

other expenses and costs incurred by the Issuer or the Lenders in connection with this Indenture, the Agreement or the Project; and

WHEREAS, the Issuer has determined to issue hereunder notes to be designated "City of Greenville, South Carolina, Industrial Development Revenue Notes (The Vitamin Company, Inc. Project) 1984, Series A and Series B" (the "Notes") in the aggregate original principal amount of \$8,300,000 for the purpose of providing funds to defray the cost of acquiring the Project to be made available to the Corporation pursuant to the Agreement; and

WHEREAS, in order to secure the payment of the principal, premium, if any, and interest on the Notes, and to establish and declare the terms and conditions upon which the Notes are to be issued, the Issuer has duly authorized and directed the execution and delivery of this Indenture; and

WHEREAS, the Issuer has duly authorized the execution and delivery of the Agreement and the execution and delivery hereunder of the Notes upon and subject to the terms and conditions hereinafter set forth; and

WHEREAS, all acts and things have been done and performed, which are necessary to make the Notes, when executed and delivered by the Issuer, the legal, valid and binding limited obligation of the Issuer in accordance with its terms and to make this Indenture a valid and binding agreement for the security of the Notes; and

WHEREAS, the Notes are to be in substantially the following form with necessary and appropriate variations, omissions and insertions as permitted or required by this Indenture, to wit:

[Form of Series A Note]

UNITED STATES OF AMERICA  
STATE OF SOUTH CAROLINA  
CITY OF GREENVILLE  
INDUSTRIAL DEVELOPMENT REVENUE NOTE  
(THE VITAMIN COMPANY, INC. PROJECT) 1984, SERIES A

August 1, 1984

\$6,300,000

The City of Greenville, South Carolina, a body politic and corporate and a political subdivision of the State of South Carolina (the "Issuer"), for value received,