

EXHIBIT 4

TALBOT COUNTY FINANCE OFFICE
RECORDATION TAX
AMT: \$29,580.00
DATE: 10/28/2015
INITIALS: D. Pierce
Prop ID: Multiple Parcels

EXEMPT FROM COUNTY TRANSFER TAX PURSUANT TO SECTION 172-17 OF THE TALBOT COUNTY CODE (CONVEYANCE BY A POLITICAL SUBDIVISION OF THE STATE)

DEED

THIS DEED is dated as of October 23, 2015, from TALBOT COUNTY, MARYLAND, a charter county and political subdivision of the State of Maryland ("Grantor"), to SHORE HEALTH SYSTEM, INC., a Maryland corporation ("Grantee").

THE GRANTOR, for a consideration of TWO MILLION, FOUR HUNDRED SIXTY FOUR THOUSAND SIX HUNDRED FIFTY SEVEN AND 53/100 DOLLARS (\$2,464,657.53), grants, conveys and assigns to the Grantee, its successors and assigns, in fee simple, the real property located in Talbot County, Maryland, and described as follows:

PARCEL ONE:

All that lot or parcel of land containing 12.538 acres and being shown and designated as Lot 1 on those plats entitled "Plat of Subdivision, Lot 1 through 7, Parcel A and Revised Tax Parcel 38," Sheets 1 through 7, recorded among the Land Records of Talbot County, Maryland, at Plat Cabinet MAS No. 83, pages 458 through 464, the subject parcel being depicted on Plat MAS No. 83, page 461.

PARCEL TWO:

All that lot or parcel of land containing 19.800 acres and being shown and designated as Lot 2 on those plats entitled "Plat of Subdivision, Lot 1 through 7, Parcel A and Revised Tax Parcel 38," Sheets 1 through 7, recorded among the Land Records of Talbot County, Maryland, at Plat Cabinet MAS No. 83, pages 458 through 464, the subject parcel being depicted on Plat MAS No. 83, page 460, which lot includes the area of land designed on such plat as "Part of Parcel 38 to be Conveyed to Lot 2, 0.013 acres ±".

PARCEL THREE:

All that lot or parcel of land containing 77.075 acres and being shown and designated as Lot 3 on those plats entitled "Plat of Subdivision, Lot 1 through 7, Parcel A and Revised Tax Parcel 38," Sheets 1 through 7, recorded among the Land Records of Talbot County, Maryland, at Plat Cabinet MAS No. 83, pages 458 through 464, the subject parcel being depicted on Plat MAS No. 83, pages 461 and 462.

PARCEL FOUR:

All that lot or parcel of land containing 89.710 acres and being shown and designated as Lot 5 on those plats entitled "Plat of Subdivision, Lot 1 through 7,

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Parcel A and Revised Tax Parcel 38," Sheets 1 through 7, recorded among the Land Records of Talbot County, Maryland, at Plat Cabinet MAS No. 83, pages 458 through 464, the subject parcel being depicted on Plat MAS No. 83, pages 463 and 464.

PARCEL FIVE:

All that lot or parcel of land containing 1.029 acres and being shown and designated as Parcel A on those plats entitled "Plat of Subdivision, Lot 1 through 7, Parcel A and Revised Tax Parcel 38," Sheets 1 through 7, recorded among the Land Records of Talbot County, Maryland, at Plat Cabinet MAS No. 83, pages 458 through 464, the subject parcel being depicted on Plat MAS No. 83, page 460.

PARCEL SIX:

All that lot or parcel of land shown and designated as "Land Intended to be Dedicated to the State Highway Administration, 3.826 acres," on those plats entitled "Plat of Subdivision, Lot 1 through 7, Parcel A and Revised Tax Parcel 38," Sheets 1 through 7, recorded among the Land Records of Talbot County, Maryland, at Plat Cabinet MAS No. 83, pages 458 through 464, the subject parcel being depicted on Plat MAS No. 83, page 460, which lot includes the area of land designed on such plat as "Part of Parcel 38 to be Dedicated to the State Highway Administration 0.032 acres ±."

