

FORM SODD

SELLER OFFERING DISCLOSURE DOCUMENT

Investing in a small business is often risky. You should not invest any money in this offering unless you can afford to lose your entire investment. You may not earn any income such as dividends or interest on this investment. You may not be able to sell your securities or recover any part of your investment and may have to hold the securities indefinitely because there is no market to readily sell the Company's securities. Following your investment, you may receive little information about the Company or about your investment. See Item 1 for a discussion of the risk factors that management believes present the most substantial risks to you.

The Offering

Type of securities offered

- Common stock
 Preferred stock
 Limited Liability Company Membership Interests
 Limited Partnership Interests
 Other (specify):

Price per security

\$
\$
\$
\$
\$

Sales commission, if any:

 %

Offering amount: Minimum:

 \$

Maximum:

 \$

The minimum offering deadline in this offering is

Principal Place of Business

Street Address Line 1

Street Address Line 2

City

State

ZIP/Postal Code

Website

Phone

Person to Contact at the Company with Respect to the Offering

Last Name

First Name

Title

Firm Name

Street Address Line 1

Street Address Line 2

City

State/Province/Country

ZIP/Postal Code

Phone

Fax

E-mail

The date of this Disclosure Document is

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You should carefully review and rely only on the information in this Disclosure Document when making a decision about investing. If anyone gives you more or different information, you should ignore it.

No government regulator is recommending these securities. No government regulator has verified that this document is accurate or determined that it is adequate. It is illegal for anyone to tell you differently.

RISK FACTORS

Securities laws require that a company warn prospective purchasers of all material risks that apply to the company and its offering. A company that fails to disclose all material risks may face liability under state and federal law.

1. The following is a summary of the material risks that apply to the Company and this offering. The Company has checked off risks that it has identified as applicable to this offering, and has included additional risk factors that are unique to the Company. You should carefully consider these risks prior to investing in this offering. Failure to disclose all material risks may cause the Company, its officers, directors, managers, and/or promoters to be liable for securities fraud.

Operating History

- The Company has limited or no operating history. As a new enterprise, the Company is likely to be subject to risks that management has not anticipated.
- Because the Company has only been operating for a short period of time, it has produced little or no profit. There is no assurance that it will ever produce a profit.
- You may lose your entire investment. You should not invest in this offering unless you can afford to lose your entire investment.

Limited Resources/Losses

- The Company has limited resources and will not be able to continue operating without the proceeds from this offering. It is possible that the proceeds from this offering and other resources may not be enough for the Company to continue operating.
- The Company expects to experience losses from its operations and cannot predict when or if it will become profitable. If the Company becomes profitable, it may not be sustainable.
- The Company has incurred losses since inception and may incur future losses. The Company has not yet generated a profit from operations. As of the date of the Company's most recent financial statements, it had an accumulated deficit of .

Experience of Management

- None of the Company's executive officers, directors, and/or managers has managed a company in this industry. The Company's ability to operate successfully may depend on its ability to attract and retain qualified personnel, who may be in great demand.
- None of the Company's executive officers, directors, and/or managers has experience in managing an enterprise that is in a development stage.
- Prior to organizing the Company, one or more of its executive officers, directors, and/or managers operated a business in which shareholders lost part or all of their investment. The Company's ability to operate successfully may depend on its executive officers, directors, and/or managers to succeed where they have failed before.
- The Company's executive officers, directors, and/or managers will continue to have substantial ownership and control over the Company after the offering.
- The Company's success depends substantially on the experience and knowledge of its executive officers, directors, and/or managers. The Company may be harmed if it loses their services and it is not able to attract and retain qualified replacements.

- The Company does not maintain key person life or disability insurance on executive officers, directors, and/or managers that are important to the Company's success. The loss of any of these individuals could have a substantial negative impact on the Company and your investment.

Competition

- The Company operates in a highly technical industry which is characterized by frequent introductions of new products and services into the market. The Company's success will depend in part on its ability to improve on such products or services, develop new products or services and provide necessary support.
- A large number of enterprises provide products or services similar to the Company's. The Company will be competing with established businesses that have an operating history, and greater financial resources, management experience and market share than the Company. There can be no assurance that the Company will be able to compete or capture adequate market share. The Company may not be profitable if it cannot compete successfully with other businesses.

