

CONSENT OF BONDHOLDERS

RE: \$1,450,000 GREENVILLE COUNTY, SOUTH CAROLINA, FIRST
MORTGAGE INDUSTRIAL REVENUE BONDS, SERIES 1973
(CONN ORGAN CORPORATION - LESSEE)

WHEREAS, the Bonds above described and as delineated in Schedule "A" attached hereto (the Bonds) are issued pursuant to and secured by a Trust Indenture dated as of October 1, 1973, inter Greenville County, South Carolina, and The South Carolina National Bank, as Trustee (the Indenture); and

WHEREAS, the Bonds are secured by a pledge of, and are payable from, the lease rentals, revenues and receipts received or to be received under a Lease Agreement between Greenville County and Conn Organ Corporation, dated as of October 1, 1973 (the Lease Agreement); and

WHEREAS, Greenville County, The South Carolina National Bank and Conn Organ Corporation have agreed to amend the provisions of the Lease Agreement and Indenture as hereinafter set forth, but no such amendments can be effected without the prior written consent of the Trustee under the Indenture; and

WHEREAS, the Indenture provides in Section 1302 thereof that the Trustee may consent to such amendments to the Lease Agreement upon the publication and mailing of notice and written approval or consent of the holders of not less than two-thirds in aggregate principal amount of the Bonds outstanding; and

WHEREAS, the Indenture provides in Section 1202 thereof that the holders of all Bonds outstanding must consent to any supplemental trust indenture which increases the amount of Bonds which may be issued pursuant to Article II of the Indenture; and

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