

FIFTH AMENDMENT TO PURCHASE AND SALE AGREEMENT

This FIFTH AMENDMENT ("Amendment") is made and entered into by and between HATHAWAY HOLDINGS, LLC. ("Buyer") and MAINEGENERAL MEDICAL CENTER, a Maine nonprofit corporation, with its principal office located in Augusta, ME ("Seller").

RECITALS:

WHEREAS, Buyer and Seller entered into a Purchase and Sale Agreement for the land and improvements located at 150 and 152 Dresden Ave, Gardiner, ME on March 13, 2020, and Amended on June 11, 2020 (First Amendment), August 14, 2020 (Second Amendment), September 18, 2020 (Third Amendment), and December 31, 2020 (Fourth Amendment), (collectively the "PSA") and

WHEREAS, Buyer and Seller desire to amend the PSA to extend the Buyer's Due Diligence Period per the terms and conditions outlined herein.

NOW, THEREFORE, for and in consideration of the Premises, the mutual covenants and agreements contained herein and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Seller and Buyer hereby agree as follows:

1. DUE DILIGENCE: All references to the Due Diligence Period set forth in Section 3 of the PSA are extended to and shall mean May 28, 2021.

2. CLOSING. Part 5 of the PSA will be amended to read
 5. CLOSING. Subject to the satisfaction or waiver by the appropriate party of all of the conditions precedent to closing specified herein the consummation of the transactions contemplated by and described in this Agreement (the "Closing") shall take place on or before June 30, 2021.

3. DEFINITIONS: Unless otherwise set forth in this Fifth Amendment, all capitalized terms shall have the same meanings as set forth in the PSA.

4. ENTIRE AGREEMENT: This Fifth Amendment contains all of the agreements of the Parties hereto with respect to the matters contained herein and nothing in this Amendment shall be deemed to waive or modify any of the provisions of the PSA except as expressly stated herein.

5. COUNTERPARTS: This Fifth Amendment may be executed in two or more counterparts, each of which shall constitute an original and all of which shall be one and the same agreement.

6. This Fifth Amendment is incorporated into the PSA and shall be deemed a part thereof.

7. EFFECTIVE DATE. This Fifth Amendment shall become effective as of March 31, 2021.

IN WITNESS WHEREOF, Buyer and Seller, by their duly authorized representatives have executed this Amendment to be effective the date noted above.

BUYER: HATHAWAY HOLDINGS, LLC

By: Paul Boghossian, Member

SELLER: MAINEGENERAL MEDICAL CENTER

By: Paul Stein, COO