

DISCHARGE AND RELEASE OF  
THE AMENDED AND RESTATED INDENTURE  
AND THE CONTINUING COVENANT AGREEMENT

WHEREAS, Manufacturers and Traders Trust Company is serving as trustee (the "Trustee") under that certain Amended and Restated Trust Indenture, dated as of October 3, 2011 (the "Indenture"), by and between the Lancaster County Convention Center Authority (the "Authority") and the Trustee, which provided for the issuance by the Authority of (a) its \$39,670,000 principal amount Amended and Restated Hotel Room Rental Tax Revenue Bonds, Series of 2003 (the "2003 Bonds") and (b) its \$23,920,000 principal amount Amended and Restated Hotel Room Rental Tax Revenue Bonds, Series of 2007 (the "2007 Bonds" and together with the 2003 Bonds, the "Prior Bonds"); and

WHEREAS, the Prior Bonds were purchased by Wells Fargo Bank, National Association (the "Purchaser") pursuant to the terms of a Continuing Covenant Agreement dated as of October 3, 2011 (the "Covenant Agreement") by and between the Authority and the Purchaser; and

WHEREAS, the Prior Bonds have been called for mandatory purchase prior to maturity on August 1, 2014 and will be cancelled on such date, thus entitling the Authority to a release and discharge of the Indenture; and

WHEREAS, to fund a portion of the cost of the Purchase Price of the Prior Bonds, the Authority has issued its \$62,595,000 principal amount Hotel Room Rental Tax Revenue Bonds, Series of 2014 (the "2014 Bonds") under and pursuant to the terms of a Trust Indenture dated as of August 1, 2014 (the "2014 Indenture"); and

WHEREAS, all of the amounts due and payable to the Purchaser as provided in the Covenant Agreement have been paid in full, thus entitling the Authority to a release and discharge of the Covenant Agreement; and

WHEREAS, the Authority's obligations with respect to the Term Loan and the Swaps, as each term is defined in the Indenture are now governed by the terms and conditions of the 2014 Indenture.

NOW, THEREFORE, in consideration of the premises and of other good and valuable consideration, the receipt and sufficiency whereof are hereby acknowledged, the Trustee does hereby forever release, remise, reassign, reconvey, terminate, transfer and set over to and unto the Authority all of its right, title and interest in and to any property which may have been conveyed, granted, pledged, assigned, confirmed, transferred or set over by the Indenture, as and for security for the Prior Bonds, and all of the Trustee's right, title and interest under the Indenture, except for any surviving rights of transfer or exchange of the Prior Bonds expressly provided for in the Indenture, do hereby cease, determine and become void. The Trustee hereby acknowledges that all obligations of the Authority in respect of the covenants contained in the Indenture have hereby ceased, determined and been completely discharged.

AND, FURTHER, the Purchaser hereby acknowledges that all amounts owed and all other obligations incurred by the Authority under the Covenant Agreement have been paid and

that the Covenant Agreement has terminated, except for certain fees and expenses of the Purchaser and counsel to the Purchaser and those obligations which expressly survive the repayment in full of the credit extended by the Purchaser thereunder.

This Discharge and Release of the Amended and Restated Trust Indenture and the Covenant Agreement may be executed in multiple counterparts, each of which shall be regarded for all purposes as an original, and such counterparts shall constitute but one and the same instrument.

*[Remainder of this page intentionally left blank.]*

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IN WITNESS WHEREOF, the parties hereto have caused this Discharge and Release of the Amended and Restated Trust Indenture and the Covenant Agreement to be duly executed, and their respective seals to be hereunto affixed and attested, all as of the 1st day of August, 2014.

[SEAL]

MANUFACTURERS AND TRADERS TRUST  
COMPANY, as Trustee



Authorized Officer

[SEAL]

LANCASTER COUNTY INDUSTRIAL  
DEVELOPMENT AUTHORITY

By: \_\_\_\_\_

Chairman

Attest: \_\_\_\_\_

Secretary

[SEAL]

WELLS FARGO BANK, NATIONAL ASSOCIATION

\_\_\_\_\_

Vice President

*[Signature page to Discharge and Release Agreement]*

IN WITNESS WHEREOF, the parties hereto have caused this Discharge and Release of the Amended and Restated Trust Indenture and the Covenant Agreement to be duly executed, and their respective seals to be hereunto affixed and attested, all as of the 1st day of August, 2014.


MANUFACTURERS AND TRADERS TRUST  
COMPANY, as Trustee

[SEAL]

\_\_\_\_\_  
Authorized Officer

LANCASTER COUNTY CONVENTION CENTER  
AUTHORITY

[SEAL]

By:   
Chairman

Attest:   
Secretary

[SEAL]

WELLS FARGO BANK, NATIONAL ASSOCIATION

  
Senior Vice President

*[Signature page to Discharge and Release Agreement]*