thence North 03°41'37" West, 441.99 feet; thence North 86°18'23" East, 152.63 feet; thence South 27°19'32" East, 43.24 feet; thence Southeasterly along a curve to the right, radius 50.00 feet, arc 151.52 feet and long chord South 30°30'35" East, 99.85 feet; thence Southeasterly along a curve to the left, radius 50.00 feet, arc 52.36 feet and long chord South 26°18'23" West, 50.00 feet; thence South 03°41'37" East, 140.98 feet; thence Southeasterly along a curve to the left, radius 100.00 feet, arc 79.41 feet and long chord South 26°25'37" East, 77.34 feet; thence South 49°11'37" East, 113.81 feet; thence Southeasterly along a curve to the right, radius 315.00 feet, arc 94.73 feet and long chord South 40°36'39" East, 94.02 feet; thence South 32°01'41" East, 90.16 feet; thence Southeasterly along a curve to the left, radius 95.00 feet, arc 95.61 feet and long chord South 60°51'39" East, 91.63 feet; thence South 89°41'37" East, 61.24 feet; thence South 00°18'23" West, 50.00 feet to the Point of Beginning; and,

Commencing at the South Quarter corner of said Section 26, thence North 00°29'25" East (assumed bearing) along the West line of said Southeast Quarter, 726.89 feet; thence South 89°30'35" East, 33.00 feet to the point of beginning; thence South 89°30'35" East 63.64 feet; thence Southeasterly along a curve to the right, radius 250.00 feet, arc 218.17 feet and long chord South 64°30'35" East, 211.31 feet; thence South 39°30'35" East, 61.94 feet; thence North 50°29'25" East, 100.00 feet; thence South 65°18'09" East, 114.69 feet; thence South 87°14'33" East, 46.95 feet; thence North 70°45'56" East, 68.00 feet; thence South 46°48'43" East, 58.00 feet; thence North 84°51'11" East, 314.00 feet; thence North 86°22'56" East, 493.44 feet; thence South 68°02'29" East, 85.96 feet; thence South 04°29'15" East, 313.20 feet; thence North 85°28'49" West, 293.00 feet; thence South 88°29'25" West, 212.00 feet; thence South 86°25'07" West, 105.00 feet; thence South 84°52'57" West, 213.69 feet; thence South 87°42'37" West, 110.00 feet; thence South 88°29'25" West, 215.00 feet; thence South 00°10'15" East, 75.89 feet; thence South 81°10'18" East, 447.51 feet; thence South 00°10'15" East, 100.00 feet; thence South 89°49'45" West, 623.00 feet; thence North 00°10'15" West, 212.00 feet; thence North 00°10'15" West, a distance of 92.09 feet; thence North 19°31'08" West, 100.66 feet; thence North 34°42'10" West, 99.55 feet; thence North 42°22'13" East, 131.00 feet; thence Northwesterly along a curve to the left, radius 150.00 feet, arc 109.88 feet, long chord North 68°31'27" West, 107.44 feet; thence North 89°30'35" West, 107.94 feet to a point on the East right of way line of Skyline Drive; thence North 00°29'25" East, 75.00 feet to the Point of Beginning; and,

Commencing at the South Quarter corner of said Section 25; thence North 89°41'22" West, a distance of 1,020.0 feet; thence North 00°18'38" East, distance of 90.0 feet to the Point of Beginning; thence along a curve to the left having a radius of 75.0 feet, an arc length of 117.81 feet, and a long chord bearing of North 44°41'22" West for 106.06 feet to a point of reverse curvature; thence along a curve to the right having a radius of 125.0 feet, an arc length of 166.85 feet and a long chord bearing of North 51°27'00" West for 154.74 feet; thence South 76°47'20" West, a distance of 120.00 feet; thence North 14°36'48" West, a distance of 80.0 feet; thence North 01°54'18" East, a distance of 325.01 feet; thence North 24°11'40" East, 65.24 feet; thence along a curve to the left having a radius of 70.51 feet, an arc length of 45.14 feet, and a long chord bearing North 0°51'24" East for 44.37 feet; thence North 12°28'53" West, 121.50 feet; thence South 77°31'07" West, 23.00 feet; thence North 59°26'31" West, 132.73 feet; thence North 08°26'21" West, 60.00 feet; thence North 81°33'39" East, 182.54 feet; thence North 25°29'31" East, 34.94 feet; thence along a curve to the left having a radius of 55.56 feet, an arc length of 32.90 feet, and a

