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STATE OF SOUTH CAROLINA )  
COUNTY OF GREENVILLE )

MORTGAGE AND SECURITY AGREEMENT

TO ALL WHOM THESE PRESENTS MAY CONCERN, Southern Foods, Inc., a South Carolina corporation (the "Company"), SENDS GREETINGS:

WHEREAS, GREENVILLE COUNTY, SOUTH CAROLINA, a political subdivision and a body politic and corporate of the State of South Carolina (the "County"), is authorized and empowered by Title 4, Chapter 29 of the Code of Laws of South Carolina, 1976, as amended (the "Act"), to lend funds to private enterprises to assist in the construction, acquisition and installation of the properties hereinafter described; and

WHEREAS, the County is further authorized by the Act to issue industrial revenue bonds for this purpose; and

WHEREAS, these industrial revenue bonds are limited obligations of the County payable by the County solely from revenues received by the County from private enterprises as payments on notes executed and delivered to the County by these private enterprises in exchange for the loan of the proceeds of these industrial revenue bonds to such private enterprises; and

WHEREAS, the County has agreed to issue and sell its \$950,000 Industrial Revenue Bond (Southern Foods Project) Series 1983 (the "Bond"); and

WHEREAS, the Citizens and Southern National Bank of South Carolina, a national banking association ("C&S"), has agreed to

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