

MINUTES OF PUBLIC HEARING  
ON OCTOBER 25, 2010

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Oneida County Industrial Development Agency  
2010 Real Estate Lease  
Sovena USA, Inc. Facility

1. David C. Grow, Chairman of the Oneida County Industrial Development Agency (the "Issuer"), called the hearing to order.
2. The Chairman then appointed Shawna Papale, Secretary of the Issuer, to record the minutes of the hearing.
3. The Chairman then described the proposed issuance of the Bonds and the location and nature of the Facility to be financed as follows:

Sovena USA, Inc., on behalf of itself and/or the principals of Sovena USA, Inc. and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Issuer to enter into a transaction in which the Issuer will assist in construction of a 10,700± square foot addition (the "Addition") to an existing 155,000± square foot manufacturing facility (the "Improvements") situated on a 22.693± acre parcel of land located at 1 Olive Grove Street, City of Rome, Oneida County, New York (the "Land") (the Improvements and the Land being collectively referred to as the "Existing Facility") and the acquisition and installation of machinery and equipment in the Addition (the "Equipment") (the Existing Facility, the Addition and the Equipment being collectively referred to as the "Facility"), all to be used by the Company in connection with importing, packing and distributing edible oils and other food products. The Facility will be initially operated and/or managed by the Company.

The Issuer acquired a leasehold interest in the Existing Facility pursuant to a Lease Agreement dated as of January 1, 2007 and the Issuer leases the Existing Facility back to the Company pursuant to a Leaseback Agreement dated as of January 1, 2007 between the Issuer and the Company (the "Leaseback Agreement"). The Issuer will amend the Leaseback Agreement to add and include the Addition and the Equipment to the Existing Facility. The Issuer contemplates that it will provide financial assistance to the Company in the form of exemptions from sales and use taxes on materials and/or equipment used or incorporated in the Addition, exemptions from mortgage recording tax for financing the construction and equipping of the Addition and abatement of real property tax on the incremental assessment of the Facility resulting from the construction of the Addition, consistent with the Issuer's Uniform Tax Exemption Policy, to be more particularly described in a Final

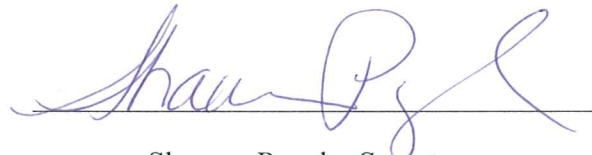
Authorizing Resolution to be adopted by the Issuer prior to the closing of the transactions described herein.

A representative of the Issuer will at the above-stated time and place hear and accept written comments from all persons with views in favor of or opposed to either the proposed financial assistance to the Company or the location or nature of the Facility. A copy of the Application for Financial Assistance filed by the Company with the Issuer, including an analysis of the costs and benefits of the proposed Project, is available for public inspection at the offices of the Issuer, 584 Phoenix Drive, Rome, New York.

4. The Chairman then opened up the hearing for comments from the floor for or against the proposed financial assistance and the location and nature of the Facility. The following is a listing of the persons heard and a summary of their views:

**Attending: Scott Saville, representing Sovena USA, Inc.; Robert Poyer, Hancock & Estabrook, LLP, attorney for Sovena USA, Inc.; Jim Castilla, representing Oneida County IDA. There were no comments.**

5. The Chairman then asked if there were any further comments, and, there being none, the hearing was closed at 11:15AM.

A handwritten signature in blue ink, appearing to read "Shawna Papale", written over a horizontal line.

Shawna Papale, Secretary

STATE OF NEW YORK            )  
  : SS.:  
COUNTY OF ONEIDA         )

I, the undersigned Secretary of the Oneida County Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the foregoing copy of the minutes of a public hearing held by the Oneida County Industrial Development Agency (the "Issuer") on October 25, 2010 at 11:00AM local time, at Oneida County EDGE, 584 Phoenix Drive, Rome, New York 13441 with the original thereof on file in the office of the Issuer, and that the same is a true and correct copy of the minutes in connection with such matter.

I FURTHER CERTIFY that (i) pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended, and Title 1 of Article 18-A of the New York General Municipal Law, said hearing was open to the general public, and public notice of the time and place of said hearing was duly given in accordance with such Section 147(f) and Title 1 of Article 18-A, (ii) the hearing in all respects was duly held, and (iii) members of the public had an opportunity to be heard.

IN WITNESS WHEREOF, I have hereunto set my hand as of 25<sup>th</sup> of Oct 2010

  
Secretary