

THIS INDENTURE, dated as of August 1, 1984 (the "Indenture"), by and among the City of Greenville, South Carolina, a body politic and corporate and a political subdivision of the State of South Carolina (the "Issuer"), and the National Bank of Detroit, a banking association organized and existing under the laws of the United States of America and having its principal office and place of business in Detroit, Michigan, and Old Kent Bank and Trust Company, a banking association organized and existing under the laws of the State of Michigan and having its principal office and place of business in Grand Rapids, Michigan (the "Lenders"), as Lenders.

WITNESSETH:

WHEREAS, Chapter 29 of Title 4 of the Code of Laws of South Carolina, 1976, as amended, (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 (as defined in the Act) to construct, operate, maintain and improve such a project, to enter into a financing agreement with such an industry, to issue revenue bonds (as defined in the Act to include notes) and apply the proceeds thereof to defray the cost of acquiring, enlarging, improving and expanding such a project and to secure such notes in the manner authorized in the Act; and

WHEREAS, The Vitamin Company, Inc., a Michigan corporation (the "Corporation"), has requested the Issuer to issue its revenue notes and make the proceeds thereof available to defray the cost of acquiring, by construction and purchase, certain land and a building or buildings and other improvements thereon and all other machinery, apparatus, equipment, office facilities and furnishings deemed necessary, suitable or useful by the Corporation for the purpose of manufacturing vitamins and generic drugs (the "Project") and for such other purposes permitted under the Act as the Corporation deems appropriate, all to be located within the jurisdiction of the Issuer; and

WHEREAS, the Issuer has, by due corporate action, authorized the issuance of its revenue notes pursuant to the Act in order to make the proceeds thereof available to the Corporation to defray a portion of the cost of acquiring the Project pursuant to the terms of a Mortgage and Financing Agreement dated of even date herewith, (the "Agreement") between the Issuer and the Corporation under the terms of which the Corporation is obligated to make payments to or for the account of the Issuer in the amount necessary to pay the principal, premium, if any, and interest on such revenue notes as and when the same becomes due and payable and all