

SECOND AMENDMENT TO  
DEVELOPMENT AND MANAGEMENT AGREEMENT

This Second Amendment to Development and Management Agreement made and entered into this 8<sup>th</sup> day of May, 1984, by and between Landco, Inc., a Nebraska corporation, and Norwest Capital Management & Trust Co., Nebraska (formerly First Northwestern Trust Co. of Nebraska), Trustee, herein referred to as ("Trustee").

WHEREAS, the parties entered into a Development and Management Agreement dated February 19, 1980, which Agreement was subsequently amended on March 31, 1981; and

WHEREAS, the parties now wish to expand the duties and authorities of Landco, Inc. pursuant to the Development and Management Agreement.

NOW, THEREFORE, it is agreed by and between the parties as follows:

1. Landco, Inc. shall have the authority to execute deeds conveying real estate held by the Trustee pursuant to the terms and provisions of the Charles G. Smith and Nellie M. Smith Irrevocable Trust Agreement, pursuant to the terms of and in furtherance of the provisions of the Development and Management Agreement.
2. Trustee shall execute a power of attorney in recordable form granting to Landco, Inc. the foregoing authority.
3. Landco, Inc. shall exercise such authority only pursuant to the terms of and in furtherance of the purposes of the Development and Management Agreement. Landco, Inc. shall indemnify and hold harmless Trustee from any damages, costs, or other liabilities which Trustee may incur on account of any unauthorized or negligent performance of duties by Landco, Inc. pursuant to the Development and Management Agreement.
4. All other terms and conditions of the Development and Management Agreement dated February 19, 1980, as previously amended on March 31, 1981, shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have executed this Second Amendment to Development and Management Agreement the day and year first above written.

Landco, Inc., a Nebraska Corporation

Norwest Capital Management & Trust Co.,  
Nebraska, (formerly First Northwestern  
Trust Co. of Nebraska), Trustee

By: 

By: 

FILED FOR RECORD 5-21-84 AT 12:55 P.M. IN BOOK 57 OF Miscellaneous

vice President

329 Carl L. Hildebrand

REGISTER OF DEEDS, SARPY COUNTY, NEB

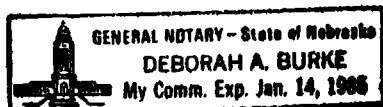
Rec'd A. 05156 X

STATE OF NEBRASKA)

) ss.

COUNTY OF DOUGLAS)

The foregoing instrument, was acknowledged before me this 15<sup>th</sup> day of May, 1984, by C. B. Smith, who is the President of Landco, Inc., a Nebraska corporation, on behalf of said corporation.



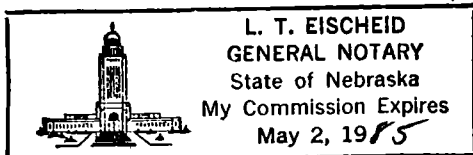
[Signature]  
Notary Public

STATE OF NEBRASKA)

) ss.

COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 8 day of May, 1984, by WARRY YOSTEN, who is the VICE PRESIDENT of Norwest Capital Management & Trust Co., Nebraska (formerly First Northwestern Trust Co. of Nebraska), on behalf of said corporation.



[Signature]  
Notary Public