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WHEREAS, in connection with the 1981 Bond, the Bank and the County entered into and executed on August 10, 1981 a Security Agreement and Conditional Assignment pursuant to which the County granted to the Bank a security interest in, and conditionally assigned to the Bank, the County's rights in and to certain property; and

WHEREAS, the County and the Bank wish to amend such Security Agreement and Conditional Assignment to provide for the granting of a security interest and conditional assignment in connection with the 1982 Bond, as well as the 1981 Bond, and for other related purposes; and

WHEREAS, the following constitutes such Security Agreement and Conditional Assignment, as amended.

NOW, THEREFORE, KNOW ALL MEN, that in consideration of \$1.00 in hand paid before the execution and delivery of these presents and in consideration of the purchase by the Bank of the 1981 Bond and the 1982 Bond and for the better securing of the payment of all amounts payable in accordance with the terms of the 1981 Bond and the 1982 Bond and for the better securing of the payment of any other amounts herein specified, the County and the Bank agree as follows:

SECTION 1. SECURITY INTEREST.

The County does hereby convey, warrant, mortgage, pledge, assign and grant to the Bank, its successors and assigns, and the Bank does hereby accept, a first security interest in all and

1981

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