

Michael D. Matejka
Fitzgerald, Schorr, Barmettler
& Brennan, P.C.
1000 Woodmen Tower
Omaha, NE 68102



----- [SPACE ABOVE THIS LINE FOR RECORDING DATA] -----

Assignment and Assumption

This Assignment and Assumption Agreement is entered into this 31 day of December, 1996, by and between Thomas L. Egan and Janet A. Egan (Assignor) and Matcon, L.L.C., a Nebraska limited liability company (Assignee).

WHEREAS, the Assignor has assumed, as Lessee, the Lease from Enterprise Properties, Inc., Lessor, dated September 8, 1993, for the real property described on Exhibit A attached hereto ("Lease");

WHEREAS, Assignor desires to assign said Lease to Assignee and Assignee desires to accept said Lease and assume all obligations of Lessee to the Lease.

NOW, THEREFORE, upon good and valuable consideration herein received, the parties agree as follows:

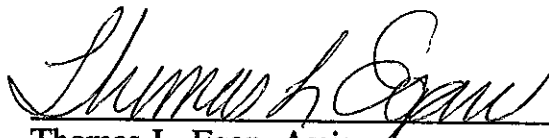
1. Assignor assigns all of its right, title and interest in the Lease to Assignee.
2. Assignee assumes all obligations and liabilities of Assignor under the Lease.

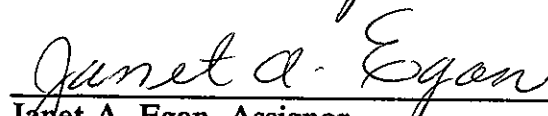
DATED this 31 day of December, 1996.

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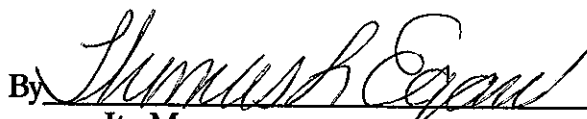
JAN 3 9 32 AM '97

GEORGE J. BUGLEWICZ
REGISTER OF DEEDS
DOUGLAS COUNTY, NE


Thomas L. Egan, Assignor


Janet A. Egan, Assignor

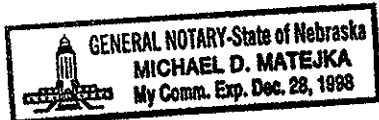
MATCON, L.L.C., Assignee

By 
Its Manager

00079 H- 602-
FEE 15.50 R FB 11265
DEL C/O COMP MB
LEGAL PG SCAN FV

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

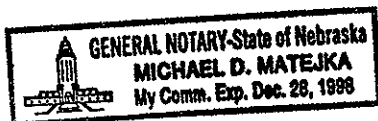
The foregoing instrument was acknowledged before me on the 31 day of December, 1996, by Thomas L. Egan and Janet A. Egan, Assignor.



Michael D. Matejka
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me on the 31st day of December, 1996, by Thomas L. Egan, Manager of Matcon, L.L.C., a Nebraska limited liability company, Assignee.



Michael D. Matejka
Notary Public

**Consent to Assignment and Assumption
and Release of Assignor**

COMES NOW Enterprise Properties, Inc. the Lessor under the Lease, and hereby consents to the assignment of the Lease to Assignee and the assumption of the Lease by Assignee and hereby releases Assignor from all obligation as Lessee under the Lease.

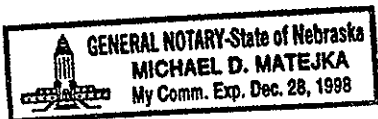
DATED this 31 day of December, 1996.

ENTERPRISE PROPERTIES, INC., Lessor

By Thomas L. Egan
Its President

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me on the 31 day of December, 1996, by Thomas L. Egan, President of Enterprise Properties, Inc., Lessor.



Michael D. Matejka
Notary Public

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS

Lot 1, Enterprise Properties, Omaha, Douglas County, Nebraska more particularly described as:
A tract of land located in the Northwest Quarter (NW 1/4) of Section 3, Township 14 North, Range 12 East of the Sixth Principle Meridian, in Douglas County, Nebraska, the boundaries of which are described as follows:

Commencing at the center of Said Section 3, which point is the intersection of the Centerlines of 90th Street and "L" Street; thence due north, along the East Line of the Northwest Quarter (NW 1/4) of Said Section 3, which is also the Centerline of 90th Street, 90.02 feet to a point on the extended North Right-of-Way Line of "L" Street; thence North $88^{\circ}56'00''$ West, along the North Right-of-Way Line of "L" Street and that line extended 1008.01 feet to the POINT OF BEGINNING, which point is also the Southwest Corner of a tract of land heretofore conveyed to the A. Y. McDonald Company; thence North $88^{\circ}56'00''$ West, continuing along the North Right-of-Way Line of "L" Street, 199.99 feet to a point; thence North $0^{\circ}01'20''$ East for a distance of 470.28 feet to a point on the South Right-of-Way Line of "J" Street, thence South $88^{\circ}55'56''$ East, along the South Right-of-Way Line of "J" Street, 200.01 feet to the Northwest Corner of the McDonald Tract; thence South $0^{\circ}01'31''$ West, along the West Line of the McDonald Tract, 470.28 feet to the POINT OF BEGINNING, continuing 94,040.39 square feet (2.16 AC.) more or less.

In this description the East Line of the Northwest Quarter (NW 1/4) of Section 3-14-12 is assumed to bear due north and south.