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NOTE PURCHASE AGREEMENT

AGREEMENT dated as of December 1, 1973 between THE COUNTY of GREENVILLE, South Carolina (the "Issuer"), and MORGAN GUARANTY TRUST COMPANY OF NEW YORK (the "Bank"), 23 Wall Street, New York, New York 10015.

SECTION 1. Representations and Warranties.

Issuer represents and warrants that:

1.1 Authority. The Issuer is a duly constituted and validly existing political subdivision and body corporate and politic of the State of South Carolina, acting by and through the Greenville County Council (the "County Board") as the governing body of Issuer established pursuant to Chapter 39, Title 14, Code of Laws of South Carolina, 1962, as amended. The Issuer is authorized and empowered by Act. No. 103 of the Acts and Joint Resolutions of the 1967 General Assembly of South Carolina, enacted at its regular session, as amended, and appearing as Article 2.1, Chapter 8, Title 14, Code of Laws of South Carolina, 1962, as amended (the "Act") and has all of the necessary authorizations and power to enter into the transactions contemplated by (i) this Agreement; (ii) the Lease Agreement dated as of the date hereof between the Issuer, as lessor, and

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