

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 1

to

Form S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Medical Properties Trust, Inc.

MPT Operating Partnership, L.P.

MPT Finance Corporation

(Exact name of registrant issuer as specified in its charter)

See Table of Registrant Guarantors for information regarding additional Registrants

Maryland  
Delaware  
Delaware  
(State or other jurisdiction of  
incorporation or organization)

6798  
6798  
6798  
(Primary Standard Industrial  
Classification Code Number)  
1000 Urban Center Drive, Suite 501  
Birmingham, Alabama 35242  
(205) 969-3755

20-0191742  
20-0242069  
45-1537205  
(I.R.S. Employer  
Identification Number)

(Address, including zip code, and telephone number, including area code, of registrants’ principal executive offices)

Edward K. Aldag, Jr.  
Chairman, President, Chief Executive Officer  
Medical Properties Trust, Inc.  
1000 Urban Center Drive, Suite 501  
Birmingham, AL 35242  
(205) 969-3755

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:  
Yoel Kranz, Esq.  
James P. Barri, Esq.  
Goodwin Procter LLP  
620 Eighth Avenue  
New York, New York 10018  
(212) 813-8800

**Approximate date of commencement of the proposed sale to the public:** From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: ☐

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box: ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☒

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Medical Properties Trust, Inc.:

Large Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a small reporting company)

MPT Operating Partnership, L.P.

MPT Finance Corporation

All Other Co-Registrants:

Large Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a small reporting company)

Accelerated filer ☐

Smaller reporting company ☐

Accelerated filer ☐

Smaller reporting company ☐

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered(1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Debt Securities		
Guarantees(2)		
Total:	(1)	\$0(1)

(1) An indeterminate amount of securities to be offered at indeterminate prices is being registered pursuant to this registration statement. The registrants are deferring payment of the registration fee pursuant to Rule 456(b) and are omitting this information in reliance on Rule 456(b) and Rule 457(r).

(2) In accordance with Rule 457(n), no separate fee is payable with respect to the Guarantees.

## TABLE OF CO-REGISTRANT GUARANTORS

Exact Name of Registrant Guarantor as Specified in its Charter(1)	State of Incorporation or Organization	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification Number
Medical Properties Trust, LLC	Delaware	6798	34-1985135
MPT of Victorville, LLC	Delaware	6798	20-2486521
MPT of Bucks County, LLC	Delaware	6798	20-2486602
MPT of Bloomington, LLC	Delaware	6798	20-2603301
MPT of Covington, LLC	Delaware	6798	20-2953603
MPT of Denham Springs, LLC	Delaware	6798	20-2953661
MPT of Redding, LLC	Delaware	6798	20-3072918
MPT of Chino, LLC	Delaware	6798	20-3363654
MPT of Dallas LTACH, LLC	Delaware	6798	20-4805632
MPT of Portland, LLC	Delaware	6798	20-5337217
MPT of Victoria, LLC	Delaware	6798	20-5714694
MPT of Luling, LLC	Delaware	6798	20-5714787
MPT of West Anaheim, LLC	Delaware	6798	20-5714896
MPT of La Palma, LLC	Delaware	6798	20-5714958
MPT of Paradise Valley, LLC	Delaware	6798	20-8798603
MPT of Southern California, LLC	Delaware	6798	20-8963938
MPT of Twelve Oaks, LLC	Delaware	6798	26-0559922
MPT of Shasta, LLC	Delaware	6798	26-0559841
MPT of Bossier City, LLC	Delaware	6798	26-2520505
MPT of West Valley City, LLC	Delaware	6798	26-2512723
MPT of Idaho Falls, LLC	Delaware	6798	26-2518223
MPT of Poplar Bluff, LLC	Delaware	6798	26-2518397
MPT of Bennettsville, LLC	Delaware	6798	26-2518359
MPT of Detroit, LLC	Delaware	6798	26-2496457
MPT of Bristol, LLC	Delaware	6798	26-2394024
MPT of Newington, LLC	Delaware	6798	26-2394093
MPT of Enfield, LLC	Delaware	6798	26-2394158
MPT of Petersburg, LLC	Delaware	6798	26-2518270
MPT of Garden Grove Hospital, LLC	Delaware	6798	26-3002663
MPT of Garden Grove MOB, LLC	Delaware	6798	26-3002759
MPT of San Dimas Hospital, LLC	Delaware	6798	26-3002414
MPT of San Dimas MOB, LLC	Delaware	6798	26-3002527
MPT of Cheraw, LLC	Delaware	6798	26-2518316

<u>Exact Name of Registrant Guarantor as Specified in its Charter(1)</u>	<u>State of Incorporation or Organization</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification Number</u>
MPT of Ft. Lauderdale, LLC	Delaware	6798	26-2399919
MPT of Providence, LLC	Delaware	6798	26-2825405
MPT of Springfield, LLC	Delaware	6798	26-2825629
MPT of Warwick, LLC	Delaware	6798	26-2825704
MPT of Mountain View, LLC	Delaware	6798	45-3419885
MPT of Richardson, LLC	Delaware	6798	27-2553353
MPT of Round Rock, LLC	Delaware	6798	27-2553469
MPT of Shenandoah, LLC	Delaware	6798	27-2553198
MPT of Hillsboro, LLC	Delaware	6798	27-3001181
MPT of Florence, LLC	Delaware	6798	27-3737512
MPT of Clear Lake, LLC	Delaware	6798	27-4433434
MPT of Tomball, LLC	Delaware	6798	27-4242856
MPT of Gilbert, LLC	Delaware	6798	27-4433943
MPT of Corinth, LLC	Delaware	6798	27-3857789
MPT of Bayonne, LLC	Delaware	6798	27-4434500
MPT of Alvarado, LLC	Delaware	6798	45-0639984
MPT of Bucks County, L.P.	Delaware	6798	20-2486672
MPT of Dallas LTACH, L.P.	Delaware	6798	20-4805835
MPT of Victoria, L.P.	Delaware	6798	20-5714747
MPT of Luling, L.P.	Delaware	6798	20-5714819
MPT of West Anaheim, L.P.	Delaware	6798	20-5714924
MPT of La Palma, L.P.	Delaware	6798	20-5714994
MPT of Paradise Valley, L.P.	Delaware	6798	20-8798655
MPT of Southern California, L.P.	Delaware	6798	20-8963986
MPT of Twelve Oaks, L.P.	Delaware	6798	26-0560020
MPT of Shasta, L.P.	Delaware	6798	26-0559876
MPT of Garden Grove Hospital, L.P.	Delaware	6798	26-3002710
MPT of Garden Grove MOB, L.P.	Delaware	6798	26-3002799
MPT of San Dimas Hospital, L.P.	Delaware	6798	26-3002474
MPT of San Dimas MOB, L.P.	Delaware	6798	26-3002622
MPT of Richardson, L.P.	Delaware	6798	27-2553826
MPT of Round Rock, L.P.	Delaware	6798	27-2553630
MPT of Shenandoah, L.P.	Delaware	6798	27-2554012
MPT of Hillsboro, L.P.	Delaware	6798	27-3046180

