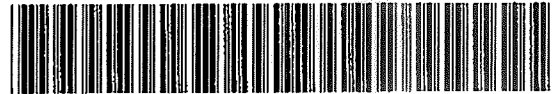


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Omaha, NE 68114-2685

AMENDMENT TO THE DEED OF TRUST
BETWEEN BENNINGTON COMPANY, TRUSTOR,
MAURICE M. UDES, BENEFICIARY,
AND PAUL M. BROWN, TRUSTEE
DATED AUGUST 19, 1994

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AMENDMENT entered into this 21st day of March, 1995, by and between BENNINGTON COMPANY, a Nebraska corporation, Trustor, ("Trustor") MAURICE M. UDES, of Omaha, Nebraska, Beneficiary ("Beneficiary") and PAUL M. BROWN, of Omaha, Nebraska, Trustee ("Trustee") amending and modifying the Deed of Trust dated August 19, 1994.

RECITALS:

This Amendment is made with reference to the following facts and circumstances:

1. On August 19, 1994, Trustor, acting by and through its duly authorized agent, executed a Deed of Trust (the "Deed of Trust"), wherein Trustor granted, conveyed, and assigned to Trustee, in trust, for the benefit of Beneficiary, real property located in Douglas County, Nebraska, for the purpose of securing the payment of the debt to the Beneficiary evidenced by the Trustor's Note dated December 31, 1992 in the principal sum of Three Million One Hundred Eighty Two Thousand Six Hundred Ninety-Seven and 52/100 Dollars (3,182,697.52) (the "First Note") and the Promissory Note dated August 19, 1994 in the principal sum of Four Million and No/100 Dollars (\$4,000,000.00) (the "Second Note").
2. On March 1, 1995, Trustor, Trustee and Beneficiary executed an Amendment to the Deed of Trust acknowledging that the Deed of Trust also secured a Promissory Note payable to Beneficiary in the principal sum of Five Hundred Sixty-Four Thousand Three Hundred and No/100 Dollars (\$564,300.00) (the "Third Note").
3. The secured property legally described as Lot 301, Huntington Park, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska, has been replatted and is now legally described as Lots 1 through 61, inclusive, and Outlots 1 and 2, the Villas of Huntington Park, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska.
4. Trustor and Beneficiary desire to amend the Deed of Trust to secure the property legally described on Exhibit "A" attached hereto and incorporated herein by this reference.

AGREEMENT:

NOW THEREFORE, in consideration of the mutual covenants and agreements set forth herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree to modify and supplement the Agreement as follows:

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SECTION 1. AMENDMENT TO DEED OF TRUST.

The legal description of the property under and subject to the terms of the Deed of Trust and all amendments thereto shall be the real property legally described in Exhibit "A" attached hereto and incorporated herein by this reference.

SECTION 2. RATIFICATION OF DEED OF TRUST.

The Deed of Trust and this Amendment to Deed of Trust are hereby ratified and confirmed and shall remain in full force and effect except as herein modified and supplemented. Any ambiguity in a provision of the Deed of Trust, as amended and supplemented by this Amendment to Deed of Trust, shall be resolved in favor of the language contained in this amendment.

IN WITNESS WHEREOF, the parties have executed this Amendment to Deed of Trust the date first written above.

TRUSTOR:

BENNINGTON COMPANY, a Nebraska corporation.

BY: Barbara Shaw
President

ATTEST:

Robert P. Horgan
Secretary

BENEFICIARY:

Maurice M. Udes
MAURICE M. UDES

TRUSTEE:

Paul M. Brown
PAUL M. BROWN, TRUSTEE

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The execution of the foregoing Amendment to Deed of Trust was acknowledged before me on this 21st day of March, 1995, by BARBARA UDES SHAW and ROBERT P. HORGAN, President and Secretary respectively of Bennington Company.



Marietta E. Brown
Notary Public

NOTARIAL SEAL AFFIXED.
REGISTER OF DEEDS.

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

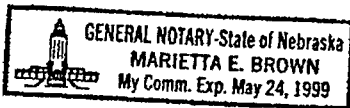
The execution of the foregoing Amendment to Deed of Trust was acknowledged before me on this 21st day of March, 1995, by MAURICE M. UDES.



Marietta E. Brown
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The execution of the foregoing Amendment to Deed of Trust was acknowledged before me on this 21st day of March, 1995, by PAUL M. BROWN, TRUSTEE.



Marietta E. Brown
Notary Public

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS.

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Outlot 1 and Lots 1 through 58, inclusive, and 60, in Villas of Huntington Woods, a Subdivision, as surveyed, platted and recorded in Douglas County, Nebraska.