

GUARANTEED DEBT SERVICE RESERVE FUND REPLENISHMENT NOTE

\$3,935,147.47

Date: August 1, 2014

FOR VALUE RECEIVED, LANCASTER COUNTY CONVENTION CENTER AUTHORITY, a body corporate and politic (the "Maker"), promises to pay to the order of MANUFACTURERS AND TRADERS TRUST COMPANY, a banking corporation organized and validly existing under the laws of the State of New York (the "Payee") at its address at 213 Market Street, Harrisburg, Pennsylvania 17101 or at such other place as Payee may from time to time designate in writing, the principal sum of Three Million Nine Hundred Thirty-five Thousand One Hundred Forty-seven Dollars and Forty-seven Cents (\$3,935,147.47), or such lesser sum as shall be shown on the records of the Payee as the unpaid balance due and payable hereunder from time to time, on the terms and conditions described below.

1. Definitions. All capitalized terms used herein and not otherwise defined shall have the meaning given such terms in the Trust Indenture dated as of August 1, 2014 (the "Indenture") between the Payee and the Maker.

2. Payments by Maker. On or before the last Business Day of each month following (1) any withdrawal of money from the Debt Service Reserve Fund to eliminate any deficiency in the Bond Fund, or (2) any valuation date on which the value of the Debt Service Reserve Fund is less than the Required Reserve Amount, the Maker shall cause to be transferred to the Payee for deposit into the Debt Service Reserve Fund an amount in six equal monthly payments in the case of a withdrawal or three equal monthly payments in the case of a deficiency determined upon a quarterly valuation to restore the value of the Debt Service Reserve Fund until the value of the Debt Service Reserve Fund is not less than the Required Reserve Amount.

3. Revolving Nature of Amounts Due Hereunder. The Maker's obligation to pay the principal sum due hereunder shall arise as and when necessary to eliminate any deficiency in the Debt Service Reserve Fund notwithstanding the fact that the Maker had previously paid any amount due hereunder.

4. Indenture. This Note is the Guaranteed Debt Service Reserve Fund Replenishment Note referred to in Section 5.05 of the Indenture.

5. Guaranty Agreement. The payment of the obligations of the Maker under this Note is guaranteed by the County of Lancaster, Pennsylvania (the "County") pursuant to the terms of that certain Guaranty Agreement dated as of August 1, 2014 (the "Guaranty Agreement"), between the County, as guarantor, and the Maker and the Payee. In the event that the County shall have advanced funds pursuant to the Guaranty Agreement to cure a deficiency in the Debt Service Reserve Fund, in whole or in part, such action shall not operate to relieve the Maker from its payment obligations under this Note.

6. Priority. Nothing herein contained is intended to affect or modify the priority of application or transfer of Hotel Tax Revenues and/or other moneys deposited to the credit of the Hotel Tax Revenue Fund as provided in Section 5.01(b) of the Indenture, and any and all payment obligations of the Maker hereunder shall be subject thereto.

7. Waivers. Maker and all endorsers, guarantors and sureties of this Note waive presentment, demand, notice of dishonor, protest, and notice of protest with regard to this Note.

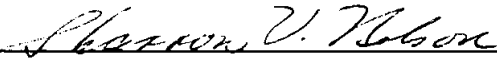
8. Binding Effect. The provisions of this Note shall bind and inure to the benefit of Maker and Payee and their respective successors and permitted assigns.

IN WITNESS WHEREOF, Maker, intending to be legally bound hereby, and intending this to be a sealed instrument has caused this Note to be duly executed by its authorized officers the day and year first above written.

(SEAL)

LANCASTER COUNTY CONVENTION
CENTER AUTHORITY

By  _____
Chair

Attest:  _____
Secretary