<u>Exact Name of Registrant Guarantor as Specified in its Charter(1)</u>	<u>State of Incorporation or Organization</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification Number</u>
MPT of Clear Lake, L.P.	Delaware	6798	27-4433581
MPT of Tomball, L.P.	Delaware	6798	27-4242973
MPT of Corinth, L.P.	Delaware	6798	27-3857881
MPT of Alvarado, L.P.	Delaware	6798	45-0640615
MPT of Desoto, L.P.	Delaware	6798	45-0617227
MPT of Desoto, LLC	Delaware	6798	45-0616535
MPT of Hoboken Hospital, LLC	Delaware	6798	45-1798392
MPT of Hoboken Real Estate, LLC	Delaware	6798	45-1800960
MPT of Hausman, LLC	Delaware	6798	38-3854534
MPT of Overlook Parkway, LLC	Delaware	6798	80-0763884
MPT of New Braunfels, LLC	Delaware	6798	45-3456004
MPT of Westover Hills, LLC	Delaware	6798	90-0770521
MPT of Wichita, LLC	Delaware	6798	26-2405993
Wichita Health Associates Limited Partnership	Delaware	6798	95-4301648
MPT of Billings, LLC	Delaware	6798	90-0799457
MPT of Boise, LLC	Delaware	6798	90-0802635
MPT of Brownsville, LLC	Delaware	6798	37-1690147
MPT of Casper, LLC	Delaware	6798	35-2439288
MPT of Comal County, LLC	Delaware	6798	61-1677267
MPT of Greenwood, LLC	Delaware	6798	80-0789098
MPT of Johnstown, LLC	Delaware	6798	36-4726551
MPT of Laredo, LLC	Delaware	6798	35-2439147
MPT of Las Cruces, LLC	Delaware	6798	90-0801223
MPT of Mesquite, LLC	Delaware	6798	36-4726653
MPT of Post Falls, LLC	Delaware	6798	90-0800039
MPT of Prescott Valley, LLC	Delaware	6798	61-1677424
MPT of Provo, LLC	Delaware	6798	80-0790409
MPT of North Cypress, LLC	Delaware	6798	20-2954044
MPT of North Cypress, L.P.	Delaware	6798	20-2954157
MPT of Lafayette, LLC	Delaware	6798	90-0845294
MPT of Inglewood, LLC	Delaware	6798	61-1693835
MPT of Inglewood, L.P.	Delaware	6798	80-0864506
MPT of Reno, LLC	Delaware	6798	80-0846742
MPT of Roxborough, LLC	Delaware	6798	35-2455283

<u>Exact Name of Registrant Guarantor as Specified in its Charter(1)</u>	<u>State of Incorporation or Organization</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification Number</u>
MPT of Roxborough, L.P.	Delaware	6798	46-1005952
MPT of Altoona, LLC	Delaware	6798	35-2453219
MPT of Hammond, LLC	Delaware	6798	90-0903911
MPT of Spartanburg, LLC	Delaware	6798	37-1696856
MPT of Wyandotte County, LLC	Delaware	6798	90-0999918
MPT of Leavenworth, LLC	Delaware	6798	80-0937399
MPT of Corpus Christi, LLC	Delaware	6798	36-4766658
MPT of Brodie FCER, LLC	Delaware	6798	90-1012985
MPT of Little Elm FCER, LLC	Delaware	6798	80-0944767
MPT of Ogden, LLC	Delaware	6798	35-2465661
MPT of Nacogdoches FCER, LLC	Delaware	6798	90-1024424
MPT of Mesa, LLC	Delaware	6798	80-0945205
MPT of Port Arthur, LLC	Delaware	6798	37-1738828
MPT of West Monroe, LLC	Delaware	6798	90-1009773
MPT of Dallas, LLC	Delaware	6798	90-1031773
MPT RHM Holdco S.à r.l.	Luxembourg	6798	98-1133348
MPT RHM Sonnenwende S.à r.l.	Luxembourg	6798	98-1134616
MPT RHM Klaus S.à r.l.	Luxembourg	6798	98-1133874
MPT RHM Vesalius S.à r.l.	Luxembourg	6798	98-1135992
MPT RHM Park S.à r.l.	Luxembourg	6798	98-1133918
MPT RHM Fontana S.à r.l.	Luxembourg	6798	98-1133981
MPT RHM Christiaan S.à r.l.	Luxembourg	6798	98-1134743
MPT RHM Hillersbach S.à r.l.	Luxembourg	6798	98-1134348
MPT of Montclair, LLC	Delaware	6798	61-1730597
MPT of Alvin FCER, LLC	Delaware	6798	80-0958461
MPT of Firestone FCER, LLC	Delaware	6798	90-1032538
MPT of Houston-Eldridge FCER, LLC	Delaware	6798	61-1725873
MPT of Cedar Hill FCER, LLC	Delaware	6798	38-3919990
MPT of Allen FCER, LLC	Delaware	6798	30-0809818
MPT of Frisco FCER, LLC	Delaware	6798	80-0964069
MPT of Broomfield FCER, LLC	Delaware	6798	37-1747993
MPT of Champion Forest FCER, LLC	Delaware	6798	32-0434014
MPT of Thornton FCER, LLC	Delaware	6798	38-3922296

