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THE STATE OF SOUTH CAROLINA ) MORTGAGE  
 ) AND  
COUNTY OF GREENVILLE ) SECURITY AGREEMENT

TO ALL WHOM THESE PRESENTS MAY CONCERN:  
IN THE STATE AFORESAID, SEND GREETING:

WHEREAS, GENERAL NUTRITION CORPORATION, a corporation organized and existing under the Laws of the Commonwealth of Pennsylvania (hereinafter sometimes referred to as the Mortgagor), SENDS GREETINGS:

WHEREAS, Greenville County, South Carolina (hereinafter sometimes referred to as the Mortgagee), pursuant to Chapter 29, Title 4, Volume 1, Code of Laws of South Carolina 1976, as amended by Act No. 518 of the Acts and Joint Resolutions of the General Assembly of the State of South Carolina, Regular Session of 1980 (the Enabling Statute), proposes to issue its Greenville \$4,000,000 County, South Carolina, Industrial Revenue Note, Series 1981 (General Nutrition Corporation Project) (the Note), payable to the order of Mellon Bank, N.A., Pittsburgh, Pennsylvania (the Assignee), its successors and assigns, and, pursuant to a Loan Agreement between the Mortgagor and the Mortgagee, dated as of December 1, 1981 (the Loan Agreement), loan the proceeds thereof to the Mortgagor, in order to finance the Project, as defined in the Loan Agreement; and

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