

THIS SECOND AMENDATORY LEASE AGREEMENT dated as of September 1, 1974, between GREENVILLE COUNTY (the "County"), a body politic and corporate and a political subdivision of the State of South Carolina, acting by and through the County Council of Greenville County (the "County Board"), which is the governing body of the County, party of the first part, and CONN ORGAN CORPORATION, an Indiana Corporation, duly qualified to conduct business in the State of South Carolina, party of the second part.

WHEREAS, the County has heretofore, under and pursuant to resolutions (the "Resolution") duly adopted by the County Board, authorized the execution and delivery of a Trust Indenture, dated as of October 1, 1973 (the "Original Indenture"), to The South Carolina National Bank, Columbia, South Carolina, as Trustee (the "Trustee"), to secure the payment of the County's Industrial Revenue Bonds in the aggregate principal amount of \$1,450,000; and

WHEREAS, \$1,450,000 aggregate principal amount of the First Mortgage Industrial Revenue Bonds, dated October 1, 1973 (the "First Series Bonds"), have been sold and delivered under the Original Indenture to finance the cost of the acquisition, construction and equipping of the Project, as defined in the Original Indenture, as an integrated unit, and said Project has been leased by the County to Conn Organ Corporation (the "Lessee") under a Lease Agreement, dated as of October 1, 1973 (the "Original Lease Agreement"), between the County and the Lessee; and

WHEREAS, the Original Indenture and the Original Lease Agreement make provision for the construction, acquisition, equipping and leasing of a Project which may be financed from the proceeds of the sale of the First Series Bonds and the Original Indenture as supplemented by the First Supplemental Trust Indenture and the Original Lease

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