

THIS INDENTURE OF MORTGAGE AND DEED OF TRUST, made and entered into as of the 1st day of April, 1971 (the "Indenture") by and between Greenville County, South Carolina a political subdivision of the State of South Carolina (herein called the "Grantor") party of the first part, and The South Carolina National Bank of Charleston, as Trustee, a national banking association organized and existing under and by virtue of the laws of the United States of America and being duly qualified to accept and administer the trusts hereby created (hereinafter called the "Trustee"), and having a place of business in the City of Columbia, State of South Carolina, party of the second part,

W I T N E S S E T H

WHEREAS, the Grantor is a political subdivision of the State of South Carolina and is authorized under Act No. 103 of the Acts and Joint Resolutions of the General Assembly of the State of South Carolina, 1967 (hereinafter called the "Act") to acquire, own, lease and dispose of properties, through which the industrial development of the State of South Carolina will be promoted and trade developed by inducing manufacturing and commercial enterprises to locate in and remain in the State of South Carolina, and thus utilize and employ the manpower, agricultural products and natural resources of the State; and

WHEREAS, to so induce Bigelow-Sanford, Inc., a Delaware corporation (herein sometimes referred to as the "Corporation"), to locate manufacturing facilities in the State of South Carolina, the Grantor has acquired certain real property in the County of Greenville, South Carolina and will construct thereon a computer and reserach center and related office facilities and will lease the real property, computer and research center and related office facilities and other improvements (hereinafter collectively referred to as the "Facility") to the Corporation; and

WHEREAS, the Grantor, pursuant to resolution duly adopted and approved, has entered into a Lease dated as of April 1, 1971 (hereinafter referred to as the "Lease") of the Facility with the Corporation, which Lease has been duly recorded in the office of the Register of Mesne Conveyance of Greenville County, and to which Lease reference may be made by any interested person for the rental, terms, conditions and obligations of the parties thereto; and

WHEREAS, the acquisition and leasing of the Facility and the issuance of revenue bonds by the Grantor as herein recited and provided has been duly approved by the State Budget and Control Board of South Carolina and will serve the intended purposes and in all respects conform to the provisions and requirements of the Act; and

WHEREAS, the Grantor is authorized by the Act and deems it necessary to borrow money for the purposes of acquiring and constructing the Facility and to carry out its obligations under the terms of the Lease and to that end has duly authorized and directed the issue of its Bonds, to be known as its Industrial Revenue Bonds (Bigelow-Sanford, Inc.), to be issued as coupon bonds registrable as to principal only (herein-