

IN WITNESS WHEREOF, the parties hereto have executed this Agreement or caused this Agreement to be duly executed by their respective officers, representatives or agents, effective as of the date first above written.

KIMBALL HILL, INC.;

**18th and Peoria, LLC;
KH Financial Holding Company;
KH Ingham Park South, LLC;
KHH Texas Trading Company L.P.;
Kimball Hill Far East Detroit, LLC;
Kimball Hill Homes Austin, L.P.;
Kimball Hill Homes California, Inc.;
Kimball Hill Homes Dallas, L.P.;
Kimball Hill Homes Florida, Inc.;
Kimball Hill Homes Houston, L.P.;
Kimball Hill Homes Illinois, LLC;
Kimball Hill Homes Nevada, Inc.;
Kimball Hill Homes Ohio, Inc.;
Kimball Hill Homes Oregon, Inc.;
Kimball Hill Homes Realty Florida, Inc.;
Kimball Hill Homes San Antonio, L.P.;
Kimball Hill Homes Texas Investments, L.L.C.;
Kimball Hill Homes Texas Operations, L.L.C.;
Kimball Hill Homes Texas, Inc.;
Kimball Hill Homes Washington, Inc.;
Kimball Hill Homes Wisconsin, Inc.;
Kimball Hill Stateway, Inc.;
Kimball Hill Texas Investment Company, L.L.C.;
Kimball Hill Urban Centers Chicago One, L.L.C.;
Kimball Hill Urban Centers Chicago Two, L.L.C.;
Kimball Hill Urban Centers Special Purposes, LLC;
Kimball Hill Urban Centers, L.L.C.;
National Credit and Guaranty Corporation; and
The Hamilton Place Partnership.**

By: _____
Name: Ann M. Hamilton
Title: Authorized Signatory

**U.S. Bank National Association, as
Liquidation Trust Administrator**

By: Cindy Woodward
Name: Cindy Woodward
Title: Vice President

Annex A-1

LIQUIDATION TRUST ASSETS

Kimball Hill
Liquidation Trust Assets

<u>Asset Type</u>	<u>Asset Name</u>	<u>Description</u>
Real Estate	Aurora Farley	91 acre Tract of Land NE corner of Prairie Street and Gordon Road Aurora, Kane County, IL 60506
Real Estate	Bright Meadows ¹	Commercial Site 13.67 Acre Parcel Route 120 and Wild Spring Road, Round Lake, IL
Real Estate	Centro 18	6.5 Acre Residential Site 18th & Peoria Street Chicago, Cook County, IL 60608
Real Estate	Barrington Hills ²	5 Acre Residential Lot 43 Dundee Road, Barrington Hills, IL

¹ See Annex A-2 for legal description of real property.

² See Annex A-2 for legal description of real property.

Asset Type	Asset Name	Description
Real Estate	Towncenter Inspirada ³	11.3 Acre Site Inspirada Town Center, Lot 24 NWC via Contessa and Via Venezia Henderson, Clark County, NV 89044
Real Estate	Taormina Commercial ⁴	4 Acre Commercial Site Southeastern corner of Levi Ave and Amigo St Henderson, Clark County, NV 89052
Real Estate	South Tampa Lots ⁵	2 Residential Lots 4630 West Bay to Bay Blvd, Tampa, FL (.27Acres) 2902 West Shore Blvd, Tampa FL (.23 Acres)
Real Estate	Sherwood Glen ⁶	14 Acre Residential Site Kings Road, Carpentersville, Kane County, IL 60110

³ See Annex A-2 for legal description of real property.

⁴ See Annex A-2 for legal description of real property.

⁵ See Annex A-2 for legal description of real property.

⁶ See Annex A-2 for legal description of real property.