<u>Exact Name of Registrant Guarantor as Specified in its Charter(1)</u>	<u>State of Incorporation or Organization</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification Number</u>
MPT of North Gate FCER, LLC	Delaware	6798	38-3922248
MPT of Fountain FCER, LLC	Delaware	6798	32-0433897
MPT of Missouri City FCER, LLC	Delaware	6798	30-0803341
MPT of Pearland FCER, LLC	Delaware	6798	37-1751837
MPT of Los Angeles, L.P.	Delaware	6798	46-3404169

(1) The address and phone number of each Co-Registrant Guarantor is as follows:

c/o Medical Properties Trust, Inc.  
1000 Urban Center Drive, Suite 501  
Birmingham, AL 35242  
(205) 969-3755

The agent for service of process for each registrant is Edward K. Aldag, Jr., Chairman, President, Chief Executive Officer, Medical Properties Trust, Inc., 1000 Urban Center Drive, Suite 501, Birmingham, AL 35242

Note: The following entities that were originally included in the Registration Statement on Form S-3 filed on August 8, 2013 (Registration No. 333-333-190543) have been dissolved: MPT of Webster, LLC, MPT of Warm Springs, LLC and MPT of Warm Springs, L.P.

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## EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (Registration No. 333-333-190543) is being filed for the purposes of: (i) adding subsidiaries of MPT Operating Partnership, L.P. to the “Table of Co-Registrants” as co-registrants to the Registration Statement to allow such entities to guarantee debt securities covered by the Registration Statement, (ii) updating certain information in Item 15 of Part II with respect to such additional registrant guarantors and (iii) noting that certain entities that were originally co-registrants under the Registration Statement have been dissolved. No changes or additions are being made hereby to the base prospectus that already forms a part of the Registration Statement. Accordingly, the base prospectus is being omitted from this filing.

## PART II. INFORMATION NOT REQUIRED IN PROSPECTUS

### Item 14. *Other Expenses of Issuance and Distribution*

The following table sets forth all expenses, other than the underwriting discounts and commissions, payable by the Registrant in connection with the sale of the securities being registered. All the amounts are estimates except for the registration fee.

Securities and Exchange Commission Registration Fee	\$ *
Legal Fees and Expenses	**
Accounting Fees and Expenses	**
Printing and Engraving Expenses	**
Trustee Fees	**
Miscellaneous	**
Total	\$ **

\* To be deferred pursuant to Rule 456(b) under the Securities Act and calculated in connection with the offering of securities under this registration statement pursuant to Rule 457(r) under the Securities Act.

\*\* These fees are calculated based on the securities offered and the number of issuances and accordingly cannot be estimated at this time

### Item 15. *Indemnification of Directors and Officers*

#### Medical Properties Trust, Inc.

Medical Properties Trust, Inc. maintains a directors and officers liability insurance policy. The company's charter limits the personal liability of its directors and officers for monetary damages to the fullest extent permitted under current Maryland law, and the charter and bylaws provide that a director or officer shall be indemnified to the fullest extent required or permitted by Maryland law from and against any claim or liability to which such director or officer may become subject by reason of his or her status as a director or officer of the company. Maryland law allows directors and officers to be indemnified against judgments, penalties, fines, settlements, and expenses actually incurred in a proceeding unless the following can be established:

- the act or omission of the director or officer was material to the cause of action adjudicated in the proceeding and was committed in bad faith or was the result of active and deliberate dishonesty;
- the director or officer actually received an improper personal benefit in money, property or services; or
- with respect to any criminal proceeding, the director or officer had reasonable cause to believe his or her act or omission was unlawful.

The company's stockholders have no personal liability for indemnification payments or other obligations under any indemnification agreements or arrangements. However, indemnification could reduce the legal remedies available to the company and the company's stockholders against the indemnified individuals.

This provision for indemnification of the company's directors and officers does not limit a stockholder's ability to obtain injunctive relief or other equitable remedies for a violation of a director's or an officer's duties to the company or to the company's stockholders, although these equitable remedies may not be effective in some circumstances.



In addition to any indemnification to which the company's directors and officers are entitled pursuant to the charter and bylaws and the Maryland General Corporation Law, the charter and bylaws provide that the company may indemnify other employees and agents to the fullest extent permitted under Maryland law, whether they are serving the company or, at the company's request, any other entity.

The company has entered into indemnification agreements with each of its directors and executive officers, which the company refers to in this context as indemnitees. The indemnification agreements provide that the company will, to the fullest extent permitted by Maryland law, indemnify and defend each indemnitee against all losses and expenses incurred as a result of his current or past service as its director or officer, or incurred by reason of the fact that, while he was the company's director or officer, he was serving at the company's request as a director, officer, partner, trustee, employee or agent of a corporation, partnership, joint venture, trust, other enterprise or employee benefit plan. The company has agreed to pay expenses incurred by an indemnitee before the final disposition of a claim provided that he provides the company with a written affirmation that he has met the standard of conduct required for indemnification and a written undertaking to repay the amount the company pays or reimburses if it is ultimately determined that he has not met the standard of conduct required for indemnification. The company is to pay expenses within 20 days of receiving the indemnitee's written request for such an advance. Indemnitees are entitled to select counsel to defend against indemnifiable claims.