PARCEL SEVEN:

All that lot or parcel of land shown and designated as "SWM Parcel 5A, Land Intended to be Dedicated to the State Highway Administration, 3.679 acres," on those plats entitled "Plat of Subdivision, Lot 1 through 7, Parcel A and Revised Tax Parcel 38," Sheets 1 through 7, recorded among the Land Records of Talbot County, Maryland, at Plat Cabinet MAS No. 83, pages 458 through 464, the subject parcel being depicted on Plat MAS No. 83, page 460.

PARCEL EIGHT:

All that lot or parcel of land shown and designated as "Medical Center Drive (Commercial Local Street) SHA Plat 59004 Variable Width" and "Relocated Md. Rte. 662C (Rural Local Roadway) SHA Plats 59003 and 59004 Variable Width", "Land Intended to be Dedicated to the State Highway Administration, 5.976 acres," on those plats entitled "Plat of Subdivision, Lot 1 through 7, Parcel A and Revised Tax Parcel 38," Sheets 1 through 7, recorded among the Land Records of Talbot County, Maryland, at Plat Cabinet MAS No. 83, pages 458 through 464, the subject parcel being depicted on Plat MAS No. 83, page 460.

THIS IS TO CERTIFY THAT THE PROPERTY DESCRIBED
HEREIN HAS BEEN TRANSFERRED ON THE ASSESSMENT
RECORDS OF TALBOT COUNTY.

DAVID H. EWING
SUPERVISOR OF ASSESSMENTS
R ANDREW HOLLIS, FIN. OFFICER *AL*²
PER 10/28/2015 *AL*

CERTIFICATION IS MADE THAT ALL TAXES
DUE ON THE PROPERTY INDICATED IN
THIS DEED HAVE BEEN PAID.
FINANCE OFFICER OF TALBOT COUNTY
R ANDREW HOLLIS, FIN. OFFICER *AL*

DATE 10/28/2015 *AL*

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TALBOT COUNTY CIRCUIT COURT (Land Records) MAS 2304, p. 0433, MSA_CE91_2243. Date available 11/02/2015. Printed 08/02/2016.

PARCEL NINE:

All that lot or parcel of land shown and designated as "Relocated Md. Rte. 662C (Rural Local Roadway) SHA Plats 59004 and 59005 Variable Width", "Land Intended to be Dedicated to the State Highway Administration, 3.354 acres," on those plats entitled "Plat of Subdivision, Lot 1 through 7, Parcel A and Revised Tax Parcel 38," Sheets 1 through 7, recorded among the Land Records of Talbot County, Maryland, at Plat Cabinet MAS No. 83, pages 458 through 464, the subject parcel being depicted on Plat MAS No. 83, page 461.

PARCEL TEN:

All that lot or parcel of land shown and designated as "SWM Parcel 4B, Land Intended to be Dedicated to the State Highway Administration, 1.509 acres," on those plats entitled "Plat of Subdivision, Lot 1 through 7, Parcel A and Revised Tax Parcel 38," Sheets 1 through 7, recorded among the Land Records of Talbot County, Maryland, at Plat Cabinet MAS No. 83, pages 458 through 464, the subject parcel being depicted on Plat MAS No. 83, page 461.

PARCEL ELEVEN:

All that lot or parcel of land shown and designated as "SWM Parcel 4A, Land Intended to be Dedicated to the State Highway Administration, 4.809 acres," on those plats entitled "Plat of Subdivision, Lot 1 through 7, Parcel A and Revised Tax Parcel 38," Sheets 1 through 7, recorded among the Land Records of Talbot County, Maryland, at Plat Cabinet MAS No. 83, pages 458 through 464, the subject parcel being depicted on Plat MAS No. 83, page 461.

FOR TITLE, SEE: (i) Confirmatory Deed from Talbot County, Maryland, to Talbot County, Maryland, dated August 10, 2007, and recorded among the Land Records of Talbot County, Maryland, in Liber MAS 2005, folio 139; being all the same property contained in Deed from Carole Parris Young and Clarke L. Parris by W. Thomas Fountain, Attorney-in-Fact to Talbot County, Maryland, dated December 16, 2005, and recorded among the Land Records of Talbot County, Maryland, in Liber MAS 1402, folio 672; and (ii) Deed from Ann Littleton O'Brien, Carole Parris and Clarke L. Parris to Talbot County, Maryland, dated August 8, 1988, and recorded among the Land Records of Talbot County, Maryland, in Liber MAS 656, folio 127; and (iii) Deed from Nettie Marie Jones to Talbot County, Maryland, dated March 25, 1977, and recorded among the Land Records of Talbot County, Maryland, in Liber JTB 510, folio 339; and (iv) Deed from Clarke L. Parris and Carole Parris Young to Talbot County, Maryland, dated January 18, 2008, and recorded among the Land Records of Talbot County, Maryland, in Liber MAS 1597, folio 343.

