

HENDERSONVILLE PHYSICIANS AND ASSOCIATES, LLC
80 BRUMSBERGER CIRCLE
FLETCHER, NORTH CAROLINA 27832

May 1, 2008

Henderson County Hospital Corporation
c/o Mrs. Sharon Alexander
240 Third Avenue West
Hendersonville, NC 28739

Henderson County
c/o Mrs. Sharon Alexander
240 Third Avenue West
Hendersonville, NC 28739

Re: Sale of Pardee Care Center

Dear Mrs. Alexander:

We hereby offer to purchase certain tangible and intangible assets ("the Assets") and certain real property ("the Real Property") as set forth in the Asset Purchase Agreement ("the Asset Purchase Agreement") attached hereto and the Real Estate Contract ("the Real Estate Contract") attached hereto, on the terms and conditions outlined in the Asset Purchase Agreement and the Real Estate Contract, which terms and conditions are incorporated into this offer letter by reference.

Funds totaling Four Hundred Twenty-two Thousand Five Hundred Dollars (\$422,500.00) have been wired, per your instructions, to the Prince Youngblood & Massagee Real Estate Trust Account. These funds consist of Three Hundred Fifty Thousand Dollars (\$350,000.00) representing the Deposit as set forth in Section 3(b) of the Asset Purchase Agreement and Seventy-two Thousand Five Hundred Dollars (\$72,500.00) representing the Deposit as set forth in Section 5.5(a) of the Real Estate Contract.

This offer shall be irrevocable until 5 p.m. on the thirtieth (30th) day after the date of the expiration of the upset bid process to which the sale of the Real Property is subject as set forth in G.S. Section 160A-269. If this offer is not accepted by that time, the same shall be deemed revoked and each Deposit shall immediately be refunded to us.

May 1, 2008

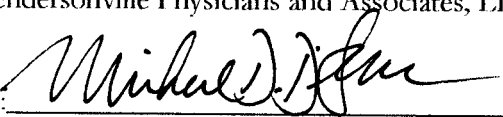
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Time is of the essence of this offer and of the agreement resulting from the acceptance hereof. This offer letter shall be governed by and construed in accordance with the laws of the State of North Carolina.

Yours truly,

Hendersonville Physicians and Associates, LLC

By:

A handwritten signature in black ink, appearing to read "Michael D. DeLoach", written over a horizontal line.

Michael D. DeLoach, Manager

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