The general effect to investors of any arrangement under which any person who controls the company or any of the company's directors, officers or agents is insured or indemnified against liability is a potential reduction in distributions to the company's stockholders resulting from the company's payment of premiums associated with liability insurance.

### **Delaware Limited Partnerships**

Section 17-108 of the Delaware Revised Uniform Limited Partnership Act empowers a Delaware limited partnership to indemnify and hold harmless any partner or other person from and against all claims and demands whatsoever, subject to such standards and restrictions, if any, as are set forth in its partnership agreement.

The limited partnership agreements of MPT of Bucks County, L.P., MPT of Dallas LTACH, L.P., MPT of Victoria, L.P., MPT of Luling, L.P., MPT of West Anaheim, L.P., MPT of La Palma, L.P., MPT of Paradise Valley, L.P., MPT of Southern California, L.P., MPT of Twelve Oaks, L.P., MPT of Shasta, L.P., MPT of Garden Grove Hospital, L.P., MPT of Garden Grove MOB, L.P., MPT of San Dimas Hospital, L.P., MPT of San Dimas MOB, L.P., MPT of Richardson, L.P., MPT of Round Rock, L.P., MPT of Shenandoah, L.P., MPT of Hillsboro, L.P., MPT of Clear Lake, L.P., MPT of Tomball, L.P., MPT of Corinth, L.P., MPT of Alvarado, L.P., MPT of Desoto, L.P., MPT of North Cypress, L.P., MPT of Inglewood, L.P. and MPT of Roxborough, L.P. provide that the partnership shall indemnify any partner or a director, officer, employee or equity holder of the partnership or the general partner, from and against any and all losses, claims, damages, liabilities, joint or several, expenses (including, without limitation, reasonable legal fees and expenses), judgments, fines, settlements, and other amounts arising from any and all claims, demands, actions, suits or proceedings, civil, criminal, administrative or investigative, that relate to the operations of the limited partnerships as set forth in the limited partnership agreement, in which such indemnitee may be involved, or is threatened to be involved, as a party or otherwise.

The limited partnership agreement of Wichita Health Associates Limited Partnership provides, that the partnership shall indemnify the general partner against any losses, judgments, claims, liabilities (including expenses actually incurred by it, attorneys' fees and amounts paid in settlement of any claim incurred or sustained by it) in connection with any action, suit or proceeding (other than an action, suit or proceeding by or in the right of a limited partner or the partnership) threatened, pending or completed to which it is a party or threatened to be made a party by reason of the performance of its duties, provided that, with respect to the matter for which indemnification is sought, the general partner acted in a manner that it believed in good faith was in the best interests of the partnership.

The limited partnership agreement of MPT of Los Angeles, L.P. provides that the partnership shall indemnify any partner or a director, officer, employee or equity holder of the partnership, the general partner or an affiliate of the partnership of the general partner, from and against any and all losses, claims, damages, liabilities, joint or several, expenses (including reasonable legal fees and expenses), judgments, fines, settlements, and other amounts arising from any and all claims, demands, actions, suits or proceedings, civil, criminal, administrative or investigative, that relate to the operations of the limited partnerships as set forth in the limited partnership agreement, in which such indemnitee may be involved, or is threatened to be involved, as a party or otherwise.

### **Delaware Limited Liability Companies**

Section 18-108 of the Delaware Limited Liability Company Act provides that a limited liability company may, and shall have the power to, indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever.

The operating agreements of MPT of Alvin FCER, LLC, MPT of Firestone FCER, LLC, MPT of Houston-Eldridge FCER, LLC, MPT of Cedar Hill FCER, LLC, MPT of Allen FCER, LLC, MPT of Frisco FCER, LLC, MPT of Broomfield FCER, LLC, MPT of Champion Forest FCER, LLC, MPT of Thornton FCER, LLC, MPT of North Gate FCER, LLC, MPT of Fountain FCER, LLC, MPT of Missouri City FCER, LLC, MPT of Pearland FCER, LLC, MPT of Brodie FCER, LLC, MPT of Little Elm FCER, LLC, MPT of Ogden, LLC, MPT of Nacogdoches FCER, LLC, MPT of Mesa, LLC, MPT of Port Arthur, LLC, MPT of West Monroe, LLC, MPT of Dallas, LLC, MPT of Montclair, LLC MPT of Richardson, LLC, MPT of Round Rock, LLC, MPT of Shenandoah, LLC, MPT of Hillsboro, LLC, MPT of Florence, LLC, MPT of Clear Lake, LLC, MPT of Tomball, LLC, MPT of Gilbert, LLC, MPT of Corinth, LLC, MPT of Bayonne, LLC, MPT of Alvarado, LLC, MPT of Desoto, LLC, MPT of Hoboken Hospital, LLC, MPT of Hausman, LLC, MPT of Overlook Parkway, LLC, MPT of New Braunfels, LLC, MPT of Westover Hills, LLC, MPT of Billings, LLC, MPT of Boise, LLC, MPT of Brownsville, LLC, MPT of Casper, LLC, MPT of Comal County, LLC, MPT of Greenwood, LLC, MPT of Johnstown, LLC, MPT of Laredo, LLC, MPT of Las Cruces, LLC, MPT of Mesquite, LLC, MPT of Post Falls, LLC, MPT of Prescott Valley, LLC, MPT of Provo, LLC, MPT of Lafayette, LLC, MPT of Inglewood, LLC, MPT of Reno, LLC, MPT of Roxborough, LLC, MPT of Altoona, LLC, MPT of Hammond, LLC, MPT of Spartanburg, LLC, MPT of Wyandotte County, LLC, MPT of Leavenworth, LLC and MPT of Corpus Christi, LLC provide that the limited liability company shall indemnify any member, manager, officer or employee of the limited liability company, or a member, manager, officer or employee of an affiliate of the limited liability company, from and against any and all losses, claims, damages, liabilities, joint or several, expenses (including, without limitation, reasonable legal fees and expenses), judgments, fines, settlements, and other amounts arising from any and all claims, demands, actions, suits or proceedings, civil, criminal, administrative or investigative, that relate to the operations of the limited liability company as set forth in the operating agreement, in which such indemnitee may be involved, or is threatened to be involved, as a party or otherwise.