TOGETHER WITH all improvements thereupon, and the rights, alleys, ways, waters, easements, privileges, appurtenances and advantages belonging or appertaining thereto.

TO HAVE AND TO HOLD the real property hereby conveyed to the Grantee, its successors and assigns, in fee simple, forever.

THE FOREGOING CONVEYANCE was duly authorized and is hereby made in accordance with law: the Talbot County Council has duly authorized the same by adoption of Resolution No. 153 on July 8, 2008, following a public hearing held on June 10, 2008 and continued to June 24, 2008 and July 8, 2008, which hearing was duly advertised, including the proposed terms of this conveyance and compensation to be received and the opportunity to comment or object, on May 16, 23 and 30, 2008 in *The Star Democrat*, a newspaper printed and regularly circulated in Talbot County, Maryland.

BUT SUBJECT, HOWEVER, to the following restrictive covenants, conditions, and reservations, which covenants, conditions, restrictions and reservations shall apply to and run with and bind the land hereby conveyed, as follows:

FIRST, a covenant that the real property shall be used only for agriculture and/or regional health care facilities, including, at a minimum an acute care hospital, and related medical and support uses consistent with uses permitted under a Regional Health Care or similar zoning district adopted by the Town of Easton.

SECOND, a covenant that, within five (5) years following the date hereof, Grantee shall commence planning and design of an acute care hospital on the property hereby conveyed ("Property"). Except for delays caused by *force majeure*, if construction of an acute care hospital is not substantially completed within fifteen (15) years after the date hereof, Grantor shall have the right at any time within five (5) years thereafter to require Grantee to convey the Property to Grantor. Upon Grantor's written notice to Grantee that it wishes to reacquire the Property, Grantee shall transfer the Property to Grantor within ninety (90) days and Grantor shall return to Grantee the consideration (set forth hereinabove) paid by Grantee to Grantor for the Property. If Grantor does not give written notice within the five (5) year period, this covenant is extinguished and of no further force and effect.

THIRD: The above restrictive covenants shall be subordinated to any lien or other instrument securing any loan, bond issue, or other financing obtained and used to construct an acute care hospital and related or supporting facilities, so that, in the event of a *bona fide* default in the repayment of any secured obligation incurred to obtain construction financing, and sale of the Property under the terms of any instrument securing performance of that financial obligation, the Property may be sold by the secured party at such sale free and clear of the covenant.

FOURTH: This grant and conveyance is subject to a certain Annexation Agreement and Public Facilities Agreement dated December 8, 2009 by and between the TOWN OF EASTON, a Maryland municipal corporation ("Town"), Grantor and Grantee, recorded among the Land Records of Talbot County, Maryland, at Liber MAS 1757, folio 12-90, and to the terms of Town Resolution No. 5955, "A RESOLUTION TO ANNEX CERTAIN LANDS OWNED BY TALBOT COUNTY, MARYLAND, INTO THE TOWN OF EASTON LOCATED ON THE WEST SIDE OF US ROUTE 50 AND CONSISTING OF 276.479 ± ACRES OF LAND, MORE OR LESS, AND TO PROVIDE FOR THE TERMS AND CONDITIONS OF THE ANNEXATION", recorded among the Land Records of Talbot County, Maryland, at Liber MAS

1768, folio 252-271.

