SAMPLE
(Hospital Letterhead)

Certification of ABC Hospital with Regard to Interest Rate Swap

ABC Hospital does hereby represent the following:

(1) We have reviewed a copy of the "Resolution Regarding Use of Swaps in Connection with Medical Care Commission Debt Issues" adopted by the Commission on May 16, 2003 and understand its contents.

(2) We have taken all necessary steps to understand the structure, benefits and risks of the proposed interest rate swap and in connection with that:

(3) We have employed XYZ Partners to serve as the swap advisor to us with regards to the proposed interest rate swap and to advise us as to the structure, benefits and risks of the proposed interest rate swap.

(4) XYZ Partners has advised us as to the structure, benefits and risks of the proposed interest rate swap.

(5) We have employed XYZ Partners to provide a fairness opinion as to the proposed interest rate swap to us, the Medical Care Commission and its bond counsel.

(6) We have obtained a representation from XYZ Partners as to their independence from all parties involved in the transaction.

(7) XYZ Partners will be paid a fee of $_____ for serving as swap advisor.

Based on the representations set forth above ABC Hospital does certify that it complies with the Medical Care Commission's policy as to swaps.

By:_____ Date: _____
Chairman of the Board

By:_____ Date: _____
Chief Executive Officer