

FILED
GREENVILLE CO. S.C.

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DONNIE S. TANKERSLEY

R.M.C. ASSIGNMENT AND ASSUMPTION OF LEASE

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AGREEMENT dated October 15, 1980 by and between
C. G. CONN, LTD. ("Assignor"), a Delaware corpo-
ration having an office at 616 Enterprise Drive, Oak Brook,
Illinois 60521; and

MACMILLAN, INC. ("Assignee"), a Delaware corpo-
ration having an office at 866 Third Avenue, New York, New
York 10022.

W I T N E S S E T H :

Assignor, a wholly-owned subsidiary of Assignee,
is the transferee, by operation of law, of a Lease Agreement,
dated October 1, 1973, as amended by a First Amendatory Lease
Agreement and a Second Amendatory Lease Agreement, both dated
September 1, 1974, (hereinafter collectively referred to as
the "Lease"), between Greenville County, South Carolina, as
Lessor, and Conn Organ Corporation, an Indiana corporation,
as Lessee, by reason of the merger of Conn Organ Corporation
into Assignor, evidenced by a Certificate of Ownership and
Merger filed by the Secretary of State of the State of Delaware
on October 25, 1978, effective October 31, 1978, and by
Articles of Merger filed by the Secretary of State of the State
of Indiana on November 9, 1978.

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