FIFTH: This grant and conveyance is subject to a certain Development Rights and Responsibilities Agreement by and between the Town, Grantor and Grantee recorded among the Land Records of Talbot County Maryland, at Liber MAS 2206, folio 266-398, which includes, among others and without limitation, the following terms, covenants, conditions, and restrictions:

- (A) Reference to the Development Rights and Responsibilities Agreement shall be included in any deed for all or portion(s) of the Property during the Term of such Agreement, but failure to include such reference shall not impact the effectiveness of the Development Rights and Responsibilities Agreement. (Liber 2206, folio 284, Para. 2.6.2).
- (B) If Shore Health System, Inc., proceeds with Development of the Property, initial construction, other than grading, drainage and infrastructure improvements, shall include construction of at least the first phase of an "accredited acute care hospital" (as defined by the Annexation Agreement) on the Property. When all phases of construction of the hospital are complete, the "accredited acute care hospital" constructed on the Property shall contain at least 100 beds. (Liber 2206, folio 286, Para. 2.9(c)).
- (C) In the event of any transfer of land located in Section One prior to Development of an acute care hospital on the Property, such transferee shall also demonstrate, to the Town and County's reasonable satisfaction, the transferee's capability to Develop the minimum acute care hospital and infrastructure required by the Annexation Agreement and this Agreement. (Liber 2206, folio 284, Para. 2.6.3).

THE GRANTOR covenants to warrant specially the real property hereby conveyed, and to execute such further assurances of the real property as may be requisite.

THE GRANTOR claims exemption from the tax withholding requirements of Md. Tax-General Art. §10-912 and whose representative certifies under the penalties of perjury, that such Grantor, being the Transferor hereunder, is a charter county and political subdivision of the State of Maryland.

AND THE GRANTEE joins herein for the purpose of expressly covenanting and agreeing that the covenants, conditions, restrictions and reservations set forth in this Deed shall be binding upon the said Grantee, its successors and assigns, and upon the real property hereby conveyed.

SIGNATURES ON FOLLOWING PAGES

IN WITNESS WHEREOF the Grantor has caused this Deed to be duly executed on its behalf by a duly authorized representative.

GRANTOR:

TALBOT COUNTY, MARYLAND

By: *CWP*
Corey W. Pack, President
Talbot County Council

Acknowledgement

STATE OF MARYLAND, COUNTY OF TALBOT, TO WIT:

I HEREBY CERTIFY, that on this 26th day of October, 2015, before me, the subscriber, a Notary Public of the State of Maryland, personally appeared COREY W. PACK, who acknowledged himself to be the President of the TALBOT COUNTY COUNCIL, the chief executive of Talbot County, Maryland, a charter county and political subdivision of the State of Maryland, and that he as such President, being authorized so to do, executed the foregoing Deed for the purposes therein contained by signing the name of said Talbot County, Maryland, by himself as President.

AS WITNESS my hand and Notarial seal.

Susan W. Moran
Notary Public

My commission expires: 3/6/2017



AND IN WITNESS WHEREOF the Grantee joins herein for the purpose of expressly covenanting and agreeing that the covenants, conditions, restrictions and reservations set forth in this Deed shall be binding upon the said Grantee, its successors and assigns, and upon the real property hereby conveyed.

GRANTEE:

SHORE HEALTH SYSTEM, INC.

By: *Kenneth D. Kozel*
Kenneth D. Kozel, President and CEO

Acknowledgement

STATE OF MARYLAND, COUNTY OF TALBOT, TO WIT:

I HEREBY CERTIFY, that on this 21st day of October, 2015, before me, a Notary Public of the aforesaid State, personally appeared KENNETH D. KOZEL, President and CEO of Shore Health System, Inc., who was known to me (or satisfactorily proven) to be the person whose name is subscribed to the foregoing Deed, and acknowledged that he executed the same for the purposes therein contained as the fully authorized agent of said Shore Health System, Inc.

WITNESS my hand and Notarial Seal.

My Commission expires: 1/27/2016

Linda E. Ruane
Notary Public



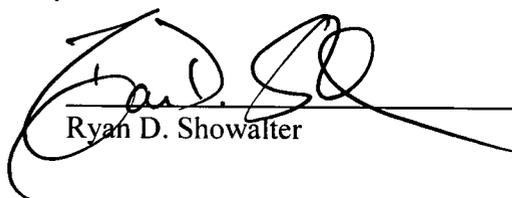
Agricultural Transfer Tax
Amount \$ -0-
Signature R ANDREW HOLLIS, FIN. OFFICER *a*
10/28/2015 *a*

Agricultural Transfer Tax Due in the Amount of \$ 0
David H. Ewing
Supervisor of Assessments
Per *DHE*

TALBOT COUNTY CIRCUIT COURT (Land Records) MAS 2304, p. 0438, MSA_CE91_2243. Date available 11/02/2015. Printed 08/02/2016.

