

THIS INDENTURE, dated as of November 1, 1984 (the "Indenture"), between the Town of Fountain Inn, South Carolina, a body politic and corporate and a political subdivision of the State of South Carolina (the "Issuer"), and Wachovia Bank and Trust Company, N.A., a national banking association organized and existing under the laws of the United States of America and having its principal office and place of business in Winston-Salem, North Carolina (the "Lender"), as Lender.

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, Vermont American Corporation, a Nevada corporation (the "Corporation"), has requested the Issuer to issue its revenue note 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 screwdrivers and other tools (the "Project") 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 note 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 and interest on such revenue note as and when the same becomes due and payable and all other expenses and costs incurred by the Issuer or the Lender in connection with this Indenture, the Agreement or the Project; and