

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. ("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; and

WHEREAS, section 9.1 of Article IX of the Lease Agreement, as amended, permits Conn Organ and any surviving, resulting or transferee 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 certain conditions stated therein; and

WHEREAS, Macmillan has assigned the Lease Agreement as heretofore amended to Avco Corporation, a Delaware corporation subject to the conditions of section 9.1 of Article IX of the Lease Agreement, as amended; and

WHEREAS, the County and the Trustee have determined that good cause exists for further amending the Trust Indenture to subject to the lien and pledge of the Trust Indenture additional revenues, properties and collateral and Avco Corporation has consented to this Third Amendatory Trust Indenture.

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

Section 1. In accordance with section 9.1 of Article IX of the Lease Agreement, all of Macmillan's right, title and interest in and to the Lease Agreement, as amended, have been assigned to Avco Corporation subject to the conditions set forth in section 9.1.

Section 2. All references in the Trust Indenture, as amended, to the use of the Project (as defined in the Trust Indenture) for the manufacture of musical instruments is hereby deleted. In lieu thereof, the use of the Project shall be to manufacture gas turbine engines and components and parts therefor.

Section 3. In accordance with section 6.2 of the Lease Agreement, Exhibit "B" to this Third Supplemental Trust Indenture is attached hereto representing the items of machinery and equipment to be substituted in lieu of equipment and machinery which has been heretofore removed pursuant to section 6.2.