long chord bearing North 08°31'35" East for 32.42 feet; thence along a curve to the left having a radius of 25.00 feet, an arc length of 39.27 feet, and a long chord bearing North 53°26'22" West for 35.36 feet; thence South 81°33'39" West, 180.00 feet; thence South 08°26'21" East, 40.00 feet; thence South 81°33'39" West, 115.00 feet; thence South 20°44'07" West, a distance of 30.84 feet; thence North 41°17'15" East, a distance of 108.31 feet; thence North 33°16'52" West, a distance of 74.94 feet; thence North 81°33'39" East, a distance of 86.01 feet; thence South 49°50'56" East, 80.00 feet; thence North 81°33'39" East, 225.00 feet; thence South 08°26'21" East, 45.00 feet; thence along a curve to the right having a radius of 75.76 feet, an arc length of 44.75 feet, and a long chord bearing South 08°31'35" West for 44.10 feet; thence South 25°29'31" West, 21.48 feet; thence North 81°33'39" East, 134.05 feet; thence South 08°26'22" East 120.00 feet; thence South 79°14'24" West, 175.68 feet; thence South 12°28'53" East, 133.50 feet; thence along a curve to the left having a radius of 110.51 feet, an arc length of 70.74 feet, and a long chord bearing South 05°51'24" West for 69.54 feet; thence South 24°11'40" West, a distance of 48.96 feet; thence South 88°05'42" East, a distance of 542.34 feet; thence North 64°08'12" East, a distance of 368.17 feet; thence South 44°41'22" East, a distance of 179.20 feet; thence South 00°18'38" West, distance of 84.56 feet; thence South 22°48'38" West, a distance of 130.11 feet; thence South 53°30'07" West, a distance of 150.04 feet; thence North 89°41'22" West, distance of 698.05 feet; thence South 00°18'38" West, a distance of 70.0 feet to a point of curvature; thence along a curve to the left having a radius of 75.0 feet, an arc length of 117.81 feet and a long chord bearing of South 44°41'22" East, for 106.06 feet to a point of reverse curvature; thence along a curve to the right having a radius of 125.0 feet, an arc length of 196.35 feet and a long chord bearing of South 44°41'22" East for 176.78 feet to the North right of way line of Highway #92; thence North 89°41'22" West, a distance of 50.00 feet to the Point of Beginning; and,

Beginning at the West Quarter corner of said Section 25; thence South 01°20'31" East (assumed bearing, the North line of the Southwest Quarter of Section 25 is assumed to bear South 89°52'39" East) 47.85 feet; thence South 11°17'51" East, 338.32 feet; thence South 29°06'59" East, 81.49 feet; thence South 54°49'18" West, 140.00 feet; thence along a curve to the left having a radius of 300.00 feet, an arc length of 133.59 feet, and a long chord bearing South 42°44'04" East for 132.49 feet; thence North 29°50'56" East, 175.00 feet; thence South 42°14'06" East, a distance of 621.39 feet; thence South 35°16'02" East, 180.00 feet; thence North 54°43'58" East, 117.14 feet; thence South 43°12'43" East, 171.69 feet; thence South 46°47'17" West, 80.00 feet; thence North 43°12'43" West, 132.37 feet; thence South 54°43'58" West, 153.78 feet; thence along a curve to the right having a radius of 125.00 feet, an arc length of 162.33 feet, and a long chord bearing South 25°30'50" West, for 151.16 feet; thence along a curve to the left having a radius of 75.00 feet, an arc length of 116.62 feet, and a long chord bearing South 18°10'21" West, 105.22 feet; thence along a curve to the right having a radius of 85.00 feet, an arc length of 64.21 feet, and a long chord bearing South 04°43'55" East for 62.69 feet; thence North 85°09'22" West, 52.97 feet; thence along a curve to the left having a radius of 35.00 feet, an arc length of 37.70 feet, and a long chord bearing North 04°29'13" East for 35.90 feet; thence along a curve to the right having a radius of 125.00 feet, an arc length of 139.15 feet, and a long chord bearing North 05°31'08" East for 132.07 feet; thence North 35°16'02" West 98.73 feet; thence South 54°43'58" West, 60.00 feet; thence North 35°16'02" West, 529.95 feet; thence North 56°13'58" West, 108.62 feet; thence North 29°50'56" East, 120.00 feet; thence along a curve to the right having a radius of 350.00 feet, an arc length of 155.31 feet, and a long chord bearing North 43°25'32" West for 154.04 feet; thence South 54°49'18" West, 154.02 feet; thence North 02°36'25" West, 198.05 feet; thence North 04°21'45" East, 451.86 feet; thence