The operating agreement of MPT of Mountain View, LLC provides that the limited liability company shall indemnify (i) any person made a party to a proceeding by reason of its status as (A) a manager or member, (B) a member, partner or shareholder of any manager or member, or (C) a director, officer or employee of the limited liability company, any manager, any member or any direct or indirect member, partner or shareholder of any manager or member and (ii) such other persons as any manager may designate from time to time (whether before or after the event giving rise to potential liability), in its sole and absolute discretion, from and against any and all losses, claims, damages, liabilities (joint or several), expenses (including, without limitation, attorneys fees and other legal fees and expenses), judgments, fines, settlements, and other amounts arising from any and all claims, demands, actions, suits or proceedings (whether the same be civil, criminal, administrative or investigative) that relate to the operations of the limited liability company in which such person may be involved, or is threatened to be involved, as a party or otherwise, to the fullest extent permitted by the Delaware Limited Liability Company Act.

The operating agreements of MPT Hoboken Real Estate, LLC provides that the limited liability company shall, to the fullest extent permitted by applicable law, indemnify and hold harmless each member, manager, former member and the partners, shareholders, controlling person, officers, directors and employees of each member, manager, former member and manager and their respective successors in interest, from and against any and all

loss claims, damages, liabilities, expenses, judgments, fines, settlements, and other amounts including, without limitation, attorneys' fees and paralegal charges, reasonably and actually incurred by such person in connection with any and all claims, demands, actions, suits or proceedings (civil, criminal, administrative or investigative) in which such person is involved, as a party or otherwise, by reason of this or its management of, or involvement in the business and affairs of the limited liability company, or the rendering of advice or consultation with respect thereto, or otherwise by reason of the fact that such person is or was a member, manger or a partner, shareholder, controlling person, officer, director or employee of a member or manager. Expenses (including, without limitation, attorneys' fees) incurred by such person in defending an indemnity claim may be paid by the limited liability company in advance of the final disposition of such claim.

The operating agreements of MPT of Victorville, LLC, MPT of Bucks County, LLC, MPT of Bloomington, LLC, MPT of Covington, LLC, MPT of Denham Springs, LLC, MPT of Redding, LLC, MPT of Chino, LLC, MPT of Dallas LTACH, LLC, MPT of Portland, LLC, MPT of Victoria, LLC, MPT of Luling, LLC, MPT of West Anaheim, LLC, MPT of La Palma, LLC, MPT of Paradise Valley, LLC, MPT of Southern California, LLC, MPT of Twelve Oaks, LLC, MPT of Shasta, LLC, MPT of Bossier City, LLC, MPT of West Valley City, LLC, MPT of Idaho Falls, LLC, MPT of Poplar Bluff, LLC, MPT of Bennettsville, LLC, Medical Properties Trust, LLC, MPT of Detroit, LLC, MPT of Bristol, LLC, MPT of Newington, LLC, MPT of Enfield, LLC, MPT of Petersburg, LLC, MPT of Garden Grove Hospital, LLC, MPT of Garden Grove MOB, LLC, MPT of San Dimas Hospital, LLC, MPT of San Dimas MOB, LLC, MPT of Cheraw, LLC, MPT of Ft. Lauderdale, LLC, MPT of Providence, LLC, MPT of Springfield, LLC, MPT of Warwick, LLC, MPT of Wichita, LLC and MPT of North Cypress, LLC do not contain any indemnification provisions.

### **MPT Finance Corporation**

Section 145 of the Delaware General Corporation Law, or the DGCL, provides that a corporation may indemnify any person, including an officer or director, who was or is, or is threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation), by reason of the fact that such person is or was a director, officer, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of such corporation, and, with respect to any criminal actions and proceedings, had no reasonable cause to believe that his conduct was unlawful. A Delaware corporation may indemnify any person, including an officer or director, who was or is, or is threatened to be made, a party to any threatened, pending or contemplated action or suit by or in the right of such corporation, under the same conditions, except that such indemnification is limited to expenses (including attorneys' fees) actually and reasonably incurred by such person, and except that no indemnification is permitted without judicial approval if such person is adjudged to be liable to such corporation. Where an officer or director of a corporation is successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to above, or any claim, issue or matter therein, the corporation must indemnify that person against the expenses (including attorneys' fees) which such officer or director actually and reasonably incurred in connection therewith.

The certificate of incorporation of MPT Finance Corporation provides that MPT Finance Corporation shall indemnify to the full extent authorized or permitted by law (as now or hereafter in effect) any person made, or threatened to be made a party or witness to any action, suit or proceeding (whether civil or criminal or otherwise) by reason of the fact that he, his testator or intestate, is or was a director or an officer of MPT Finance Corporation or by reason of the fact that such person, at the request of MPT Finance Corporation, is or was serving any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, in any capacity.

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**Luxembourg Companies**

The articles of association of each of MPT RHM Holdco S.à r.l., MPT RHM Sonnenwende S.à r.l., MPT RHM Klaus S.à r.l., MPT RHM Vesalius S.à r.l., MPT RHM Park S.à r.l., MPT RHM Fontana S.à r.l., MPT RHM Christiaan S.à r.l. and MPT RHM Hillersbach S.à r.l. (collectively, the “LuxCos”) do not contain any provisions in relation to the indemnification of the managers of the applicable LuxCo.

