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April 25, 2013

Via U.P.S. Overnight Delivery

City of Rapid City
Attention: Connie Ewing
300 Sixth Street
Rapid City, SD 57701


Re: First Amendment to Agreement by and between the City of Rapid City ("City") and
Cabela's Retail, Inc. ("Cabela's") (the "First Amendment")

Dear Ms. Ewing:

Pursuant to section 10 of the First Amendment, enclosed is Cabela's check made payable to the City in the amount of \$81,885.95. Also enclosed for your information is a copy of the Settlement Statement from the sale of the land.

Please do not hesitate to contact Kent T. Kelsey at (308) 255-2907 with any questions.

Sincerely,


Shannon R. Pittam
Paralegal
One Cabela Drive
Sidney, NE 69160
(308) 255-2589

Enclosures (2)

Cabela's

011

0282741

Cabela's

011

0282741

INVOICE #	DATE	GROSS AMT	DISC	CHECK #282741	NET AMT
042313	4/23/13	81,885.95	.00	ATTN CONNIE EWING PUP	81,885.95
		-----	-----		-----
		81,885.95	.00		81,885.95

THIS DOCUMENT HAS A COLORED BACKGROUND, VOID FEATURES AND MICRO PRINT ON FRONT

Cabela's

ONE CABELA DRIVE
SIDNEY, NEBRASKA 69160

usbank.

Havre, Montana 59501
24 Hour Banking 1-800-673-3555

011

0282741

93-455
929

VOID AFTER 1 YEAR FROM ISSUE DATE

PAY

*****Eighty-One Thousand Eight Hundred Eighty-Five Dollars and Ninety-Five Cents

DATE

CHECK AMOUNT

TO THE
ORDER
OF

96515 CITY OF RAPID CITY
300 SIXTH ST
RAPID CITY SD
57701

04/25/13

\$*****81,885.95

CABELA'S/01

James W. Cabela

MP

AUTHORIZED SIGNATURE

⑈0282741⑈ ⑆092904554⑆ 150080662326⑈

being taken.

For further information regarding the official version of any of this Code of Ordinances or other documents posted on this site, please contact the Municipality directly or contact American Legal Publishing toll-free at 800-445-5588.

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techsupport@amlegal.com
1.800.445.5588.

**A. U.S. DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT
SETTLEMENT STATEMENT**

First American Title Company of South Dakota, LL
801 Mt. Rushmore Road Ste 100
P.O. Box 8181
Rapid City, SD 57701
(605) 348-4200

B. TYPE OF LOAN

1. FHA 2. FARM 3. CONV. UNINS.
4. VA 5. CONV. INS.
6. ESCROW FILE NUMBER: 00109289-001 SMS
7. LOAN NUMBER:
8. MORTGAGE INSURANCE CASE NUMBER:

C. NOTE: This form is furnished to give you a statement of actual settlement costs. Amounts paid to and by the settlement agent are shown. Items marked "P.O.C." were paid outside the closing; they are shown here for informational purposes and are not included in the totals.

D. NAME OF BORROWER: FAE Holdings 415583R LLC
ADDRESS OF BORROWER:

E. NAME OF SELLER: Cabela's Wholesale Inc.
ADDRESS OF SELLER: One Cabela Drive
Sidney, NE 68160

F. NAME OF LENDER:
ADDRESS OF LENDER:

G. PROPERTY LOCATION:
Rapid City, SD 57701
Pennington County 63469
Membership Interest in Discovery Circle, LLC

H. SETTLEMENT AGENT: First American Title Company of South Dakota, LLC
PLACE OF SETTLEMENT: 801 Mt. Rushmore Road Ste 100, P.O. Box 8181, Rapid City, SD 57701

I. SETTLEMENT DATE: 2/25/2013 **PRORATION DATE:** **DISBURSEMENT DATE:**

J. SUMMARY OF BORROWER'S TRANSACTION		K. SUMMARY OF SELLER'S TRANSACTION	
100. GROSS AMOUNT DUE FROM BORROWER:		400. GROSS AMOUNT DUE TO SELLER:	1,850,000.00
101. Contract Sales Price		401. Contract Sales Price	
102. Personal Property		402. Personal Property	
103. Settlement Charges to Borrower (line 1400)		403.	
104.		404.	
105.		405.	
ADJUSTMENTS FOR ITEMS PAID BY SELLER IN ADVANCE:		ADJUSTMENTS FOR ITEMS PAID BY SELLER IN ADVANCE:	
106. City/Town Taxes		406. City/Town Taxes	
107. County Taxes		407. County Taxes	
108. Assessments		408. Assessments	
109.		409.	
110.		410.	
111.		411.	
112.		412.	
113.		413.	
114.		414.	
115.		415.	
120. GROSS AMOUNT DUE FROM BORROWER:		420. GROSS AMOUNT DUE TO SELLER:	1,850,000.00
AMOUNTS PAID BY OR IN BEHALF OF BORROWER:		REDUCTIONS IN AMOUNT DUE TO SELLER:	
201. Deposit or Earnest Money		501. Excess deposit (see instructions)	
202. Principal Amount of New Loan(s)		502. Settlement charges to Seller (line 1400)	121,630.00
203. Existing Loan(s) Taken Subject to		503. Existing loan(s) taken subject to	
204.		504. Payoff of first mortgage loan	
205.		505. Payoff of second mortgage loan	
206.		506. 2012 RE Tax #63469	79,780.02
207.		507.	
208.		508.	
209.		509.	
ADJUSTMENTS FOR ITEMS UNPAID BY SELLER:		ADJUSTMENTS FOR ITEMS UNPAID BY SELLER:	
210. City/Town Taxes		510. City/Town Taxes	
211. County Taxes		511. County Taxes	01/01/13 to 02/25/13 11,670.96
212. Assessments		512. Assessments	
213.		513. *NOTE: The 2013 tax proration	
214.		514. *is based on the 2012 rate	
215.		515. *estate tax of \$78,780.02	
216.		516.	
217.		517.	
218.		518.	
219.		519.	
220. TOTAL PAID BY/FOR BORROWER:		520. TOTAL REDUCTIONS IN AMOUNT DUE SELLER:	212,280.98
300. CASH AT SETTLEMENT FROM/TO BORROWER:		600. CASH AT SETTLEMENT TO/FROM SELLER:	
301. Gross amount due from Borrower (line 120)		601. Gross amount due to Seller (line 420)	1,850,000.00
302. Less amount paid by/for Borrower (line 220)		602. Less reduction in amount due Seller (line 520)	212,280.88
303. CASH (<input type="checkbox"/> FROM) (<input type="checkbox"/> TO) BORROWER:		603. CASH (<input type="checkbox"/> FROM) (<input checked="" type="checkbox"/> TO) SELLER:	1,637,719.02

