

SAMPLE

(ABC Partners Letterhead)

CERTIFICATE OF SWAP ADVISOR REGARDING INTEREST RATE SWAP

ABC Partners a division of XYZ Company ("ABC Partners") has been engaged by NC Hospital, Inc. ("NC Hospital") to act as swap advisor to NC Hospital with respect to the execution of a fixed payor interest rate swap (the "Series 2008 Swap") to be entered into in connection with the planned issuance of tax-exempt bonds by the North Carolina Medical Care Commission to refund the North Carolina Medical Care Commission Hospital Revenue Bonds (NC Health Project) Series 1995 and raise \$35,000,000 for new projects.

ABC Partners certifies that it has informed management and the Board of Directors of NC Health as to the structure, benefits and risks associated with the Series 2008 Swap prior to entering such agreements.

ABC Partners has provided to, and reviewed with, Management and the Board of Directors a presentation dated December 5, 2007 entitled Fixed Payer Interest Rate Swap Risks.

DATED this December X, 2007.

ABC Partners a division of XYZ Company

By: _____

Title: _____