A manager of a LuxCo does not assume, by reason of his position, any personal liability in relation to commitments regularly made by him in the name of such LuxCo. A manager of a LuxCo is an authorized agent only and is therefore merely responsible for the execution of his/her mandate. Each LuxCo is legally obliged to indemnify a manager for any claims, expenses and costs incurred by the manager during the exercise of his or her mandate and to the extent that the manager has acted within the limits of his mandate. Each LuxCo must not, however, indemnify a manager for any claims, expenses and costs arising in relation to the manager’s bad faith, willful misconduct or gross negligence.

**Item 16. Exhibits**

The Exhibit Index filed herewith and appearing immediately before the exhibits hereto is incorporated by reference.

**Item 17. Undertakings**

The undersigned Registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the “Calculation of Registration Fee” table in the effective registration statement.

(iii) To include any material information with respect to the Underwriting not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, *however*, that paragraphs (1)(i), (1)(ii) and (1)(iii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

2. That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

4. That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities:

The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
- (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
- (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

5. That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

6. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

7. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by

a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

8. The undersigned registrant hereby undertakes to file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of section 310 of the Trust Indenture Act (“Act”) in accordance with the rules and regulations prescribed by the Commission under section 305(b)2 of the Act.

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Birmingham, Alabama on April 10, 2014.

**MPT OPERATING PARTNERSHIP, L.P.**

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
Executive Vice President and  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ R. Steven Hamner R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner	April 10, 2014

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Birmingham, Alabama on April 10, 2014.

### MPT FINANCE CORPORATION

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*President, Secretary, General Manager  
and Director*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>*</u> Edward K. Aldag, Jr.	Chairman of the Board, President, Chief Executive Officer and Director (Principal Executive Officer)	April 10, 2014
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer)	April 10, 2014
<u>*</u> Sherry A. Kellett	Director	April 10, 2014

\*By: /s/ R. Steven Hamner  
R. Steven Hamner  
Attorney-in-fact



## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Birmingham, Alabama on April 10, 2014.

### MEDICAL PROPERTIES TRUST, INC.

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>*</u> Edward K. Aldag, Jr.	Chairman of the Board, President, Chief Executive Officer and Director (Principal Executive Officer)	April 10, 2014
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer)	April 10, 2014
<u>*</u> Sherry A. Kellett	Director	April 10, 2014
<u>*</u> G. Steven Dawson	Director	April 10, 2014
<u>*</u> Robert E. Holmes, Ph.D.	Director	April 10, 2014
<u>*</u> William G. McKenzie	Director	April 10, 2014
<u>*</u> L. Glenn Orr, Jr.	Director	April 10, 2014

\*By: /s/ R. Steven Hamner  
R. Steven Hamner  
Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Birmingham, Alabama on April 10, 2014.

**MEDICAL PROPERTIES TRUST, LLC**

BY: MEDICAL PROPERTIES TRUST, INC  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

/s/ R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director of	April 10, 2014
R. Steven Hamner	Sole Member	

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Birmingham, Alabama on April 10, 2014.

### MPT OF VICTORVILLE, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Birmingham, Alabama on April 10, 2014.

### MPT OF BUCKS COUNTY, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Birmingham, Alabama on April 10, 2014.

### MPT OF BLOOMINGTON, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Birmingham, Alabama on April 10, 2014.

### MPT OF COVINGTON, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Birmingham, Alabama on April 10, 2014.

### MPT OF DENHAM SPRINGS, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Birmingham, Alabama on April 10, 2014.

### MPT OF REDDING, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014



## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Birmingham, Alabama on April 10, 2014.

### MPT OF CHINO, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

#### Signature

#### Title

#### Date

/s/ R. Steven Hamner  
R. Steven Hamner

Executive Vice President, Chief Financial Officer and Director  
(Principal Financial and Accounting Officer) of Sole Member of  
General Partner of Sole Member

April 10, 2014

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Birmingham, Alabama on April 10, 2014.

### MPT OF DALLAS LTACH, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Birmingham, Alabama on April 10, 2014.

**MPT OF PORTLAND, LLC**

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Birmingham, Alabama on April 10, 2014.

### MPT OF VICTORIA, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Birmingham, Alabama on April 10, 2014.

### MPT OF LULING, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

#### Signature

#### Title

#### Date

/s/ R. Steven Hamner  
R. Steven Hamner

Executive Vice President, Chief Financial Officer and Director  
(Principal Financial and Accounting Officer) of Sole Member of  
General Partner of Sole Member

April 10, 2014

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Birmingham, Alabama on April 10, 2014.

### MPT OF WEST ANAHEIM, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Birmingham, Alabama on April 10, 2014.

**MPT OF LA PALMA, LLC**

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

## SIGNATURES

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### MPT OF PARADISE VALLEY, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014



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### MPT OF SOUTHERN CALIFORNIA, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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**MPT OF TWELVE OAKS, LLC**

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
Executive Vice President and  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature

**Title**

Date

/s/	R. Steven Hamner
	R. Steven Hamner

Executive Vice President, Chief Financial Officer and Director  
(Principal Financial and Accounting Officer) of Sole Member of  
General Partner of Sole Member

April 10, 2014

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### MPT OF SHASTA, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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### MPT OF BOSSIER CITY, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF WEST VALLEY CITY, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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#### Signature

#### Title

#### Date

/s/ R. Steven Hamner  
R. Steven Hamner

Executive Vice President, Chief Financial Officer and Director  
(Principal Financial and Accounting Officer) of Sole Member of  
General Partner of Sole Member

April 10, 2014

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**MPT OF IDAHO FALLS, LLC**

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
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*Executive Vice President and  
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### MPT OF POPLAR BLUFF, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
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### MPT OF BENNETTSVILLE, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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### MPT OF DETRIOT, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

