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**SECOND AMENDMENT
OF THE
SOUTH RIDGE COALITION AGREEMENT**

This Second Amendment of the South Ridge Coalition Agreement is made and entered into as of this 15th day of April, 1994, by and between LINCOLN MEMORIAL PARK CEMETERY ASSOCIATION, a Nebraska corporation ("Lincoln Memorial"); R. C. KRUEGER DEVELOPMENT COMPANY, INC., a Nebraska corporation ("Krueger"); RIDGE DEVELOPMENT LIMITED PARTNERSHIP, a Nebraska limited partnership ("Ridge"); ROBERT A. WITT, a married person and PAUL K. WITT, a single person (successors in interest of KENNETH G. WITT and HELEN M. WITT and collectively referred to herein as "Witt"); and ZERMATT EQUITY CORPORATION, a Nebraska corporation ("Zermatt").

Lincoln Memorial, Krueger, Ridge, Witt and Zermatt entered into the First Amendment and Restatement of the South Ridge Coalition Agreement, dated February 14, 1994 ("First Amendment and Restatement of the Agreement"). This Agreement amends and modifies Article IV, Section 402 of the First Amendment and Restatement of the Agreement as follows:

B. Date of Closing. The "Closing" or "Date of Closing" for the First, Second and Third Land Exchanges shall take place on or before the Closing of the exchange properties as described in the LPS Agreement or at such other time as the Parties may agree. The "Closing" or "Date of Closing" for the Fourth Land Exchange may take place on or after the Closing of the First, Second and Third Land Exchanges. The Parties hereby state that time is of the essence in this Agreement. Possession shall occur upon the Closing. In no event shall the Closing be later than June 1, 1994.

K. Simultaneous Closings. The Parties agree and understand that the First, Second and Third Land Exchanges and the land exchanges described in the LPS Agreement shall simultaneously close. The Fourth Land Exchange may close at a separate time.

"LINCOLN MEMORIAL"

Lincoln Memorial Park Cemetery
Association, a Nebraska
corporation

By: C. John Guenzel
C. John Guenzel, President

"KRUEGER"

R.C. Krueger Development Company,
Inc. a Nebraska corporation

By: Charles C. Heald
President

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"RIDGE"

Ridge Development Limited
Partnership, a Nebraska limited
partnership

By: Thomas E. White
Thomas E. White, General Partner

"WITT"

Robert A. Witt by Kenneth G. Witt
Robert A. Witt, a married person by
Kenneth G. Witt as Attorney-in-fact

Paul K. Witt by Kenneth G. Witt
Paul K. Witt, a single person by
Kenneth G. Witt as Attorney-in-fact

"ZERMATT"

Zermatt Equity Corporation, a
Nebraska corporation

By: [Signature]
President

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me this 15th
day of April, 1994 by C. John Guenzel, as President of
Lincoln Memorial Park Cemetery Association, a Nebraska corporation,
on behalf of the corporation.



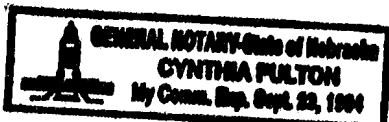
Kent Seacrest
Notary Public

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STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me this 14
day of April, 1994 by Rick C. Krueger, as
President of R. C. Krueger Development Company,
Inc., a Nebraska corporation, on behalf of the corporation.

Cynthia Fulton
Notary Public



STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me this 15th
day of April, 1994 by Thomas E. White, as General
Partner of Ridge Development Limited Partnership, a Nebraska
limited partnership, on behalf of the limited partnership.

Kent Seacrest
Notary Public



STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me this 15th
day of April, 1994 by Kenneth G. Witt as Attorney-in-
fact for Robert A. Witt, a married person.

Kent Seacrest
Notary Public



STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me this 15th
day of April, 1994 by Kenneth G. Witt as Attorney-in-
fact for Paul K. Witt, a single person.

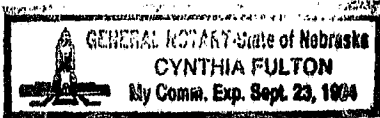
Kent Seacrest
Notary Public



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STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me this 14
day of April, 1994 by Dr. Greg Sutton, as
President of Zermatt Equity Corporation, a Nebraska corporation, on
behalf of the corporation.



Cynthia Fulton
Notary Public

EXHIBIT "A"

LINCOLN MEMORIAL TRACT

Lot 38 of Irregular Tracts in the SW 1/4 of Section 13, Township 9 North, Range 6 East of the 6th P.M., Lancaster County, Nebraska; and

Lot 37 and Lot 38 of Irregular Tracts in the N 1/2 of Section 24, Township 9 North, Range 6 East of the 6th P.M., Lancaster County, Nebraska.

WITT TRACT

Lot 39 and Lot 40 of Irregular Tracts in the NE 1/4 of Section 24, Township 9 North, Range 6 East of the 6th P.M., Lancaster County, Nebraska.

RIDGE TRACT

Lot 51 of Irregular Tracts in the SE 1/4 of Section 13, Township 9 North, Range 6 East of the 6th P.M., Lancaster County, Nebraska.

