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VERMONT AMERICAN CORPORATION

to

TOWN OF FOUNTAIN INN, SOUTH CAROLINA

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MORTGAGE AND FINANCING AGREEMENT

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Dated as of November 1, 1984

Relating to  
\$6,000,000  
Town of Fountain Inn, South Carolina,  
Industrial Development Revenue Note  
(Vermont American Corporation Project) 1984

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All rights and interests herein of the Town of Fountain Inn, South Carolina (except payment of Administrative Expenses pursuant to Section 4.01 and Indemnification Payments pursuant to Section 7.04 of this Mortgage and Financing Agreement), have been assigned to Wachovia Bank and Trust Company, N.A., pursuant to an Indenture dated as of November 1, 1984 between the Town of Fountain Inn, South Carolina and Wachovia Bank and Trust Company, N.A., and recorded in the Office of the Register of Mesne Conveyances for Greenville County, South Carolina.

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