

At a Regular Meeting of the
County of Oswego Industrial
Development Agency held at
44 West Bridge Street in the
City of Oswego, New York
on the 13th day of February,
2009

RESOLUTION

AUTHORIZING THE MORTGAGE AGREEMENT INVOLVING THE PENN TRAFFIC COMPANY

Upon motion duly made, seconded, and unanimously carried, the following resolution was adopted by the affirmative vote of the members of the County of Oswego Industrial Development Agency (COIDA), a quorum having been constituted for the conduct of business;

THAT IT IS AND SHALL HEREBY BE

RESOLVED, that COIDA, a public benefit corporation, approve of entering into a Mortgage Assignment of Leases and Rents, Security Agreement and Fixture Filing by an between the COIDA, The Penn Traffic Company and General Electric Capital Corporation and the other Loan Documents and any renewal, extension, modification or replacement thereof as may be deemed necessary; and be it further

RESOLVED, that the members of COIDA and the officers thereof be and they hereby are directed and authorized to take the necessary steps and execute the necessary documents to effectuate the Agreement herein consented to and authorized, including the authorization of L. Michael Treadwell, Secretary/Treasurer, to execute any and all documents in furtherance of this transaction.

Dated: February 13, 2009

COUNTY OF OSWEGO
INDUSTRIAL DEVELOPMENT AGENCY

By: s/ L. Michael Treadwell
L. MICHAEL TREADWELL, Secretary