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*Glenn J. Lawley*

**REGISTER OF DEEDS AMENDMENT NO. 2  
TO THE  
DEED OF TRUST, SECURITY AGREEMENT  
AND FINANCING STATEMENT**

**PARTIES:**

**AMENDMENT NO. 2** made this 26th day of May, 1998, by and between **LINCOLN DEVELOPMENT, L.L.C.**, a Nebraska limited liability company, Trustor, **BHD, L.L.C.**, a Nebraska limited liability company, **NEW MILLENNIUM III, L.L.C.**, a Nebraska limited liability company, and **MCCUNE DEVELOPMENT, L.L.C.**, a Nebraska limited liability company, and **B-4, L.L.C.**, a Nebraska limited liability company, Beneficiaries, and **PAUL M. BROWN, TRUSTEE**, Trustee, amending and modifying the Deed of Trust, Security Agreement and Financing Statement dated October 30, 1997 by and between Trustor, Beneficiaries and Trustee.

**RECITALS:**

This Agreement is made with reference to the following facts and objectives:

1. On October 30, 1997, Trustor granted to Trustee, in trust, with the power of sale, certain property legally described on Exhibit "A" attached hereto and incorporated herein by this reference, for the benefit and security of Beneficiaries, as evidenced by the Deed of Trust, Security Agreement and Financing Statement (the "Deed of Trust").
2. The Deed of Trust was recorded in the office of the Register of Deeds of Sarpy County, Nebraska, on October 30, 1997, at Instrument Number 97-024451.
3. The parties now desire to amend the Deed of Trust on the terms and conditions set forth herein.

**AGREEMENT:**

**NOW, THEREFORE**, in consideration of the recitals and the mutual agreements, provisions and covenants herein contained, the parties do hereby agree as follows:

FEE \_\_\_\_\_ FB \_\_\_\_\_  
BKP \_\_\_\_\_ C/O \_\_\_\_\_  
DEL \_\_\_\_\_ SCIN \_\_\_\_\_

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**SECTION 1. AMENDMENT.**

In addition to the indebtedness and obligations set forth in the Deed of Trust, the Deed of Trust shall also secure the following additional indebtedness and obligations:

(a) The payment of the debts to B-4, L.L.C. evidenced by (i) the Trustor's Revolving Credit Promissory Note payable to B-4, L.L.C. dated May 26, 1998, in the principal sum of One Hundred Fifty Thousand and 00/100 Dollars (\$150,000.00) together with interest, and upon the terms provided in the Note and any and all renewals, modifications and extensions thereof, and (ii) the Trustor's Promissory Note payable to B-4, L.L.C. dated May 26, 1998, in the principal sum of Forty-Eight Thousand Twelve and 76/100 Dollars (\$48,012.76) together with interest, and upon the terms provided in the Note and any and all renewals, modifications and extensions thereof;

**SECTION 2. RATIFICATION.**

The Deed of Trust is 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 No. 2, shall be resolved in favor of the language contained in this Amendment No. 2.

**IN WITNESS WHEREOF**, this Amendment No. 2 has been duly executed by the parties hereto on the date shown below.

Executed at Omaha, Nebraska  
this 26th day of May, 1998

LINCOLN DEVELOPMENT, L.L.C.,  
a Nebraska limited liability company, "Trustor"

By: BHD, L.L.C., a Nebraska limited liability company, Manager

By: Barbara Shaw  
Barbara Shaw, Manager

By: Maurice M. Udes  
Maurice M. Udes, Manager

By: NEW MILLENNIUM III, L.L.C., a Nebraska limited liability company, Manager

By: Kevin Irish  
Kevin Irish, Member

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By: Herbert Freeman  
Herbert Freeman, Member

By: MCCUNE DEVELOPMENT, L.L.C.,  
a Nebraska limited liability company,  
Manager

By: Paul McCune  
Paul McCune, Member

By: B-4, L.L.C., a Nebraska limited  
liability company, Manager

By: Marietta E. Brown  
Marietta E. Brown, Manager

Executed at Omaha, Nebraska  
this 26th day of May, 1998

BHD, L.L.C., a Nebraska limited liability  
company

By: Barbara Shaw  
Barbara Shaw, Manager

By: Maurice M. Udes  
Maurice M. Udes, Manager

Executed at Omaha, Nebraska  
this 26th day of May, 1998

NEW MILLENNIUM III, L.L.C., a Nebraska  
limited liability company

By: Kevin Irish  
Kevin Irish, Member

By: Herbert Freeman  
Herbert Freeman, Member

Executed at Omaha, Nebraska  
this 26th day of May, 1998

MCCUNE DEVELOPMENT, L.L.C.,  
a Nebraska limited liability company

By: Paul McCune  
Paul McCune, Member

98-19634C

Executed at Omaha, Nebraska  
this 26th day of May, 1998

B-4 DEVELOPMENT, L.L.C., a Nebraska  
limited liability company

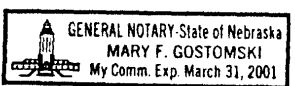
By: *Marietta E. Brown*  
Marietta E. Brown, Manager

