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Agreement, the First Amendatory Lease Agreement, and the Second Amendatory Lease Agreement, being hereinafter sometimes referred to collectively as the Amended Lease Agreement), and is secured by the terms of a Mortgage, dated as of December 1, 1981, given by the County to the Mortgagee (the Mortgage). This Note is issued in anticipation of the issuance of \$3,500,000 Greenville County, South Carolina, Industrial Revenue Bonds (Allied Products Corporation - Lessee) (the Bonds), being issued for the purpose of financing the acquisition, expansion, improvement, construction, and equipping of the Project, as such term is defined in the Amended Lease Agreement, and to thereby promote industry and develop trade in South Carolina. The proceeds of this Note will be used to refund the \$3,500,000 Greenville County, South Carolina, Industrial Revenue Bond Anticipation Note, Series 1980 (Allied Products Corporation - Lessee), dated December 4, 1980. Under the Amended Lease Agreement, the Lessee must pay to the Mortgagee, for the account of the County (the Lease Agreement and Lease Rentals [therein defined] having been assigned and pledged to the Mortgagee by the County for that purpose), such rentals as will be fully sufficient to pay the principal of, premium, if any, and interest on this Note as the same mature and become due. Copies of the Mortgage, the Lease Agreement, the First Amendatory Lease Agreement, and the Second Amendatory Lease Agreement are on file at the principal office of the Mortgagee in the City of Chicago, State of Illinois, and are recorded in the Office of the Register of Mesne Conveyances for Greenville County, South Carolina, and reference is made to the Mortgage and the Amended Lease Agreement for a description of the security, the provisions, among others, with respect to the nature and extent of the rights and remedies of the holder of this Note, the rights, duties, and obligations of the County, the Lessee, and the Mortgagee and the terms upon which this Note is issued and secured.

This Note is issued in anticipation of the issuance of the Bonds pursuant to the authorization of and for the purposes prescribed by Chapter 17, Title 11, Volume 4, Code of Laws of South Carolina 1976, as amended and continued by Act No. 125 of the Acts and Joint Resolutions of the General Assembly of the State of South Carolina, Regular Session of 1977, and Chapter 29, Title 4, Volume 1, Code of Laws of South Carolina 1976, as amended by Act No. 518 of the Acts and Joint Resolutions of the General Assembly of the State of South Carolina, Regular Session of 1980, and pursuant to an Ordinance duly enacted by the Greenville County Council (the Note Ordinance) and with the approval of the State Budget and Control Board of the State of South Carolina. This Note is a limited obligation of the County and is payable by the County solely out of the lease rentals, revenues, and receipts (excluding amounts paid by the Lessee to the County pursuant to Sections 5.4, 6.3, 8.7, or 10.4 of the Amended Lease Agreement) derived from the leasing or sale of the Project, which has been financed through the issuance of this Note and leased to the Lessee and from the

Exhibit A - 2

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