

FILED
GREENVILLE CO. S. C. CONDITIONAL ASSIGNMENT OF LEASE

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DONNIE S. TANKERSLEY FOR VALUABLE CONSIDERATION, AVCO CORPORATION
R.M.C.

("Avco"), a Delaware corporation with offices at 1275 King Street, Greenwich, Connecticut 06830, hereby assigns to MACMILLAN, INC. ("Macmillan"), a Delaware corporation with offices at 866 Third Avenue, New York, New York 10022, subject to the conditions hereinafter set forth, all of Avco's right, title and interest, including but not limited to any purchase options therein contained, in and to the Lease Agreement, dated October 1, 1973, as amended by a First Amendatory Agreement and a Second Amendatory Agreement, each dated September 1, 1974 (hereinafter, collectively, the "Lease"), between Greenville County, South Carolina (the "County"), and Conn Organ Corporation ("Conn Organ"), an Indiana corporation, as Lessee, whereby the County leased to Conn Organ the real property, therein more particularly described, comprising approximately 16.11 acres of land located near the Town of Greer, Greenville County, South Carolina, and the Building and improvements then existing and thereafter to be constructed thereon, together with the machinery, equipment and related property (therein more specifically described and referred to, collectively, as the "Leased Equipment"), the Lease and the Leased Equipment having been assigned and transferred by Macmillan (the assignee, by mesne assignments, from Conn Organ) to Avco by an Assignment of Lease and Assumption Agreement bearing the same date as this instrument and intended to be signed concurrently herewith, this instrument being given as security for the full and faithful performance and the payment by Avco of all obligations on the part of Lessee under the said Lease (by reason of the continued liability of

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