Regulatory Risk

- The Company must comply with local, state and federal rules and regulations. If the Company fails to comply with a rule or regulation it may be subject to fines or other penalties, or its permit or license may be lapsed, revoked, or suspended. The Company may have to stop operating and you could lose your entire investment.

"Best-efforts" Offering

- The Company is offering these securities on a "best-efforts" basis. The Company has not contracted with an underwriter, placement agent, or other person to purchase or sell all or a portion of its securities and there is no assurance that it can sell all or any of the securities.

Dilution

- The price of a share in this offering is significantly higher than the book value of the securities. If you invest in this offering, you will incur immediate and substantial dilution of the book value of your investment.
- To the extent that outstanding options or warrants to purchase securities are exercised, you will incur further dilution of the book value of your investment.
- There are no limits in place to restrict the Company's ability to issue securities in the future. If the Company issues additional securities, you may experience further dilution of the value of your investment.

Lack of Investor Control

- The Company's executive officers, directors, managers, and/or key persons will continue to have substantial control over the Company after the offering. As such, you may have little or no ability to influence the affairs of the Company.

No Existing Market

- Because there is no market for the Company's securities, you may not be able to sell your securities or recover any part of your investment. If you may need to sell your investment and obtain cash, you should not invest.

Offering Price

- The offering price of the Company’s securities has been arbitrarily set and as such should not be considered an indication of the actual value of the Company.

Risks Related to the Business of the Company

Litigation-related Risk

Other Risks

OVERVIEW OF THE COMPANY

The Business

2. Business of the Company:

How the Company plans to carry out its activities:

3. Operations: The Company (select all that apply):

- has never conducted operations.
- is in the development stage.
- is currently operating.
- has shown a profit in the last fiscal year.

4. Summary Financial Information (most recent fiscal year-end):

Total Assets:	\$ _____
Cash & Cash Equivalents:	\$ _____
Accounts Receivable:	\$ _____
Short-term Debt:	\$ _____
Long-term Debt:	\$ _____
Revenues/Sales	\$ _____
Cost of Goods Sold:	\$ _____
Taxes Paid:	\$ _____
Net Income:	\$ _____

5. Organizational Information

Date of incorporation/formation:

Fiscal Year End (Month and Day):

State of incorporation/formation:

List any FKAs ("Formerly Known As"):

Company Organization: The Company (select all that apply):

- has had or anticipates having a stock split, dividend, recapitalization, merger/acquisition, spin-off, or reorganization.
- has a parent, subsidiary, or affiliate.

6. Suppliers: The Company (select all that apply):

- has material supply contracts.
- is currently, or expects to be, dependent upon a limited number of suppliers.
- has no suppliers.

7. Customer sales and orders (products and services): The Company (select all that apply):

- has or anticipates having material sales contracts.
- had sales of products or services in the last 12 months.
- had, has, or anticipates having sales that are seasonal or cyclical.
- had, has, or anticipates having foreign sales.
- has a single customer or a limited number of customers that account(s) for a major portion of the Company' sales.
- has not yet had sales.

8. Employees: Number of current employees:

9. Property/Assets: The Company (select all that apply):

- owns or leases buildings/real estate.
- owns or leases equipment or other assets.
- owns or leases intangible property, such as patents, licenses, copyrights, trademarks, etc.
- has no property.

10. Governmental Regulation (select all that apply):

- The Company and/or its products are subject to material regulation by a government agency.
- The Company is required to have a license or permit (other than organizational licenses) to conduct business.
- The Company has obtained any required licenses or permits to conduct business.

INFORMATION ABOUT THE SECURITIES OFFERED

Impound of Offering Proceeds

11. The Company must raise and place in an impound account \$ (“minimum offering amount”) before it can receive and use the offering proceeds. The Company cannot access any of the offering proceeds until this minimum offering amount has been raised.

If the Company does not raise the minimum offering amount by all funds will be returned to investors.

