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FILED
GREENVILLE S.C.

TRANSFER AND ASSIGNMENT

THIS TRANSFER AND ASSIGNMENT (the "Transfer and Assignment"), dated as of May 29, 1984, between Greenville County, South Carolina, a body politic and corporate and a political subdivision of the State of South Carolina (the "County"), and The Citizens and Southern National Bank of South Carolina, a national banking association, as Bank Agent and Trustee (the "Bank Agent" or the "Trustee", depending upon the context).

WITNESSETH:

WHEREAS, in connection with the issuance of those certain Greenville County, South Carolina Hospital Revenue Refunding and Improvement Bonds, Series 1982 (St. Francis Community Hospital Project), dated as of October 1, 1982, in the aggregate principal amount of \$23,850,000 (the "1982 Bonds"), the County and St. Francis Community Hospital, a non-profit South Carolina corporation (the "Hospital"), entered into that certain Loan Agreement, dated as of October 1, 1982 (the "1982 Loan Agreement") and the County and the Trustee, as trustee for the holders of the 1982 Bonds, entered into that certain Indenture of Trust, dated as of October 1, 1982 (the "Indenture" or the "1982 Indenture"); and

WHEREAS, in connection with the issuance of the 1982 Bonds, and to further secure its obligations under the 1982 Loan Agreement, the Hospital, as mortgagor, and the County, as mortgagee, entered into that certain Mortgage and Security Agreement, dated as of October 1, 1982 and recorded in the R.M.C. Office for Greenville County, South Carolina in Mortgage Book 1584, Page 176 (the "1982 Mortgage"), pursuant to which the Hospital granted to the County a first mortgage lien on and/or a first security interest in the Facilities and the Gross Receipts of the Hospital, as such terms are defined in the 1982 Loan Agreement and the 1982 Mortgage; and

WHEREAS, in order to secure its obligations under the 1982 Bonds and any Additional Bonds to be issued under the 1982 Indenture (such Additional Bonds and the 1982 Bonds hereinafter collectively referred to as "the Indenture Bonds"), the County transferred and assigned all of its rights in and to the 1982 Mortgage to the Trustee by that certain Transfer and Assignment, dated as of October 1, 1982 and recorded in the R.M.C. Office of Greenville County, South Carolina in Mortgage Book 1584, Page 216; and

WHEREAS, the 1982 Loan Agreement permits the incurrence by the Hospital of Parity Indebtedness, to be secured on a parity

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