

with the Indenture Bonds, upon the compliance with certain terms and conditions set forth in the 1982 Loan Agreement; and

WHEREAS, the 1982 Loan Agreement and the Indenture provide that the 1982 Mortgage and the Indenture may be amended in such respects as may be necessary or appropriate in connection with the incurrence of Parity Indebtedness; and

WHEREAS, pursuant to the applicable provisions of the 1982 Loan Agreement, the Hospital desires to incur Parity Indebtedness in the form of a \$6,900,000 Greenville County, South Carolina Hospital Revenue Bond (St. Francis Project), Series 1984, (the "1984 Bond"), to be issued to The South Carolina National Bank, a national banking association (or any registered assigns, the "Bondholder"), for the purpose of financing the acquisition and installation by the Hospital of additional equipment which will become a part of the Facilities subject to the lien of the 1982 Mortgage; and

WHEREAS, in connection with the issuance of the 1984 Bond, it is necessary that the 1982 Mortgage be amended in certain respects and, for this purpose, the Hospital and the County have entered into that certain Amendment to 1982 Mortgage and Security Agreement (the "Mortgage Amendment"), dated as of even date herewith, and recorded in the R.M.C. Office of Greenville County, South Carolina on the same date as this Transfer and Assignment is there recorded; and

WHEREAS, the County and the Trustee/Bank Agent desire to enter into this Transfer and Assignment in order to transfer and assign to the Trustee/Bank Agent all of the rights of the County in and to the 1982 Mortgage, as amended by the Mortgage Amendment (the "Amended 1982 Mortgage"), and certain other rights of the County.

NOW, THEREFORE, in consideration of the respective agreements hereinafter contained and other value, the parties hereto agree as follows:

ARTICLE I
DEFINITIONS

All terms defined in the Loan and Agency Agreement, dated as of the date hereof, among the County, the Bondholder, the Bank Agent and the Hospital (the "1984 Loan Agreement") shall have the meanings given to such terms therein. All other terms, if defined in the 1982 Loan Agreement, shall have the meanings given to such terms therein.