

## THIRD AMENDATORY LEASE AGREEMENT

THIS THIRD AMENDATORY LEASE AGREEMENT, dated as of July 31, 1981, by and between Greenville County, South Carolina (the "County"), a body politic and corporate and a political subdivision of the state of South Carolina and Avco Corporation, a Delaware Corporation (the "Lessee"), duly qualified to conduct business in the State of South Carolina.

WHEREAS, the County Council of Greenville County (the "Council") has authorized the issuance of \$1,450,000 Greenville County, South Carolina First Mortgage Industrial Revenue Bonds, Series 1973, and in connection therewith executed and delivered a Lease Agreement dated as of October 1, 1973 (the "Lease Agreement") by and between Greenville County (the "County") and Conn Organ Corporation ("Conn Organ") and a Trust Indenture dated as of October 1, 1973 (the "Indenture") by and between the County and the South Carolina National Bank, as Trustee (the "Trustee");

WHEREAS, the Council has authorized the issuance of \$3,200,000 Greenville County, South Carolina First Mortgage Industrial Revenue Bonds, Series 1974, and in connection therewith executed and delivered a First Amendatory Lease Agreement dated September 1, 1974, between the County and Conn Organ and Second Amendatory Lease Agreement dated September 1, 1974 between the County and Conn Organ and a First Supplemental Indenture and Second Supplemental Indenture dated as of September 1, 1974, between the County and the Trustee;

WHEREAS, by instruments dated October 17, 1978, effective October 31, 1978, following the merger of Conn Organ into C. G. Conn Ltd. ("Conn"), Conn Organ assigned to Conn all its rights and interests under the Lease Agreement, the First Amendatory Lease Agreement and the Second Amendatory Lease Agreement and Conn assumed all obligations of Conn Organ as Lessee;

WHEREAS, by instruments dated October 8, 1980, effective October 15, 1980, in connection with the liquidation and dissolution of Conn, Conn assigned and transferred to Macmillan its rights and interests under the Lease Agreement as amended by the First Amendatory Lease Agreement and Second Amendatory Lease Agreement, and Macmillan assumed all obligations of the Lessee and Conn thereunder;

WHEREAS, pursuant to a Plan of Liquidation and Certificate of Dissolution filed by the Secretary of State of Delaware on October 31, 1980, Macmillan, Inc.