

EXHIBIT C

COMPLETION CERTIFICATE

TO: Old Kent Bank and Trust Company and
National Bank of Detroit

FROM: The Vitamin Company, Inc.

SUBJECT: \$8,300,000 City of Greenville, South Carolina,
Industrial Development Revenue Notes (The Vitamin
Company, Inc. Project) 1984, Series A and Series B

The undersigned does hereby certify:

1. The acquisition of the Project has been completed substantially in accordance with the Plans and Specifications and in such manner as to conform to all applicable zoning, planning and building regulations of all governmental authorities having jurisdiction over the Project as of _____, 19____, which is hereby designated the Completion Date.

2. Cost of the Project is not less than \$_____.

3. The costs of the Project to be paid from the Construction Fund have been paid in full except those described below for which moneys for payment thereof are being held in the Construction Fund:

(a) Costs not yet due and payable:

<u>Description</u>	<u>Amount</u>
	\$ _____
Total	\$ _____

(b) Payments in dispute:

4. The moneys in the Construction Fund in excess of the totals set forth in 3(a) and (b) above represent surplus bond proceeds and the Depository is hereby authorized and directed to use such surplus bond proceeds to prepay the Notes in accordance with Section 3.06 of the Agreement.