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Chief Financial Officer*

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**MPT OF BRISTOL, LLC**

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

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*Executive Vice President and  
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### MPT OF NEWINGTON, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
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### MPT OF ENFIELD, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

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### MPT OF PETERSBURG, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

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*Executive Vice President and  
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### MPT OF GARDEN GROVE HOSPITAL, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

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*Executive Vice President and  
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### MPT OF GARDEN GROVE MOB, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

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### MPT OF SAN DIMAS HOSPITAL, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
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### MPT OF SAN DIMAS MOB, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

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### MPT OF CHERAW, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF FT. LAUDERDALE, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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### MPT OF PROVIDENCE, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
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### MPT OF SPRINGFIELD, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

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### MPT OF WARWICK, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
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### MPT OF MOUNTAIN VIEW, LLC

BY: MPT OF IDAHO FALLS, LLC,  
ITS SOLE MEMBER

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

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R. Steven Hamner  
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### MPT OF RICHARDSON, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

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R. Steven Hamner  
*Executive Vice President and  
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### MPT OF ROUND ROCK, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

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Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Birmingham, Alabama on April 10, 2014.

### MPT OF SHENANDOAH, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF HILLSBORO, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF FLORENCE, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF CLEAR LAKE, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF TOMBALL, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF GILBERT, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF CORINTH, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014



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### MPT OF BAYONNE, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF ALVARADO, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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MPT OF BUCKS COUNTY, L.P.

BY: MPT OF BUCKS COUNTY, LLC,  
ITS GENERAL PARTNER  
BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER  
BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER  
BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
Executive Vice President and  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ R. Steven Hamner R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer of Sole Member of General Partner of Sole Member of General Partner	April 10, 2014

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### MPT OF DALLAS LTACH, L.P.

BY: MPT OF DALLAS LTACH, LLC,  
ITS GENERAL PARTNER

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer of Sole Member of General Partner of Sole Member of General Partner	April 10, 2014

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MPT OF VICTORIA, L.P.

BY: MPT OF VICTORIA, LLC,  
ITS GENERAL PARTNER  
BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER  
BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER  
BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By:                     /s/ R. Steven Hamner                      
R. Steven Hamner  
Executive Vice President and  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>                    /s/ R. Steven Hamner                    </u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer of Sole Member of General Partner of Sole Member of General Partner	April 10, 2014

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### MPT OF LULING, L.P.

BY: MPT OF LULING, LLC,  
ITS GENERAL PARTNER  
BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER  
BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER  
BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer of Sole Member of General Partner of Sole Member of General Partner	April 10, 2014

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### MPT OF WEST ANAHEIM, L.P.

BY: MPT OF WEST ANAHEIM, LLC,  
ITS GENERAL PARTNER

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer of Sole Member of General Partner of Sole Member of General Partner	April 10, 2014

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### **MPT OF LA PALMA, L.P.**

BY: MPT OF LA PALMA, LLC,  
ITS GENERAL PARTNER  
BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER  
BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER  
BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer of Sole Member of General Partner of Sole Member of General Partner	April 10, 2014



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**MPT OF PARADISE VALLEY, L.P.**

BY: MPT OF PARADISE VALLEY, LLC,  
ITS GENERAL PARTNER

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
Executive Vice President and  
Chief Financial Officer

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ R. Steven Hamner R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer of Sole Member of General Partner of Sole Member of General Partner	April 10, 2014

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### **MPT OF SOUTHERN CALIFORNIA, L.P.**

BY: MPT OF SOUTHERN CALIFORNIA, LLC,  
ITS GENERAL PARTNER

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer of Sole Member of General Partner of Sole Member of General Partner	April 10, 2014

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**MPT OF TWELVE OAKS, L.P.**

BY: MPT OF TWELVE OAKS, LLC,  
ITS GENERAL PARTNER

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
Executive Vice President and  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature

**Title**

Date

/s/	R. Steven Hamner
	R. Steven Hamner

Executive Vice President, Chief Financial Officer and Director  
(Principal Financial and Accounting Officer of Sole Member of  
General Partner of Sole Member of General Partner)

April 10, 2014

## SIGNATURES

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### MPT OF SHASTA, L.P.

BY: MPT OF SHASTA, LLC,  
ITS GENERAL PARTNER  
BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER  
BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER  
BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer of Sole Member of General Partner of Sole Member of General Partner	April 10, 2014

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**MPT OF GARDEN GROVE HOSPITAL, L.P.**

BY: MPT OF GARDEN GROVE HOSPITAL, LLC, ITS  
GENERAL PARTNER

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer of Sole Member of General Partner of Sole Member of General Partner	April 10, 2014

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### MPT OF GARDEN GROVE MOB, L.P.

BY: MPT OF GARDEN GROVE MOB, LLC,  
ITS GENERAL PARTNER

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer of Sole Member of General Partner of Sole Member of General Partner	April 10, 2014

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### **MPT OF SAN DIMAS HOSPITAL, L.P.**

BY: MPT OF SAN DIMAS HOSPITAL, LLC,  
ITS GENERAL PARTNER

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer of Sole Member of General Partner of Sole Member of General Partner	April 10, 2014

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### MPT OF SAN DIMAS MOB, L.P.

BY: MPT OF SAN DIMAS MOB, LLC,  
ITS GENERAL PARTNER

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer of Sole Member of General Partner of Sole Member of General Partner	April 10, 2014



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### MPT OF RICHARDSON, L.P.

BY: MPT OF RICHARDSON, LLC,  
ITS GENERAL PARTNER

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer of Sole Member of General Partner of Sole Member of General Partner	April 10, 2014

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### MPT OF ROUND ROCK, L.P.

BY: MPT OF ROUND ROCK, LLC,  
ITS GENERAL PARTNER

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer of Sole Member of General Partner of Sole Member of General Partner	April 10, 2014

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Birmingham, Alabama on April 10, 2014.