The impound account will be located at:

If the offering proceeds are returned to investors at the end of the impound period, will investors receive any interest earned on impounded funds during the impound period? Yes No

Use of Proceeds

12. The Company plans to use the proceeds of this offering in order to do the following:

13. The net proceeds of the offering for the minimum and maximum offering amounts will be used as follows:

	Minimum Offering	Maximum Offering
Gross Proceeds from the Offering	\$	\$
Less: Offering Expenses	\$	\$
• Commissions and Finders Fees	\$	\$
• Legal fees	\$	\$
• Accounting fees	\$	\$
• Copying and Advertising	\$	\$
Other (Specify):	\$	\$
Net Proceeds from the Offering	\$	\$

14. A detailed breakdown of how the Company intends to use the net offering proceeds is listed below in the order of priority, beginning with the highest priority.

Description of Use	Minimum Offering	Maximum Offering
	\$	\$
<i>Examples of uses of proceeds include:</i>	\$	\$
<i>Purchasing equipment or other assets</i>	\$	\$
<i>Discharging company debt</i>	\$	\$
<i>Developing new products or services</i>	\$	\$
<i>Hiring employees or consultants</i>	\$	\$
<i>Advertising or marketing</i>	\$	\$
	\$	\$
Total	\$	\$

15. Other sources of financing are described below:

16. Has the price of the securities in this offering been arbitrarily determined? Yes No

17. The table below compares the existing shareholders' percentage ownership in the Company and the consideration paid for that ownership with that of purchasers in this offering.

		Shares Purchased		Total Consideration		Average Price per Share
		Number	Percent	Amount	Percent	
Existing holders	Min. offering					
	Max. offering					
New purchasers	Min. offering					
	Max. offering					

Description of Securities Offered

Your percentage of ownership in the Company may be reduced significantly due to a number of factors beyond your control, such as the rights and characteristics of other securities already issued by the Company, future offerings or other issuances of securities by the Company, and potential changes to the capital structure or control of the Company.

18. The securities being offered are:

- Common Stock
- Preferred Stock
- Limited Liability Company Membership Interests
- Limited Partnership Interests
- Debt Securities
- Other (specify):

19. These securities have:

- Voting rights
- Preemptive rights or tag-along rights to purchase any new issue of securities
- Rights as to dividends or interest
- Restrictions on dividends or other distributions
- Preference upon liquidation or dissolution
- Anti-dilution rights
- Conversion rights
- Redemption rights
- Other special rights or preferences (specify):

20. Is the offering subject to any purchaser restrictions? Yes No

21. Are the securities subject to any resale restrictions by the Company? Yes No

22. Will the Company issue physical securities certificates in this offering? Yes No

Record of Security Holders:

How the Securities will be Offered and Sold

23. Name and contact information of the Company's Chief Compliance Officer:

Name	
Address	
Telephone	
E-mail	

24. List of persons or companies who will offer and sell the securities on behalf of the Company:

If more than one person or company will offer and sell securities, attach the list as an exhibit to this Form SODD.

Name	
Relationship to Company (if any)	
CRD #	
Address	
Telephone	
E-mail	
Compensation received for selling securities	

Outstanding Securities and Principal Shareholders

25. Below is a description of each class of the Company’s securities, including the total number of outstanding securities and the total number of securities the Company is authorized to issue.

Class of Securities	Total Securities Outstanding	Total Securities the Company is Authorized to Issue

Description of securities:

26. Are there any resale restrictions on the Company’s outstanding securities? Yes No

27. Below is a list of the total number of securities reserved or subject to issuance under outstanding securities purchase agreements, stock options, warrants, or rights.

Class of Securities	Number of Securities that may be issued under Outstanding Securities Purchase Agreements, Options, Warrants, or Rights

--

28. Does the Company plan to issue or offer securities under purchase agreements, stock options, warrants, or rights in the future? Yes No

--

29. Has the Company sold or issued securities during the last 12 months? Yes No

--

30. Names of the principal shareholders, including each Executive Officer, Manager, Director, and person who beneficially owns at least a 20% interest of any class of securities in the Company:

Name of Shareholder	Manager, Executive Officer, or Director? (specify)	Class of Securities	Number Securities Currently Held	Average Purchase Price of Securities	% of Total Outstanding Securities

INFORMATION ABOUT THE COMPANY’S MANAGEMENT

31. Information about each Executive Officer, Director, and key person (and any persons occupying a similar status or performing a similar function) of the Company is provided below. If more than one, attach as a separate list as an exhibit to this Form SODD.

