

Both the Security Agreement and the Pledge Agreement contain standard creditor rights terms and conditions including rights to foreclose on the Collateral and Pledged Interests. The Company believes that the estimated fair market value of the Collateral and the Pledged Interests are well in excess of the amounts owed under the TRS Note, including the Tranche 5 Loan.

An affiliate of the Company, MPT Sycamore Opco, LLC, which is a wholly-owned subsidiary of MPT Development Services, Inc., a taxable REIT subsidiary of the Company, owns a 9.9% ownership interest (the "9.9% Interest") in Steward Health Care Holdings LLC ("SHCH"), which owns one hundred percent of the equity interests in the Borrower. Under the terms of the SHCH's limited liability company agreement, the 9.9% Interest is non-voting and its holder is limited at all times to receiving no more than 9.9% of any amount of operating or liquidating distributions. If at any time during a taxable year, the Company or its affiliates were to own a 10% or greater interest in the Borrower, then rents paid by affiliates of the Borrower to affiliates of the Company under Master Lease I or Master Lease II would become "related party rents" and be non-qualifying income for purposes of the REIT 75% and 95% income tests under Section 856(c)(2) and (c)(3) of the Code.

Documentation

In connection with rendering our opinions below, we have examined originals or copies of the following documents and agreements (the "Documents"):