

Section 4.2. Amendments to Section 9.08 of the 1982 Indenture. Section 9.08 of the 1982 Indenture is hereby amended in the following respects:

(a) Any written notice by the Trustee/Bank Agent of its resignation shall be sent to the Bondholder by certified or registered mail, return receipt requested.

(b) All powers given in such Section 9.08 of the 1982 Indenture to any bona fide holder of an Indenture Bond or Bonds for at least six months shall also be possessed by the Bondholder regardless of the length of time the Bondholder at the particular time may have been the Registered Owner of the 1984 Bond.

(c) The Bondholder and the holders of a majority in aggregate principal amount of all the Indenture Bonds at the time outstanding may at any time remove the Trustee/Bank Agent and appoint a successor trustee/bank agent who shall also succeed the Trustee and the Trustee/Bank Agent as assignee of the County under the 1982 Indenture and this Transfer and Assignment, respectively, by an instrument or concurrent instruments in writing signed by the Bondholder and such holders of the Indenture Bonds.

Section 4.3. Amendment of Section 9.11 of the 1982 Indenture. Section 9.11 of the 1982 Indenture is hereby amended to provide that any power granted therein to the holders of at least 25 percent in aggregate principal amount of the Indenture Bonds at the time outstanding must be concurrently exercised by the Bondholder in order to be effective.

ARTICLE V
MISCELLANEOUS

Section 5.1. Amendment. This Transfer and Assignment may not be amended except by consent of the Trustee/Bank Agent and the County.

Section 5.2. Governing Law. This Transfer and Assignment shall be governed by the applicable laws of the State of South Carolina.

Section 5.3. Binding Effect. This Transfer and Assignment shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

Section 5.4. Counterparts. This Transfer and Assignment may be executed in multiple counterparts, each of which shall be an original but all of which together shall constitute but one and the same instrument.

1328-11-21