Attorney Certification

This instrument has been prepared by the undersigned, an attorney duly admitted to practice before the Court of Appeals of Maryland.



Ryan D. Showalter

Return recorded document to:

Pamela C. Raymond
Miles & Stockbridge P.C.
100 Light Street, 4th Floor
Baltimore, Maryland 21202

Mary Ann Shortall, Clerk
Circuit Court For Talbot County
11 N. Washington St., Suite 16
Easton, Maryland 21601

License and Recording
(410) 822-2611 Ext. 4

LR - Deed (w Taxes)
Recording Fee no RT
20.00
Grantor/Grantee Name:
TalbotCo/Shore Health
Reference/Control #: 2304/432
LR - Deed (with Taxes)
Surcharge 40.00
LR - Deed State
Transfer Tax 12,323.29
LR - County Transfer
Tax - linked 0.00
LR - Non-Resident Tax
- linked 0.00
=====
SubTotal: 12,383.29
=====
Total: 12,383.29
10/28/2015 04:09
CC20-LL
#5077430 CC0205 -
Talbot
County/CC02.05.02 -
Register 02

DOCUMENT VALIDATION
(excluded from page count)

State of Maryland Land Instrument Intake Sheet

[] City [X] County: Talbot

Information provided is for the use of the Clerk's Office and State Department of Assessments and Taxation, and the County Finance Office only.
 (Type or Print in Black Ink Only All Copies Must Be Legible)

1	Type(s) of Instruments	([] Check Box if Addendum Intake Form is Attached.)				
	<input checked="" type="checkbox"/> Deed	<input type="checkbox"/> Mortgage	<input type="checkbox"/> Other	<input type="checkbox"/> Deed of Trust	<input type="checkbox"/> Lease	<input type="checkbox"/> Other
2	Conveyance Check Box	<input type="checkbox"/> Improved Sale Arms-Length [1]	<input checked="" type="checkbox"/> Unimproved Sale Arms-Length [2]	<input type="checkbox"/> Multiple Arms Length [3]	<input type="checkbox"/> Not an Arms- Length Sale [9]	
3	Tax Exemptions (if Applicable) Cite or Explain Authority	<input type="checkbox"/> Recordation	<input type="checkbox"/> State Transfer	<input type="checkbox"/> County Transfer		

4	Consideration and Tax Calculations	Consideration Amount		Finance Office Use Only		
		Purchase Price/Consideration	\$ 2,464,657.53	Transfer and Recordation Tax Consideration		
		Any New Mortgage	\$	Transfer Tax Consideration	\$	
		Balance of Existing Mortgage	\$	x () %	=	\$
		Other:	\$	Less Exemption Amount	-	\$
		Other:	\$	Total Transfer Tax	=	\$
		Full Cash Value	\$	Recordation Tax Consideration	\$	
		x () per \$500	=	\$		
		TOTAL DUE		\$		

5	Fees	Amount of Fees	Doc. 1	Doc. 2	Agent:
		Recording Charge	\$ 20.00	\$	
		Surcharge	\$ 40.00	\$	Tax Bill:
		State Recordation Tax	\$ 29,580.00	\$	
		State Transfer Tax	\$ 12,323.29	\$	C.B. Credit:
		County Transfer Tax	\$	\$	
		Other	\$	\$	Ag. Tax/Other:
		Other	\$	\$	

6	Description of Property	District	Property Tax ID No.(1)	Grantor	Map	Parcel No.	Var. LOG		
			See attached.						
			Subdivision Name	Lot (3a)	Block (3b)	Sect/AR(3c)	Plat Ref.	SqFt/Acreage (4)	
			Location/Address of Property Being Conveyed (2)						
			Longwoods Road						
			Other Property Identifiers (if applicable)						
			Longwoods Road - N of Easton						
			Residential [] or Non-Residential [X] AG		Fee Simple [X] or Ground Rent []		Amount:		
			Partial Conveyance? [] Yes [X] No		Description/Amt. of SqFt/Acreage Transferred:				

SDAT requires submission of all applicable information. A maximum of 40 characters will be indexed in accordance with the priority cited in Real Property Article Section 3-104(g)(3)(i).

