

FINANCING AGREEMENT

THIS UDAG FINANCING AGREEMENT, made and entered into as of June 4, 1981, by and between FOUNTAIN INN, SOUTH CAROLINA, a body politic and corporate and a political subdivision of the State of South Carolina, (hereinafter referred to as the "Recipient"), and CINCINNATI MILACRON INC., a corporation organized and existing under the laws of the State of Ohio (hereinafter referred to as "Cincinnati"),

WITNESSETH:

WHEREAS, Chapter 29 of Title 4 of the Code of Laws of South Carolina, 1976, as amended by Section 10 of Act Number 518 of the Acts and Joint Resolutions of the General Assembly of the State of South Carolina, Regular Session, 1980 (hereinafter said Chapter and amendments are collectively referred to as the "Act") authorizes the several counties and incorporated municipalities of the State of South Carolina to acquire or cause to be acquired one or more projects (as such term is defined in the Act), to enter into agreements with an industry to construct, operate, maintain and improve such a project, to enter into financing agreements with such an industry; to accept any state or federal grant that might be applicable, and to defray any portion of the cost of acquiring, enlarging, improving and expanding such a project; and

WHEREAS, the Recipient has received a grant from the United States Department of Housing and Urban Development ("HUD") designated as UDAG Grant Number B-78-AB-45-0027 (the "Grant") to be used by the Recipient to make a second mortgage loan of \$1,000,000 (the "Loan") to Cincinnati to provide partial funding for the construction of a machine tool manufacturing facility (the "Project"); and

WHEREAS, the Recipient is required under the terms of the Grant to enter into an agreement with Cincinnati respecting the Loan and the satisfaction by Cincinnati and the Recipient of their obligations with respect to the Grant; and

WHEREAS, the Recipient has, by due corporate action authorized the acceptance of the Grant pursuant to the Act and the loan of the proceeds thereof to defray the cost of acquiring the Project to be made available to Cincinnati pursuant to the terms of this Financing Agreement (hereinafter called the "Agreement") under the terms of which Cincinnati is obligated to make payments to or for the account of the Recipient in the amount necessary to repay