

STATE OF SOUTH CAROLINA

COUNTY OF GREENVILLE

THIS MORTGAGE AND SECURITY AGREEMENT (this "Mortgage") dated as of October 1, 1982, between ST. FRANCIS COMMUNITY HOSPITAL, a South Carolina non-profit corporation (the "Corporation"), as mortgagor, and GREENVILLE COUNTY, SOUTH CAROLINA, a body politic and corporate and a political subdivision of the State of South Carolina (the "Issuer"), as mortgagee.

W I T N E S S E T H

WHEREAS, pursuant to Title 44, Chapter 7, Article 11, Code of Laws of South Carolina, 1976, as from time to time amended, and known as the Hospital Revenue Bond Act (the "Act"), the Issuer is duly authorized, for the public purposes set forth in the Act, to borrow money by issuing its revenue bonds for the purposes provided in the Act including, but not limited to, the refunding of bonds previously issued by it in connection with hospital facilities (as defined in the Act) and loaning the proceeds thereof to any hospital agency (as defined in Act) for the purpose of acquiring, constructing, improving, expanding and equipping of any project constituting a hospital facility (as defined in the Act); and

WHEREAS, in furtherance of the purposes of the Act, the Issuer proposes to issue its Hospital Revenue Refunding and Improvement Bonds, Series 1982 (St. Francis Community Hospital Project) in the aggregate principal amount of \$23,850,000 (the "Series 1982 Bonds"), and to use a portion of the proceeds thereof to refund the \$6,645,000 aggregate principal amount of its HEW Collateralized Hospital Revenue Bonds (St. Francis Community Hospital) Series 1979 (the "Series 1979 Bonds") and to loan the remainder of the proceeds from the sale of the Series 1982 Bonds to the Corporation to enable it to acquire, construct and equip certain improvements (the "Project") to the acute care general hospital facility having a licensed capacity of 196 beds owned and operated by the Corporation (the "Hospital Facility") as described in the Agreement (as hereinafter defined); and