7	Transferred From & To	Doc. 1 - Grantor(s) Name(s)	Doc. 2 - Grantor(s) Name(s)
		Talbot County, Maryland	
		Doc. 1 - Owner(s) of Record, if Different from Grantor(s)	Doc. 2 - Owner(s) of Record, if Different from Grantor(s)

8	Transferred To & From	Doc. 1 - Grantee(s) Name(s)	Doc. 2 - Grantee(s) Name(s)
		Shore Health System, Inc.	
		New Owner's (Grantee) Mailing Address	
		219 S. Washington Street, Easton, Maryland 21601	

9	Other Names to Be Indexed	Doc. 1 - Additional Names to be Indexed (Optional)	Doc. 2 - Additional Names to be Indexed (Optional)

10	Contact/Mail Information	Instrument Submitted By or Contact Person		<input checked="" type="checkbox"/> Return to Contact Person
		Name: Ryan D. Showalter		<input type="checkbox"/> Hold for Pickup
		Firm: Miles & Stockbridge, P.C.		<input type="checkbox"/> Return Address Provided
		Address: 101 Bay Street, Suite 2, Easton, Maryland 21601		
		Phone: 410-820-0259		

11 IMPORTANT: BOTH THE ORIGINAL DEED AND A PHOTOCOPY MUST ACCOMPANY EACH TRANSFER						
Assessment Information	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Will the property being conveyed be the grantee's principal residence?				
	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Does transfer include personal property? If yes, identify: _____				
	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	Was property surveyed? If yes, attach copy of survey (if recorded, no copy required)				
Assessment Use Only - Do Not Write Below This Line						
[] Terminal Verification [] Agricultural Verification [] Whole [] Part [] Tran. Process Verification						
Transfer Number:		Date Received:		Deed Reference:		Assigned Property No.:
Year		Geo.	Map	Sub	Block	
Land		Zoning	Grid	Plat	Lot	
Buildings		Use	Parcel	Section	Occ. Cd.	
Total		Town Cd.	Ex. St.	Ex. Cd.		
REMARKS:						

LIBER 2304 FOLIO 441

TALBOT COUNTY CIRCUIT COURT (Land Records) MAS 2304, p. 0441, MSA_CE91_2243. Date available 11/02/2015. Printed 08/02/2016.

Intake Sheet Continuation Page

**Talbot County, Maryland and Shore Health System, Inc.
Longwoods Road**

6. Description of Property

Property	Dist rict	Tax ID No.	Grantor Liber/folio	Map	Parcel/Acreage
Longwoods Road	01	01-040650	2005/139	0017	0075 12.538 AC – Lot 1 on subdivision plat
Longwoods Road	01	01-040650	2005/139	0017	0075 19.800 AC – Lot 2 on subdivision plat
Longwoods Road	01	P/O 01-040650 01-113771	2005/139 1597/343	0017	0075 0129 77.075 AC - Lot 3 on subdivision plat
Longwoods Road	01	01-113771	1597/343	0017	0129 89.710 AC – Lot 4 on subdivision plat
Longwoods Road	01	01-040650	2005/139	0017	0075 1.029 AC – Parcel A on subdivision plat
Longwoods Road	01	01-040650	2005/139	0017	0075 3.826 AC – Land intended to be dedicated to State Highway Administration on subdivision plat
Longwoods Road	01	01-040650	2005/139	0017	0075 3.679 AC – SWM Parcel 5A on subdivision plat
Longwoods Road	01	01-040650	2005/139	0017	0075 5.976 AC – Medical Center Drive on subdivision plat
Longwoods Road	01	01-040650	2005/139	0017	0075 3.354 AC – Relocated MD Rte. 662C on subdivision plat

Longwoods Road	01	01-040650	2005/139	0017	0075 1.509 AC – SWM Parcel 4B on subdivision plat
Longwoods Road	01	01-040650	2005/139	0017	0075 4.809 AC – SWM Parcel 4A on subdivision plat