*Paul M. Brown*  
PAUL M. BROWN, TRUSTEE

ACKNOWLEDGMENT

STATE OF NEBRASKA     )  
  ) ss:  
COUNTY OF DOUGLAS    )

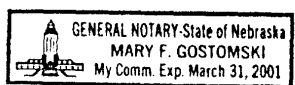
The foregoing instrument was signed before me this 26th day of May, 1998, by Maurice M. Udes and Barbara Shaw, Managers of BHD, L.L.C., a Nebraska limited liability company, to me known to be the identical persons named in and who executed the foregoing instrument and acknowledged that they executed the same as their voluntary act and deed and the voluntary act and deed of the limited liability company.



*Mary F. Gostomski*  
Notary Public

STATE OF NEBRASKA     )  
  ) ss:  
COUNTY OF DOUGLAS    )

The foregoing instrument was signed before me this 26th day of May, 1998, by Kevin Irish and Herbert Freeman, Members of New Millennium III, L.L.C., a Nebraska limited liability company, to me known to be the identical persons named in and who executed the foregoing instrument and acknowledged that they executed the same as their voluntary act and deed and the voluntary act and deed of the limited liability company.

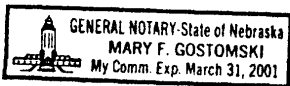


*Mary F. Gostomski*  
Notary Public

STATE OF NEBRASKA )  
 ) ss:  
COUNTY OF DOUGLAS )

98-19634D

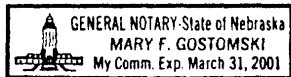
The foregoing instrument was signed before me this 26th day of May, 1998, by Paul McCune, Member of McCune Development, L.L.C., a Nebraska limited liability company, to me known to be the identical person named in and who executed the foregoing instrument and acknowledged that he executed the same as his voluntary act and deed and the voluntary act and deed of the limited liability company.



Mary F. Gostomski  
Notary Public

STATE OF NEBRASKA )  
 ) ss:  
COUNTY OF DOUGLAS )

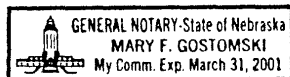
The foregoing instrument was signed before me this 26th day of May, 1998, by Marietta E. Brown, Manager of B-4, L.L.C., a Nebraska limited liability company, to me known to be the identical person named in and who executed the foregoing instrument and acknowledged that he executed the same as his voluntary act and deed and the voluntary act and deed of the limited liability company.



Mary F. Gostomski  
Notary Public

STATE OF NEBRASKA )  
 ) ss:  
COUNTY OF DOUGLAS )

The foregoing instrument was signed before me this 26th day of May, 1998, by Paul M. Brown, Trustee, to me known to be the identical person named in and who executed the foregoing instrument and acknowledged that he executed the same as his voluntary act and deed as Trustee.



Mary F. Gostomski  
Notary Public

Exhibit "A"

98-19634E

LEGAL DESCRIPTION

PARCEL A:

THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 25, TOWNSHIP 14 NORTH, RANGE 10 EAST OF THE 6TH P.M., SARPY COUNTY, NEBRASKA, EXCEPT LOT 1, TRUELSEN SUBDIVISION AND EXCEPT A TRACT OF LAND LYING IMMEDIATELY WEST OF TRUELSEN SUBDIVISION, LOCATED IN THE EAST 1/2 OF THE SOUTHWEST QUARTER OF SECTION 25, THENCE NORTH 90°00'00"EAST, (ASSUMED BEARING), ALONG THE SOUTH LINE OF THE SOUTHWEST QUARTER, 1902.84 FEET TO THE TRUE POINT OF BEGINNING; THENCE NORTH 01°14'57" EAST, 384.87 FEET; THENCE SOUTH 89°36'20" WEST, 20.01 FEET; THENCE SOUTH 1°14'57" WEST, 384.73 FEET TO A POINT ON THE SOUTH LINE OF THE SOUTHWEST QUARTER; THENCE NORTH 90°00'00" EAST ALONG SAID SOUTH LINE, 20.00 FEET TO THE POINT OF BEGINNING.