Name	
Age	
Title	
Executive Officer/Director/Key Person (specify)	
Time Spent on Company Business (if less than full time)	
Prior Experience	
Education	

32. Compensation paid by the Company to executive officers, directors, managers, and key persons during the last fiscal year:

Compensation Paid by Company During Last Fiscal Year		
<u>To Whom Paid</u>	<u>Cash</u>	<u>Other Compensation</u>
	\$	\$
	\$	\$
	\$	\$

Description of any amount of other compensation included in the table above:

33. The Company (select all that apply):

- expects compensation to change in the next year.
- owes compensation for prior years.

34. The Company (select all that apply):

- has made loans to an Executive Officer, Manager, Director, or principal shareholder within the last two years.
- has one or more outstanding loans with an Executive Officer, Manager, Director, or principal shareholder.
- plans to make one or more loans to an Executive Officer, Manager, Director, or principal shareholder in the future.
- has done business with an Executive Officer, Manager, Director, or principal shareholder within the last two years.
- plans to do business with an Executive Officer, Manager, Director, or principal shareholder in the future.
- will use proceeds of the offering to acquire assets from an Executive Officer, Manager, Director, or principal shareholder in the future.
- will use proceeds of the offering to reimburse any Executive Officer, Manager, Director, or principal shareholder for assets previously acquired, services previously rendered, monies previously loaned or advanced, or for any other reason.
- has entered into employment or non-compete agreements with any Executive Officer, Manager, Director, or key person.
- plans to enter into employment or non-compete agreements with any Executive Officer, Manager, Director, or key person.

35. An Executive Officer, Manager, Director, or key person of the Company (select all that apply):

- has filed a petition for bankruptcy, receivership, or a similar insolvency proceeding, or had such a petition filed against him or her, within the past five years.
- has served as a manager, Executive Officer, or director for any business entity that was the subject of a petition for bankruptcy, receivership, or similar insolvency proceeding within the past five years.
- none of the above.

OTHER RELEVANT INFORMATION

Litigation

36. The Company (select all that apply):

- has been involved in litigation or subject to administrative action in the last 5 years that has had a material effect upon the Company's business, financial condition, or operations.
- has pending litigation or administrative action that may have a material effect upon the Company's business, financial condition, or operations.
- is currently threatened by litigation or administrative action that may have a material effect upon the Company's business, financial condition, or operations.
- none of the above.

Certain Legal Proceedings

Please answer the questions in this section with respect to the following persons associated with the Company:

- The Company, its predecessors, and affiliates
- All executive officers, other officers participating in the offering, directors, general partners, or managers of the Company
- All beneficial owners of 20% or more of any class of the Company's equity securities
- All promoters presently connected with the Company in any capacity
- Any selling agent, or any executive officer or other officer participating in the offering, director, or partner of such selling agent

37. Have any of the above-listed persons, within the last five years, filed an application for registration which is the subject of a currently effective registration stop order entered pursuant to any domestic or foreign securities law? Yes No

38. Have any of the above-listed persons, within the last ten years, been convicted in the United States or in any foreign jurisdiction of any felony or misdemeanor in connection with the offer, purchase, or sale of any security or any felony involving fraud or deceit, including but not limited to forgery, embezzlement, obtaining money under false pretenses, larceny, or conspiracy to defraud? Yes No

39. Are any of the above-listed persons subject to court-imposed sanctions in the United States or in any foreign jurisdiction within the last five years due to a conviction on state, federal or international criminal charges for tax evasion or tax fraud, or subject to any of the following in connection with such conviction: tax liens; court-ordered judgments; wage garnishments; bank levies; or treasury or refund offsets? Yes No

40. Are any of the above-listed persons currently subject to any order, judgment, or decree of any court of competent jurisdiction, entered within the last five years in the United States or any foreign jurisdiction, temporarily, preliminarily, or permanently restraining or enjoining such party from engaging in or continuing any conduct or practice:

- In connection with the purchase or sale of any security;
- Involving the making of any false filing with any state or the Securities and Exchange Commission; or
- Arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, or paid solicitor of purchasers of securities?