Asset Type	Asset Name	Description
Real Estate	Corporate Headquarters (Existing) ⁷	5999 New Wilke Road (building 2 and building 3) Rolling Meadows, Illinois 60008
Real Estate	Corporate Headquarters (New)	2900 Golf Road Rolling Meadows, Illinois 60008
Subsidiary Interest	Regency Oaks, LLC	Interest in wholly owned non-Debtor subsidiary
Subsidiary Interest	KH Financial, LP	Interest in wholly owned non-Debtor subsidiary
Subsidiary Interest	KH Sumridge Park, LLC	Interest in wholly owned non-Debtor subsidiary
Joint Venture Interest	South Edge LLC	Membership or partnership interest in joint venture
Joint Venture Interest	Kyle Acquisition Group, LLC	Membership or partnership interest in joint venture
Joint Venture Interest	Wynndam, LLC	Membership or partnership interest in joint venture
Joint Venture Interest	Bing Cherry Development Group, LLC	Membership or partnership interest in joint venture

⁷ See Annex A-2 for legal description of real property.

Asset Type	Asset Name	Description
Joint Venture Interest	Woodridge Residential, LP	Membership or partnership interest in joint venture
Joint Venture Interest	KH SRAV I, LLC	Membership or partnership interest in joint venture
Joint Venture Interest	The Hamilton Place Partnership	Membership or partnership interest in joint venture
Joint Venture Interest	Stateway Associates, LLC	Membership or partnership interest in joint venture
Joint Venture Interest	Parkside Associates, LLC	Membership or partnership interest in joint venture
Joint Venture Interest	Mitchell Urban Partners LLC	Membership or partnership interest in joint venture
Joint Venture Interest	New Far East Side Development Co.	Membership or partnership interest in joint venture
Joint Venture Interest	WSH Development Co LLC	Membership or partnership interest in joint venture
Joint Venture Interest	Sherwood Glen on the Fox Apts - Unit 1	Membership or partnership interest in joint venture
Joint Venture Interest	Sherwood Glen on the Fox Apts - Unit 2	Membership or partnership interest in joint venture

<u>Asset Type</u>	<u>Asset Name</u>	<u>Description</u>
Joint Venture Interest	WKMM, LLC	Membership or partnership interest in joint venture
Joint Venture Interest	Premier Title Company of Houston, LLC	Membership or partnership interest in joint venture
Joint Venture Interest	Premier Title Company of Dallas, LLC	Membership or partnership interest in joint venture
Joint Venture Interest	Builder Homesite, Inc.	Membership or partnership interest in joint venture
Joint Venture Interest	Chicago Equity Fund 1991 Partnership	Membership or partnership interest in joint venture
Joint Venture Interest	Any other miscellaneous investments	Membership or partnership interest in joint venture
Other Asset	Income Tax Receivable	Income tax refunds (received and to be received) and other tax assets
Other Asset	DIP Loan Receivable	Amounts due in respect of the debtor-in-possession financing facility
Other Asset	MUD Receivable	Municipal Utility District Receivable (based on development costs incurred through 2/29/08 in the following communities: Cypress Park, Fieldstone utilities and parks, Indian Trails 3-4 and Saddle Ridge 3-5)

<u>Asset Type</u>	<u>Asset Name</u>	<u>Description</u>	<u>Account Number</u>
Other Asset	Cash on Hand		
		<u>Account Description</u>	<u>Account Number</u>
		Kimball Hill Inc, Tax Refund	XXX8203
		Kimball Hill Inc, Unencumbered Asset Sale	XXX8575
		Kimball Hill Inc Sunridge Park	XXX9003
		Kimball Hill, Inc. Regency Oaks	XXXXXXXXXX7737
Other Asset	Earnest Money - Tiburon Village	Earnest Money	
Other Asset	Earnest Money - Eight Mile Ranch	Earnest Money	
Other Asset	Gas pipeline easement at Southwind		
Other Asset	Causes of Action belonging to the Liquidation Trust (as defined in the Liquidation Trust Agreement)		