PARCEL B:

THE WEST HALF OF THE SOUTHWEST QUARTER OF SECTION 25, TOWNSHIP 14 NORTH, RANGE 10 EAST OF THE 6TH P.M., SARPY COUNTY, NEBRASKA; EXCEPT A TRACT OF GROUND MORE PARTICULARLY DESCRIBED AS FOLLOWS: COMMENCING AT A POINT ON THE WEST LINE OF THE SOUTHWEST QUARTER OF SECTION 25, WHICH IS 330 FEET NORTH OF THE SOUTHWEST CORNER OF SECTION 25; THENCE NORTHERLY ALONG THE WEST LINE OF THE SOUTHWEST QUARTER OF SECTION 25, A DISTANCE OF 330 FEET; THENCE EASTERLY 660 FEET; THENCE SOUTHERLY 330 FEET; THENCE WESTERLY 660 FEET TO THE POINT OF BEGINNING, AND ALSO EXCEPT A TRACT OF GROUND MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT A POINT ON THE WEST LINE OF SAID SOUTHWEST QUARTER WHICH POINT IS 660 FEET NORTH OF THE SAID SOUTHWEST CORNER OF SECTION 25; THENCE NORTHERLY ALONG THE WEST LINE OF SAID SOUTHWEST QUARTER OF SECTION 25, A DISTANCE OF 66 FEET, THENCE EASTERLY 660 FEET; THENCE SOUTHERLY 66 FEET; THENCE WESTERLY ON THE NORTHERLY LINE OF THE ABOVE DESCRIBED TRACT, A DISTANCE OF 660 FEET TO THE POINT OF BEGINNING.

PARCEL C

THE NORTH 30 ACRES OF THE NORTHWEST QUARTER OF THE NORTHWEST QUARTER OF SECTION 36, TOWNSHIP 14 NORTH, RANGE 10 EAST OF THE 6TH P.M., SARPY COUNTY, NEBRASKA.

PARCEL A AND B BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

A TRACT OF LAND BEING A PART OF THE SW 1/4 OF SECTION 25, TOWNSHIP 14 NORTH, RANGE 10 EAST OF THE 6TH P.M., SARPY COUNTY, NEBRASKA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SW CORNER OF SAID SECTION 25; THENCE N00°18'51"W ALONG THE WEST LINE OF THE SW 1/4 OF SAID SECTION 25, 329.98 FEET; THENCE N89°38'32"E, 659.80 FEET; THENCE N00°16'43"W, 395.54 FEET; THENCE S89°40'53"W, 660.04 FEET TO THE WEST LINE OF THE SW 1/4 OF SAID SECTION 25; THENCE N00°18'51"W ALONG SAID WEST LINE, 1915.14 FEET TO THE WEST 1/4 CORNER OF SAID SECTION 25; THENCE N89°50'35"E ALONG THE NORTH LINE OF THE SW 1/4 OF SAID SECTION 25, 2647.86 FEET TO THE CENTER OF SAID SECTION 25; THENCE S00°07'30"E ALONG THE EAST LINE OF THE SW 1/4 OF SAID SECTION 25, 2535.67 FEET TO THE NORTHWESTERLY RIGHT OF WAY LINE OF THE BURLINGTON NORTHERN RAILROAD TRACKS, SAID POINT ALSO BEING THE BEGINNING OF A CURVE TO THE LEFT; THENCE ALONG SAID CURVE, HAVING A RADIUS OF 4734.43 FEET, A LENGTH OF 211.58 FEET AND BEARING S57°49'18"W, 211.56 FEET TO THE SOUTH LINE OF THE SW 1/4 OF SAID SECTION 25; THENCE N90°00'00"W ALONG SAID SOUTH LINE, 225.22 FEET; THENCE N00°23'54"E, 386.90 FEET TO THE NORTHEAST CORNER OF LOT 1, OF TRUELSON SUBDIVISION, A PLATTED AND RECORDED SUBDIVISION IN SARPY COUNTY; THENCE S89°37'33"W ALONG THE NORTH LINE AND ITS CONTINUATION THEREOF OF SAID LOT 1, 345.08 FEET; THENCE S01°15'22"W, 384.73 FEET TO THE SOUTH LINE OF THE SW 1/4 OF SAID SECTION 25; THENCE N90°00'00"W ALONG SAID SOUTH LINE, 1882.79 FEET TO THE POINT OF BEGINNING AND CONTAINING 151.185 ACRES, MORE OR LESS.

PARCEL C BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

A TRACT OF LAND BEING A PART OF THE NW 1/4, NW 1/4 OF SECTION 36, TOWNSHIP 14 NORTH, RANGE 10 EAST OF THE 6TH P.M., SARPY COUNTY, NEBRASKA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NW CORNER OF SAID SECTION 36; THENCE S90°00'00"E ALONG THE SOUTH LINE OF THE SW 1/4 OF SAID SECTION 25, 1319.57 FEET TO EAST LINE OF THE NW 1/4, NW 1/4 OF SAID SECTION 36; THENCE S00°07'46"W ALONG SAID EAST LINE, 992.44 FEET; THENCE S89°58'02"W, 1320.15 FEET TO THE WEST LINE OF THE NW 1/4 OF SAID SECTION 36; THENCE N00°09'47"E ALONG SAID WEST LINE, 993.20 FEET TO THE POINT OF BEGINNING AND CONTAINING 30.082 ACRES, MORE OR LESS.

THE ABOVE PROPERTY DESCRIBED BY METES AND BOUNDS IS THE SAME PROPERTY DESCRIBED AS PARCEL A, B, AND C.