700. TOTAL SALES/BROKER'S COMMISSION:			P.O.C.
BASED ON PRICE	\$1,850,000.00 @	8.000%*	\$111,000.00
DIVISION OF COMMISSION (LINE 700) AS FOLLOWS:			
701. \$	\$5,500.00 to	Coldwell Banker Real Estate	
702. \$	\$5,500.00 to	RE/MAX of Rapid City	
703.	Commission paid at settlement		111,000.00
704.	Sales Tax on Commission		5,660.00
800. ITEMS PAYABLE IN CONNECTION WITH LOAN:			P.O.C.
801.	Loan Origination Fee	%	
802.	Loan Discount Fee	%	
803.	Appraisal Fee		
804.	Credit Report		
805.	Lenders Inspection Fee		
806.	Mortgage Insurance Application Fee		
807.	Assumption Fee		
808.			
809.			
810.			
811.			
900. ITEMS REQUIRED BY LENDER TO BE PAID IN ADVANCE:			P.O.C.
901.	Interest From	to @ \$ /day	% (days)
902.	Mortgage Insurance Premium for	Month(s) to	
903.	Hazard Insurance Premium for	Years(s) to	
904.			
905.			
1000. RESERVES DEPOSITED WITH LENDER:			
1001.	Hazard Insurance	months @ \$	per month
1002.	Mortgage Insurance	months @ \$	per month
1003.	City Property Taxes	months @ \$	per month
1004.	County Property Taxes	months @ \$	per month
1005.	Annual Assessments	months @ \$	per month
1006.		months @ \$	per month
1007.		months @ \$	per month
1008.		months @ \$	per month
1100. TITLE CHARGES:			P.O.C.
1101.	Settlement of Closing Fee to	First American Title Company of S.D.	795.00
1102.	Abstract or Title Search		
1103.	Title Examination		
1104.	Title Insurance Binder		
1105.	Document Preparation		
1106.	Notary Fees		
1107.	Attorney's Fees		
(includes above item numbers:)			
1108.	Title Insurance to	First American Title Company of S.D.	9,125.00
(includes above item numbers:)			
1109.	Lenders Coverage	\$	
1110.	Owner's Coverage	\$ 1,950,000.00	
1111.			
1112.			
1113.			
1200. GOVERNMENT RECORDING AND TRANSFER CHARGES:			P.O.C.
1201.	Recording Fees: Deed \$	Mortgage \$	Release \$
1202.	City/County Tax/Stamp	Deed \$	Mortgage \$
1203.	State Tax/Stamp	Deed \$	Mortgage \$
1204.			
1205.			
1300. ADDITIONAL SETTLEMENT CHARGES:			P.O.C.
1301.	Survey		
1302.	Perit Inspection		
1303.			
1304.	Wire/Express Mail Fee to	First American Title Company of S.D.	50.00
1305.			
1306.			
1307.			
1400.	TOTAL SETTLEMENT CHARGES (Enter on line 103, Section J - and - line 502, Section K)		121,630.00

I have carefully reviewed the HUD-1 Settlement Statement and to the best of my knowledge and belief, it is a true and accurate statement of all receipts and disbursements made on my account or by me in this transaction. I further certify that I have received a copy of the HUD-1 Settlement Statement.

Mark Nienhueser
 Gabella's Wholesale Inc. **Mark Nienhueser, V.P.**

The HUD-1 Settlement Statement which I have prepared is a true and accurate account of this transaction. I have cleared or will cause the funds to be disbursed in accordance with this statement.
 Settlement Agent 2/22/13 Dr's

First American Title Company of South Dakota, LLC

WARNING: It is a crime to knowingly make false statements to the United States on this or any similar form. Penalties upon conviction can include a fine and imprisonment. For details see: Title 18 U.S.C. Section 1001 and Section 1010.

REVIEWED/APPROVED
GABELLA'S LEGAL DEPT.