

STATE OF ALABAMA)
SHELBY COUNTY)

1140

AMENDMENT TO LEASE AGREEMENT

This Amendment to Lease Agreement, which is dated as of December 1, 1984, amends the Lease Agreement between the parties hereto dated as of December 1, 1984 (the "Lease") which is recorded in the office of the Judge of Probate of Shelby County in Book 014 at Page 04.

1. Words used in this Amendment with initial capitalization shall have the meanings ascribed to them in the Lease Agreement.

2. Section 10.2 of the Lease Agreement is hereby amended to read as follows:

"Section 10.2 Covenant Regarding Section 103(b)(6)(D) of the Code. The Lessor is issuing the Bond pursuant to an election made by it under Section 103(b)(6)(D) of the Code. The Lessee covenants and agrees that (i) the limitation set forth in said Section 103(b)(6)(D) of the Code will not be exceeded during the applicable six-year period with respect to "facilities" described in Section 103(b)(6)(E) of the Code, and (ii) during such six-year period it will not make, or permit to be made, capital expenditures in an aggregate amount that would exceed the limitation set forth in said Section 103(b)(6)(D).

On or before the first day of the month in which the Lessee's federal income tax return is due to be filed with the Internal Revenue Service (without regard to any extension of time) and on or before the first day of each such month thereafter, to and including such month in the year 1988, the Lessee will furnish to the Bondholder a certificate of an independent certified public accountant stating that the limitation imposed by said Section 103(b)(6)(D) had not been exceeded as of the last day of the Lessee's fiscal year next preceding the date on which the certificate is due or, in the case of the certificate due in such month in the year 1988, that such limitation had not been exceeded as of the end of the six-year period to which the limitation applies. The Lessee will also comply with any requirements, including any filing or reporting requirements, that have been or may be promulgated with respect to said Section 103(b)(6)(D)."

Cornwall, Justice

BOOK 021 PAGE 630

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this instrument to be executed in their respective corporate names and their respective corporate seals to be hereunto affixed and attested, by their duly authorized officers, all as of December 1, 1984.

THE INDUSTRIAL DEVELOPMENT BOARD OF
THE CITY OF COLUMBIANA

By *[Signature]*
Chairman of the Board of Directors

Attest: *[Signature]*
Its Secretary

GLOBAL DISTRIBUTION NETWORK, INC.

By *[Signature]*
Its PRESIDENT

Attest: *[Signature]*
Its Secretary

Consented to by the undersigned as Trustee:

AMSOUTH BANK, NATIONAL ASSOCIATION,
as Trustee

By *[Signature]*
Its VICE PRESIDENT AND
CORPORATE TRUST OFFICER

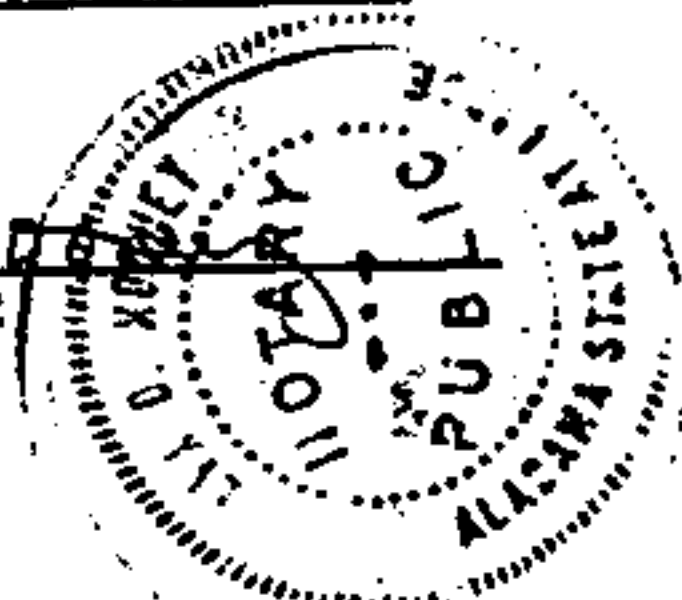
Attest: *[Signature]*
Its ASSISTANT VICE PRESIDENT
AND CORPORATE TRUST OFFICER

STATE OF ALABAMA
SHELBY COUNTY

I, Eva D. Mooney, a Notary Public in and for said County in said State, hereby certify that George Bentley, whose name as Chairman of the Board of Directors of The Industrial Development Board of the City of Columbiana, a public corporation, is signed to the foregoing Amendment to Lease Agreement and who is known to me, acknowledged before me on this day that, being informed of the contents of said Amendment to Lease Agreement, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand this the 22nd day of March, 1985.

Eva D. Mooney
Notary Public



NOTARIAL SEAL

My commission expires: 11-23-85

STATE OF ILLINOIS
COUNTY

I, Jerry Campbell, a Notary Public in and for said County in said State, hereby certify that M. H. GORDON, whose name as President of Global Distribution Network, Inc., a corporation, is signed to the foregoing Amendment to Lease Agreement and who is known to me, acknowledged before me on this day that, being informed of the contents of said Amendment to Lease Agreement, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand this the 7th day of March, 1985.

Jerry Campbell
Notary Public

NOTARIAL SEAL

My commission expires: 10-01-88

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1985 MAR 22 PM 1:53
JUDGE OF PROBATE



Rec'd 7.50
Int'l 1.00
8.50