Annex A-2

LEGAL DESCRIPTIONS OF REAL PROPERTY
TRANSFERRED TO LIQUIDATION TRUST ON EFFECTIVE DATE

Bright Meadows

LEGAL DESCRIPTION

THAT PART OF THE SOUTHEAST 1/4 OF SECTION 29 AND THE NORTHEAST 1/4 OF SECTION 32, TOWNSHIP 45 NORTH RANGE 10, EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS: BEGINNING AT A POINT ON THE EAST LINE OF THE SOUTHWEST 1/4 OF THE SOUTHEAST 1/4 OF SAID SECTION 29, 129.21 FEET NORTH OF THE SOUTHEAST CORNER OF THE SOUTHWEST 1/4 OF THE SOUTHEAST 1/4 OF SAID SECTION 29; THENCE SOUTH 00 DEGREES 17 MINUTES 55 SECONDS EAST ALONG SAID LAST DESCRIBED EAST LINE, 129.21 FEET TO THE SOUTHEAST CORNER OF THE SOUTHWEST 1/4 OF THE SOUTHEAST 1/4 OF SAID SECTION 29, BEING ALSO THE NORTHEAST CORNER OF THE NORTHWEST 1/4 OF THE NORTHEAST 1/4 OF SAID SECTION 32; THENCE SOUTH 00 DEGREES 02 MINUTES 30 SECONDS WEST ALONG THE EAST LINE OF THE NORTHWEST 1/4 OF THE NORTHEAST 1/4 OF SAID SECTION 32, 563.70 FEET TO AN INTERSECTION WITH THE CENTER LINE OF STATE ROUTE NO. 120 (BELVIDERE ROAD); THENCE SOUTH 72 DEGREES 15 MINUTES 00 SECONDS WEST ALONG SAID CENTER LINE OF STATE ROUTE NO. 120, 907.06 FEET TO A POINT 907.36 FEET, AS MEASURED ALONG SAID CENTER LINE, NORTHEASTERLY OF THE INTERSECTION OF SAID CENTER LINE OF STATE ROUTE NO. 120 WITH A LINE 900.00 FEET AS MEASURED ALONG THE NORTH LINE OF THE EAST 1/2 OF THE NORTHWEST 1/4 OF SAID SECTION 32, EAST OF AND PARALLEL WITH THE WEST LINE OF THE EAST 1/2 OF THE NORTHWEST 1/4 OF SAID SECTION 32; THENCE NORTH 17 DEGREES 45 MINUTES 00 SECONDS WEST, 250.79 FEET TO A POINT OF CURVATURE; THENCE NORTHERLY ALONG A CURVED LINE CONVEX WESTERLY, HAVING A RADIUS OF 569.80 FEET AND BEING TANGENT TO SAID LAST DESCRIBED LINE AT SAID LAST DESCRIBED POINT, AN ARC DISTANCE OF 214.68 FEET TO A POINT OF TANGENCY (THE CHORD OF SAID ARC BEARS NORTH 06 DEGREES 57 MINUTES 23 SECONDS WEST 213.41 FEET); THENCE NORTH 03 DEGREES 50 MINUTES 14 SECONDS EAST ALONG A LINE TANGENT TO SAID LAST DESCRIBED CURVED LINE AT SAID LAST DESCRIBED POINT, 214.63 FEET; THENCE NORTH 72 DEGREES 15 MINUTES 00 SECONDS EAST, 999.12 FEET TO THE POINT OF BEGINNING, IN LAKE COUNTY, ILLINOIS.

Barrington Hills

LEGAL DESCRIPTION

Lot 5 in North Hawley Hills, a subdivision of lots 1, 2, 3, 4 and 5 in vacated Hawley Hills subdivision of parts of Sections 10, 11 and 15, township 42 north range 9, East of the Third Principal Meridian, recorded as Torrens Document number 1765973 and vacated as Torrens document number 1756973, according to plat of said North Hawley Hills Registered in the office of the registrar of Titles of County, Illinois, on June 14, 1960 as document number 1926897, Cook County, Illinois.

Towncenter Inspirada

12881200 - Town Center

TitleOne of Las Vegas, Inc.

Authorized Agent for:

To Be Determined

Our Order No. CL0811601-RB

The form of Policy of Title Insurance contemplated by this report is:

ALTA Loan Policy (6/17/06)

NOTE: A specific request should be made if another form or additional coverage is desired.

The estate or interest in the land hereinafter described or referred to covered by this report is:

A Fee

Title to said estate or interest at the date hereof is vested in:

Kimball Hill Homes Nevada Inc.

The land referred to in this report is situated in the County of Clark, State of Nevada, and is more particularly described as follows:

Lot Twenty-Four (24) of the AMENDED PARENT FINAL MAP OF SOUTH EDGE, as shown by map thereof on file in Book 137 of Plats, page 100, in the Office of the County Recorder of Clark County, Nevada.

Taormina Commercial