The Corporation is not in default under the Agreement and nothing has occurred to the knowledge of the Corporation that would prevent the performance of its obligations under the Agreement.

This certificate is given without prejudice to any rights against third parties which exist at the date hereof or which may subsequently come into being.

Terms capitalized above have the meanings specified in the Mortgage and Financing Agreement dated as of August 1, 1984 relating to the above described Project.

Executed this \_\_\_\_\_, 19\_\_\_\_\_,

THE VITAMIN COMPANY, INC.

Authorized Corporation
Representative