

Original Lease Agreement, as amended by the First Amendatory Lease Agreement and Second Amendatory Lease Agreements, being hereinafter referred to as the "Lease Agreement") so as to provide for the issuance of the Second Series Bonds; and

WHEREAS, the execution and delivery of the Second Supplemental Trust Indenture and of the Second Series Bonds (Conn Organ Corporation - Lessee) as herein provided have been duly and validly authorized by a resolution duly passed and approved by the County Council of Greenville County referred to above; and

WHEREAS, the \$3,200,000 aggregate principal amount of Second Series Bonds (Conn Organ Corporation - Lessee) to be issued and the Trustee's Certificate of Authentication to be endorsed thereon are to be in substantially the form attached hereto as Exhibit B.

WHEREAS, all things necessary to make the Second Series Bonds (Conn Organ Corporation - Lessee), when authenticated by the Trustee and issued as provided in the Original Indenture, as hereby and by the First Supplemental Indenture supplemented (hereinafter sometimes called the "Indenture"), the valid, binding and legal obligations of the County according to the import thereof, and to constitute the Indenture a valid lien on the properties mortgaged and a valid pledge of the lease rentals, revenues and receipts herein made to the payment of the principal of, premium, if any, and interest on the Second Series Bonds equally and ratably with the First Series Bonds, have been done and performed, and the creation, execution and delivery of this Second Supplemental Trust Indenture, and the creation, execution and issuance of the Second Series Bonds, subject to the terms of the Indenture, have in all respects been duly authorized;

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

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