North 78°35'20" East, 69.98 feet; thence South 80°37'05" East, 81.25 feet to the Point of Beginning; and,

Commencing at the Southwest Corner of said Section 25; thence South 89°49'45" West (assumed bearing), along the South line of said Southeast Quarter of Section 26, 295.01 feet; thence North 00°18'23" East, 60.00 feet, to the point of beginning; thence North 00°18'23" East, 270.00 feet; thence North 17°45'51" East, 100.00 feet; thence North 00°18'23" East, a distance of 802.61 feet; thence along a curve to the right with a radius of 179.89 feet, for 105.22 feet, with a chord bearing North 17°03'51" East, for 103.73 feet; thence North 56°10'42" West, 161.85 feet; thence North 59°04'51" East, 123.29 feet; thence North 67°57'26" East, 112.61 feet; thence North 89°05'16" East, 110.78 feet; thence South 72°21'59" East, 109.76 feet; thence South 58°46'12" East, 104.79 feet; thence South 53°21'14" East, for 227.60 feet; thence South 43°42'28" East, 188.14 feet; thence South 85°09'22" East, 118.42 feet; thence South 60°18'07" East, for 66.78 feet, along the boundary of said Skyline Woods; thence South 69°34'27" East, for 116.63 feet; thence North 48°06'00" East, for 36.76 feet; thence South 86°51'48" East, for 28.76 feet; thence North 71°37'56" East for 26.66 feet; thence South 29°36'35" East, for 12.84 feet; thence along a curve to the left (having a radius of 38.55 feet and a long chord bearing South 67°29'58" East, for 47.35 feet) for an arc distance of 50.99 feet; thence North 74°36'39" East for 44.86 feet; thence North 54°30'11" East, for 52.92 feet; thence South 42°57'16" East, 25.61 feet; thence South 33°16'52" West, for 63.42 feet; thence South 41°17'15" East, for 108.31 feet; thence South 75°26'03" West, for 61.22 feet; thence South 85°41'29" West, for 284.15 feet; thence North 66°25'53" West, for 64.35 feet; thence South 85°11'48" West, for 132.27 feet, to the intersection with extension of the Easterly line of said Lot 28, Skyline Woods; thence North 19°04'52" West, for 2.13 feet, along said extended easterly line, to the Southeast corner of said Lot 28, Skyline Woods; thence South 77°44'52" West, 122.52 feet; thence South 41°55'55" West, 192.54 feet; thence South 53°34'39" West, 562.62 feet; thence South 00°18'23" West, 389.37 feet; thence South 89°49'45" West, 80.00 feet, to the point of beginning; and

Commencing at the southern most corner of Lot 4, Skyline Woods, Douglas County, Nebraska; thence Southwesterly, along a 179.89 foot curve to the left an arc distance of 10.05 feet, to a point being on the Westerly right-of-way line of 217th Street; thence North 56°10'42" West, a distance of 167.55 feet and 10 feet Southwest of and parallel to the Southwest property line of said Lot 4; thence North 90°00'00" West, a distance of 222.76 feet; thence North 47°56'43" West, a distance of 59.57 feet, to the point of beginning, said point being on the East property line of the well site; thence South 00°00'00" East, a distance of 16.86 feet; thence North 90°00'00" West, a distance of 100.00 feet; thence North 00°00'00" East, a distance of 132.5 feet; thence North 90°00'00" East, a distance of 100.00 feet; thence South 00°00'00" East, a distance of 115.64 feet, to the point of beginning; and,

Commencing at the South Quarter Corner of said Section 25; thence North 00°00'00" East (assumed bearing), along the East line of said Southeast Quarter of the Southwest Quarter of Section 25, a distance of 1,165.00 feet, to the point of beginning; thence North 90°00'00" West, a distance of 150.00 feet; thence North 00°00'00" East, a distance of 75.00 feet; thence North 90°00'00" East, a distance of 150.00 feet, to a point on the East line of said Southeast Quarter of the Southwest Quarter of Section 25; thence South 00°00'00" East, along said East line of the Southeast Quarter of the Southwest Quarter of Section 25, a distance of 75.00 feet, to the Point of Beginning.

## **EXHIBIT B**

### **Permitted Encumbrances**

Lender agrees to subordinate its lien on the golf carts and the accounts receivable (including membership dues and assessments) from the operation of the Mortgaged Estate to permit Borrower to obtain loans up to an aggregate amount of \$150,000 for working capital purposes.