

THIS FIRST SUPPLEMENTAL TRUST INDENTURE, made and entered into as of the 1st day of September, 1974, by and between Greenville County, a body politic and corporate and a political subdivision of the State of South Carolina (the "County"), as party of the first part, and The South Carolina National Bank, a national banking association duly organized, existing and authorized to accept and execute trusts of the character herein set forth under and by virtue of the laws of the United States, as Trustee (the "Trustee"), party of the second part:

W I T N E S S E T H :

WHEREAS, the County and the Trustee did, as of October 1, 1973, enter into a Trust Indenture (the "Indenture") in connection with the issuance and sale by the County of its \$1,450,000 Greenville County First Mortgage Industrial Revenue Bonds, Series 1973 (Conn Organ Corporation - Lessee) (the First Series Bonds); and

WHEREAS, the County and the Trustee desire to amend the provision of the Indenture for the issuance of Additional Bonds (as therein defined) so as to authorize the issuance of Additional Bonds in excess of that now permitted and for the purpose of refunding the Second Series Bonds and any Additional Bonds issued thereafter pursuant to the Indenture; and

WHEREAS, in accordance with Section 1202 of the Indenture, notice of the proposed supplemental indenture was given to Conn Organ Corporation (the "Lessee") and to North River Insurance Company and United States Fire Insurance Company, the holders of the First Series Bonds; and

WHEREAS, the consent of the Lessee is attached to this First Supplemental Trust Indenture as "ATTACHMENT - 1" and the consent of North River Insurance Company and United States Fire Insurance Company is attached hereto as "ATTACHMENT - 2".

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS, THIS FIRST SUPPLEMENTAL TRUST INDENTURE WITNESSETH:

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