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GEORGE J. BUGLEWICZ
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

QUITCLAIM DEED

KNOW ALL MEN BY THESE PRESENTS, that GARY D. BAXTER and VICKI S. BAXTER, husband and wife, herein called the grantor whether one or more, in consideration of One Dollar (\$1.00) and other valuable consideration received from grantee, do hereby grant, bargain, sell, convey and confirm unto GARY D. BAXTER, Trustee of the GARY D. BAXTER REVOCABLE TRUST, dated the 9th day of February, 1996, and all successors in trust, the real property described in Exhibit A attached hereto and incorporated herein as if set forth in its entirety.

To have and to hold the above described premises together with all tenements, hereditaments and appurtenances thereto belonging unto the grantee and to its successors and assigns forever.

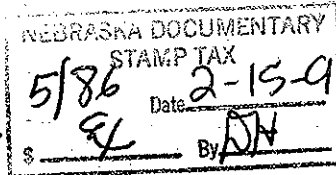
Dated this 9th day of February, 1996.

Gary D. Baxter
GARY D. BAXTER

Vicki S. Baxter
VICKI S. BAXTER

STATE OF NEBRASKA)
COUNTY OF DOUGLAS)

ss.

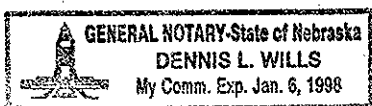


01628 #
22.00
\$46.90
360
See attached

On this 9th day of February, 1996, before me, the undersigned a Notary Public, duly commissioned and qualified for in and said county, personally came GARY D. BAXTER and VICKI S. BAXTER, husband and wife, to me known to be the identical persons whose names are affixed to the foregoing instrument and acknowledged the execution thereof to be their voluntary act and deed.

Witness my hand and Notarial Seal the day and year last above written.

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS



Notary Public

Raynor, Rensch et al
114.22 Miracle Hills Dr. Suite 440
Omaha, NE 68154

EXHIBIT A

LEGAL DESCRIPTION

The North Fifty-four (54) feet of Lot Four (4), Block Two (2), Bensonvale Acres, an Addition to the City of Omaha, Douglas County, Nebraska; and

An undivided one-half (1/2) interest in that part of Lots 1, 2 and 3, Block 9, BENSON, now a part of the City of Omaha, as surveyed, platted and recorded, bounded and described as follows, to-wit: Beginning at the Northeast corner of said Lot 1, thence South along the East line of said Lot 1, 65.34 feet, thence West on a line 65.34 feet South of and parallel to the North line of said Lots 1 and 2, 89.48 feet; thence North on a line 89.48 feet West of and parallel to the East line of said Lot 1, 18 feet; thence West on a line 47.34 feet South and parallel to the North line of said Lots 2 and 3, 60.52 feet to the West line of said Lot 3; thence North along the West line of said Lot 3, 47.34 feet to the Northwest corner of said Lot 3, thence East 150 feet to the place of beginning, Douglas County, Nebraska.

43-03460

43-02880

AFFIDAVIT

CERTIFICATION OF TRUSTEE'S POWERS

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

I, GARY D. BAXTER, have executed a Revocable Trust to be known as the GARY D. BAXTER REVOCABLE TRUST, dated February 9, 1996, hereinafter referred to as the "Trust". The terms of the Trust provide for the following:

1. The Trustee and the successor to the Trustee of the aforesaid trust are as follows:

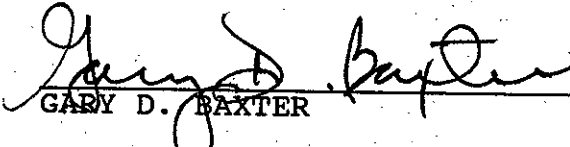
- (a) As long as I am living and not incapacitated, I shall act as Trustee of the Trust.
- (b) Upon my death or in the event one (1) physician certifies in writing that, in such physician's opinion, I am incapacitated and therefore unable to properly administer the Trust, then the Successor Trustee shall be VICKI S. BAXTER, if living and able and willing to serve as Successor Trustee; provided, should VICKI S. BAXTER not be living or able and willing to serve as Successor Trustee or in the event one (1) physician states in writing that, in such physician's opinion, said Successor Trustee is unable to properly administer the Trust, then WAYNE H. BAXTER shall be the Successor Trustee, if living and able and willing to serve as Successor Trustee; provided, should WAYNE H. BAXTER not be living or able and willing to serve as Successor Trustee, then NORWEST BANK NEBRASKA, N.A. shall be the Successor Trustee.

2. The Trustees set out in Paragraph 1 above have the authority to exercise all powers and discretions in the Trust instrument and is vested with all the powers set out in the Nebraska Trustee Powers Act, as the same may be amended from time to time, and all other powers conferred upon Trustees by the laws of the State of Nebraska and of any State in which I may own real estate, including, without limitation thereby, the power to sell, transfer, assign and otherwise dispose of any asset, real or personal, held in trust.

3. Any party dealing with the Trustee is entitled to rely upon this Certification of Trustee's Powers and shall be under no duty to investigate or inquire into any of the Trustee's powers with respect to dealing with Trust property or on behalf of the Trust. Any party relying upon this Certification of Trustee's Powers is hereby indemnified by the Grantor, the Trust and the

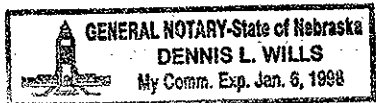
beneficiaries against any and all harm or any loss, including attorney's fees, for any transaction entered into with Trustee relying upon representations herein provided that such claim or cause of action is based upon Trustee's powers to enter into the transaction on behalf of the Trust.


DATED this 9th day of February, 1996.


GARY D. BAXTER

On this 9th day of February, 1996, before me, a Notary Public in and for said county and state, personally came the above-named GARY D. BAXTER, who is personally known to me to be the identical person whose name is affixed to the above Affidavit and he acknowledged said instrument to be his voluntary act and deed.

Witness my hand and notarial seal the date above last aforesaid.




Notary Public

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS