

("Macmillan"), a Delaware corporation, as the sole shareholder of C.G.C. Music, Ltd., formerly known as Conn, is the successor in interest of Conn and the owner and distributee of Conn's assets;

WHEREAS, Avco Corporation ("Avco"), a Delaware corporation, desires to occupy the land and building constituting the Project and conduct its business of manufacturing gas turbine engines and components and parts therefor and to make certain additions and improvements to the Project;

WHEREAS, the assignment of the Lease Agreement as amended to Avco will promote the prosperity of the County and provide employment to approximately 200 persons from the County and surrounding areas;

WHEREAS, Article IX, section 9.1 of the Lease Agreement permits Conn Organ and any surviving, resulting or transfer corporation thereof as provided in section 8.3 of the Lease Agreement to assign the Lease Agreement without the necessity of obtaining the consent of the County or the Trustee subject to the conditions stated therein;

WHEREAS, Macmillan has assigned, effective July 31, 1981, the Lease Agreement as heretofore amended to Avco, subject to the conditions set forth in Article IX, section 9.1; and

WHEREAS, the County and Avco, as Lessee, have determined that good cause exists for further amending the Lease Agreement and the Trustee has consented to this Third Amendatory Lease Agreement.

NOW THEREFORE, in consideration of the premises and the mutual promises herein contained the parties agree as follows:

Section 1. The Lease Agreement, as amended, by and between the County and Conn is further amended in the following respects:

(a) Section 2.2(d) of Article II of the Lease Agreement is hereby deleted in its entirety. The following section 2.2(d) is inserted in lieu thereof:

2.2(d) The Lessee intends to continue to operate the Project, from July 31, 1981, to the expiration date or earlier termination of the Lease Term as provided herein as a plant for the manufacture of gas turbine engines and components and parts therefor.