Yes No

41. Are any of the above-listed persons subject to an order of a state securities commission (or an agency or officer performing like functions); a state authority that supervises or examines banks, savings associations, or credit unions; a state insurance commission (or an agency or officer performing like functions); an appropriate federal banking agency; the U.S. Commodity Futures Trading Commission; the National Credit Union Administration; or any similar foreign regulatory authority that:

1. At the time of application, bars the person from:
 - a. Association with an entity regulated by such commission, authority, agency, or officer;
 - b. Engaging in the business of securities, insurance or banking; or
 - c. Engaging in savings association or credit union activities; or
2. Constitutes a final order based on a violation of any law or regulation that prohibits fraudulent, manipulative, or deceptive conduct entered within ten years of the application?

Yes No

42. Are any of the above-listed persons subject to any state administrative enforcement order, order of the Securities and Exchange Commission, or of a foreign jurisdiction that, at the time of application:
1. Suspends or revokes such person's registration as a broker, dealer, municipal securities dealer or investment adviser;
 2. Places limitations on the activities, functions or operations of such person;
 3. Bars such person from being associated with any entity or from participating in the offering of any penny stock? Yes No

43. Are any of the above-listed persons subject to any order of the Securities and Exchange Commission or similar foreign regulatory authority, entered within five years of application that, at the time of such application, orders the person to cease and desist from committing or causing a violation or future violation of:
1. Any scienter-based anti-fraud provision of the federal securities laws of the United States or any foreign jurisdiction, including without limitation section 17(a)(1) of the Securities Act of 1933 (15 U.S.C 77q(a)(1)), section 10(b) of the Securities Exchange Act of 1934 (15 U.S.C. 78j(b)) and 17 CFR 240.10b-5, section 15(c)(1) of the Securities Exchange Act of 1934 (15 U.S.C. 78o(c)(1) and section 206(l) of the Investment Advisers Act of 1940 (15 U.S.C. 80b-6(1)), or any other rule or regulation thereunder; or
 2. Any securities registration or prospectus requirements in the United States or any foreign jurisdiction, including without limitation section 5 of the Securities Act of 1933 (15 U.S.C. 77e)?
 Yes No

44. Are any of the above-listed persons suspended or expelled from membership in, or suspended or barred from association with a member of, a registered national securities exchange or a registered national or affiliated securities association in the United States or any foreign jurisdiction for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade? Yes No

45. Have any of the above-listed persons filed (as a registrant or issuer), or been named as an underwriter in, any registration statement or Regulation A offering statement filed with the Securities and Exchange Commission, state securities commission (or an agency performing like functions), or similar foreign regulatory authority that, within five years before application, was the subject of a refusal order, stop order or order suspending the Regulation A exemption, or is, at the time of application, the subject of an investigation or proceeding to determine whether a stop order or suspension should be issued?
 Yes No

46. Are any of the above-listed persons subject to a United States Postal Service false representation order entered within five years before application, or, at the time of such application, subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations? Yes No

47. Have any of the above-listed persons been found to have violated any other law governing or regulating any aspect of the business of securities or banking or, within the past five years, been the subject of an action of a securities regulator denying, revoking, or suspending the right to engage in the business of securities as a broker-dealer, agent, or investment adviser or been the subject of an action of any securities exchange or self-regulatory organization operating under the authority of the securities regulator suspending or expelling such person from membership in such exchange or self-regulatory organization in the United States or any foreign jurisdiction?

Yes No

Other Material Factors

48. Describe any other material factors that will or could affect the Company or its business or which are necessary to make any other information in this Disclosure Document not misleading or incomplete.

Financial Statements

49. Attach the financial statements for the Company and its consolidated subsidiaries, if applicable. Financial statements must be prepared in accordance with the requirements of 48 NAC 18.005.

COMPANY'S CERTIFICATIONS AND SIGNATURE

The Company's executive officers, directors, and/or managers must sign this Disclosure Document. When they sign this Disclosure Document, they represent that they have diligently attempted to confirm the accuracy and completeness of the information in the Document. Failure to disclose material risks and other information may subject the Company, its officers, directors, and/or managers to liability for securities fraud.

