

POTENTIAL CONFLICT OF INTEREST

Re: Proposed Acquisition of St. Francis Hospital by
The Medical University of South Carolina under
consideration by the South Carolina Commission on Higher
Education on August 24, 1992

McKnight, Frampton and Co., Certified Public Accountants, of which I am a
stockholder, provides accounting and auditing services to the Health Sciences
Foundation of MUSC. For this reason there may be a conflict of interest in my
voting on the proposed acquisition of St. Francis Hospital by the Medical
University of South Carolina.

I would like the records to reflect that I am abstaining from discussion and
voting on this issue.

Robert C. Gallagher

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August 24, 1992