ZERMATT TRACT

Lot 10 of Irregular Tracts in the SW 1/4 of Section 18, Township 9 North, Range 7 East of the 6th P.M., Lancaster County, Nebraska.

KRUEGER TRACT

A tract of land composed of a portion of Lot 11, I.T., located in the NW 1/4 of Section 19, Township 9 North, Range 7 East of the 6th P.M., Lancaster County, Nebraska, and is more particularly described as follows:

COMMENCING FROM THE NORTHWEST CORNER OF SAID SECTION 19, THENCE SOUTH 0 DEGREES 02 MINUTES 24 SECONDS EAST, ALONG THE WEST LINE OF SAID SECTION 19 A DISTANCE OF 50.00 FEET TO A POINT, THENCE SOUTH 89 DEGREES 32 MINUTES 18 SECONDS EAST, ALONG A LINE 50.00 FEET SOUTH OF AND PARALLEL TO THE NORTH LINE OF SAID SECTION 19 A DISTANCE OF 59.18 FEET TO THE TRUE POINT OF BEGINNING, SAID POINT ALSO BEING THE NORTHWEST CORNER OF SAID LOT 11 I.T., THENCE SOUTH 89 DEGREES 32 MINUTES 18 SECONDS EAST, ALONG THE NORTH LINE OF SAID LOT 11 I.T. A DISTANCE OF 1608.76 FEET TO THE NORTHEAST CORNER OF SAID LOT 11 I.T., THENCE SOUTH 10 DEGREES 08 MINUTES 34 SECONDS WEST, ALONG THE EAST LINE OF SAID LOT 11 I.T. A DISTANCE OF 232.45 FEET TO A POINT, THENCE SOUTH 54 DEGREES 59 MINUTES 18 SECONDS EAST, ALONG THE EAST LINE OF SAID LOT 11 I.T. A DISTANCE OF 74.63 FEET TO A POINT, THENCE SOUTH 0 DEGREES 02 MINUTES 43 SECONDS EAST, ALONG THE EAST LINE OF SAID LOT 11 I.T. A DISTANCE OF 736.34 FEET TO A POINT, THENCE SOUTH 10 DEGREES 38 MINUTES 10 SECONDS EAST, ALONG THE EAST LINE OF SAID LOT 11 I.T. A DISTANCE OF 113.75 FEET TO A POINT, THENCE SOUTH 21 DEGREES 00 MINUTES 14 SECONDS EAST, ALONG THE EAST LINE OF SAID LOT 11 I.T. A DISTANCE OF 60.00 FEET TO A POINT, THENCE SOUTH 31 DEGREES 23 MINUTES 24 SECONDS EAST, ALONG THE EAST LINE OF SAID LOT 11

I.T. A DISTANCE OF 113.74 FEET TO A POINT, THENCE SOUTH 59 DEGREES 03 MINUTES 35 SECONDS WEST, A DISTANCE OF 1031.82 FEET TO A POINT. THENCE SOUTH 89 DEGREES 57 MINUTES 36 SECONDS WEST, A DISTANCE OF 410.00 FEET TO A POINT ON THE WEST LINE OF LOT 8 I.T., THENCE NORTH 0 DEGREES 02 MINUTES 24 SECONDS WEST, ALONG THE EAST LINE OF SAID LOT 8 I.T. A DISTANCE OF 120.00 FEET TO THE NORTHEAST CORNER OF SAID LOT 8 I.T., THENCE SOUTH 89 DEGREES 57 MINUTES 36 SECONDS WEST, ALONG THE NORTH LINE OF SAID LOT 8 I.T. A DISTANCE OF 450.00 FEET TO THE NORTHWEST CORNER OF SAID LOT 8 I.T., THENCE NORTH 1 DEGREES 03 MINUTES 14 SECONDS EAST, ALONG THE WEST LINE OF SAID LOT 11 I.T. A DISTANCE OF 306.94 FEET TO A POINT, THENCE NORTH 2 DEGREES 15 MINUTES 01 SECONDS EAST, ALONG THE WEST LINE OF SAID LOT 11 I.T. A DISTANCE OF 556.04 FEET TO A POINT, THENCE NORTH 2 DEGREES 22 MINUTES 38 SECONDS WEST, ALONG THE WEST LINE OF SAID LOT 11 I.T. A DISTANCE OF 544.85 FEET TO A POINT, THENCE NORTH 0 DEGREES 02 MINUTES 24 SECONDS WEST, ALONG THE WEST LINE OF SAID LOT 11 I.T. A DISTANCE OF 100.00 FEET TO A POINT, THENCE NORTH 2 DEGREES 43 MINUTES 28 SECONDS EAST, ALONG THE WEST LINE OF SAID LOT 8 I.T. A DISTANCE OF 190.28 FEET TO THE POINT OF BEGINNING. SAID TRACT CONTAINS A CALCULATED AREA OF 62.38 ACRES MORE OR LESS.

LANCASTER COUNTY, NEB
Dem Nette
REGISTER OF DEEDS

APR 19 3 17 PM '94

INST. NO. 94— 18716

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BLOCK

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