When the Chief Financial Officer or Manager signs this Disclosure Document, he or she represents that the financial statements in the Document have been prepared in accordance with United States Generally Accepted Accounting Principles which have been consistently applied, except where explained in the notes to the financial statements and represents that the financial statements fairly state the Company's financial position and results of operations, or receipts and disbursements, as of the dates and period(s) indicated. He or she also represents that year-end figures include all adjustments necessary for a fair presentation under the circumstances.

The Company must amend and resubmit the Form SODD whenever there is a material change to the information contained herein. Amendments must be filed as soon as reasonably possible, and in any case, before the further offer and sale of securities under the Form SODD. The Company shall provide a copy of the amended Form SODD to all investors who have previously purchased and shall give such investors the option of affirming the investment or receiving their money back.

Commissions, fees, or other remuneration for soliciting any prospective purchaser in connection with the offering in the state may only be paid to persons who, if required to be registered or licensed, the Company believes, and has reason to believe, are appropriately registered or licensed in the state.

The Company hereby irrevocably appoints the Director of Banking and Finance for the State of Nebraska as its agent for service of process upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the jurisdiction in which this notice is filed by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that jurisdiction and have been served lawfully with process in that jurisdiction. It is requested that a copy of any notice, process, or pleading served hereunder be mailed to:

Name

Address

Chief Executive Officer/President/Managing Member

Title

Name of Signer (Print)

Date

Chief Financial Executive Officer/Manager

Title

Director

Director

Director

Director

Director

Director

Director

Name of Signer (Print)

Date

Name of Signer (Print)

Name of Signer (Print)

Name of Signer (Print)

Name of Signer (Print)

Name of Signer (Print)

Name of Signer (Print)

Name of Signer (Print)

LIST OF EXHIBITS

SAMPLE SUBSCRIPTION AGREEMENT
TO SECURITIES OFFERING DISCLOSURE DOCUMENT

Notice to Investors

If, after review of the attached Securities Offering Disclosure Document, you wish to purchase (type of security) offered by (name of Company), please complete this subscription document for the Company. In completing this form you will be asked to acknowledge that the following conditions were present at the time of your purchase:

1. I agree to purchase ____ number of securities offered by (name of Company), which represent a total investment of \$_____;
2. I have received, read and understood the Securities Offering Disclosure Document of (name of Company), pursuant to which the securities are offered prior to my execution of this agreement. In addition, I have had an opportunity to ask questions or obtain additional information from management in order to determine the advisability and/or suitability of this investment for my own personal circumstances;
3. I realize there is no current or proposed market for the securities I have purchased from the Company;
4. I recognize the speculative nature of this investment;
5. I understand the securities sold in this intrastate offering have not been registered under the Securities Act of 1933, nor the Securities Act of Nebraska;
6. I have purchased the securities of the Company for my own account, as principal, for investment purposes only and without a view to resale, transfer or distribute said securities; and,
7. I understand all proceeds will be delivered by the Company and be held by (name of financial institution holding escrow account) until the minimum proceeds are raised.

This subscription agreement is not transferable or assignable by the undersigned. This subscription agreement, upon acceptance by the Company, which will have the right to accept or reject same, shall be binding upon heirs, executors, administrators and successors of the undersigned, as the case may be, and shall inure to the benefit of the Company, its successors and assigns.

- Custodian for _____
- | | |
|--|--|
| <input type="checkbox"/> Joint Tenants 2/Survivorship
(both must sign)
— | <input type="checkbox"/> Trust Ownership |
| <input type="checkbox"/> Tenants in Common | <input type="checkbox"/> Partnership Ownership |
| | <input type="checkbox"/> Corporate Ownership |

WITNESSED:

INVESTOR:

(Social Security or Tax
Identification Number)

ACCEPTED BY:

By: _____
ISSUER OF SECURITIES

(Date)

This Subscription Agreement shall be construed in accordance with and governed in all respects by the laws of Nebraska.

Executed at (city, Nebraska), this _____ day of _____, _____