**MPT OF SHENANDOAH, L.P.**

BY: MPT OF SHENANDOAH, LLC,  
ITS GENERAL PARTNER

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

By: /s/ R. Steven Hamner

R. Steven Hamner  
Executive Vice President and  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature

**Title**

Date

/s/	R. Steven Hamner
	R. Steven Hamner

Executive Vice President, Chief Financial Officer and Director  
(Principal Financial and Accounting Officer of Sole Member of  
General Partner of Sole Member of General Partner

April 10, 2014

SIGNATURES

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MPT OF HILLSBORO, L.P.

BY: MPT OF HILLSBORO, LLC,  
ITS GENERAL PARTNER  
BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER  
BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER  
BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By:                     /s/ R. Steven Hamner                      
R. Steven Hamner  
Executive Vice President and  
Chief Financial Officer

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<u>                    /s/ R. Steven Hamner                    </u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer of Sole Member of General Partner of Sole Member of General Partner	April 10, 2014

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### MPT OF CLEAR LAKE, L.P.

BY: MPT OF CLEAR LAKE, LLC,  
ITS GENERAL PARTNER

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer of Sole Member of General Partner of Sole Member of General Partner	April 10, 2014

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MPT OF TOMBALL, L.P.

BY: MPT OF TOMBALL, LLC,  
ITS GENERAL PARTNER  
BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER  
BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER  
BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By:                     /s/ R. Steven Hamner                      
R. Steven Hamner  
Executive Vice President and  
Chief Financial Officer

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>                    /s/ R. Steven Hamner                    </u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer of Sole Member of General Partner of Sole Member of General Partner	April 10, 2014

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MPT OF CORINTH, L.P.

BY: MPT OF CORINTH, LLC,  
ITS GENERAL PARTNER  
BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER  
BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER  
BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By:                     /s/ R. Steven Hamner                      
R. Steven Hamner  
Executive Vice President and  
Chief Financial Officer

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MPT OF ALVARADO, L.P.

BY: MPT OF ALVARADO, LLC,  
ITS GENERAL PARTNER  
BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER  
BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER  
BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By:                     /s/ R. Steven Hamner                      
R. Steven Hamner  
Executive Vice President and  
Chief Financial Officer

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<u>                    /s/ R. Steven Hamner                    </u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer of Sole Member of General Partner of Sole Member of General Partner	April 10, 2014



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MPT OF DESOTO, L.P.

BY: MPT OF DESOTO, LLC,  
ITS GENERAL PARTNER  
BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER  
BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER  
BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By:                     /s/ R. Steven Hamner                      
R. Steven Hamner  
Executive Vice President and  
Chief Financial Officer

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### MPT OF DESOTO, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF HOBOKEN HOSPITAL, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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**MPT OF HOBOKEN REAL ESTATE, LLC**

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF HAUSMAN, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF OVERLOOK PARKWAY, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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**MPT OF NEW BRAUNFELS, LLC**

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF WESTOVER HILLS, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014



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### MPT OF WICHITA, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### WICHITA HEALTH ASSOCIATES LIMITED PARTNERSHIP

BY: MPT OF WICHITA, LLC,  
ITS GENERAL PARTNER  
BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER  
BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER  
BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u>	Executive Vice President, Chief Financial Officer and Director	April 10, 2014
R. Steven Hamner	(Principal Financial and Accounting Officer of Sole Member of General Partner of Sole Member of General Partner	

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### MPT OF BILLINGS, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF BOISE, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF BROWNSVILLE, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF CASPER, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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**MPT OF COMAL COUNTY**

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF GREENWOOD, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014



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### MPT OF JOHNSTOWN, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF LAREDO, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
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### MPT OF LAS CRUCES, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

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*Executive Vice President and  
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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Birmingham, Alabama on April 10, 2014.

### MPT OF MESQUITE, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF POST FALLS, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF PRESCOTT VALLEY, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF PROVO, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF NORTH CYPRESS, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014



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### MPT OF NORTH CYPRESS, L.P.

BY: MPT OF NORTH CYPRESS, LLC,  
ITS GENERAL PARTNER

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
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### MPT OF LAFAYETTE, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner  
R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF INGLEWOOD, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF INGLEWOOD, L.P.

BY: MPT OF INGLEWOOD, LLC,  
ITS GENERAL PARTNER

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

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R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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### MPT OF RENO, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF ROXBOROUGH, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF ROXBOROUGH, L.P.

BY: MPT OF ROXBOROUGH, LLC,  
ITS GENERAL PARTNER

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer of Sole Member of General Partner of Sole Member of General Partner	April 10, 2014

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### MPT OF ALTOONA, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014



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### MPT OF HAMMOND, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF SPARTANBURG, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF WYANDOTTE COUNTY, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF LEAVENWORTH, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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### MPT OF CORPUS CHRISTI, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF BRODIE FCER, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF LITTLE ELM FCER, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF OGDEN, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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### MPT OF NACOGDOCHES FCER, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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### MPT OF MESA, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

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*Executive Vice President and  
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### MPT OF PORT ARTHUR, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
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### MPT OF WEST MONROE, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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### MPT OF DALLAS, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Birmingham, Alabama on April 10, 2014.

### MPT RHM HOLDCO S.à r.l.

By: /s/ Leanne McWilliams  
Leanne McWilliams  
Manager

By: /s/ James Kevin Hanna  
James Kevin Hanna  
Manager

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Leanne McWilliams</u> Leanne McWilliams	Manager	April 10, 2014
<u>/s/ James Kevin Hanna</u> James Kevin Hanna	Manager	April 10, 2014

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Birmingham, Alabama on April 10, 2014.

**MPT RHM SONNENWENDE S.à r.l.**

By: /s/ Leanne McWilliams  
Leanne McWilliams  
Manager

By: /s/ James Kevin Hanna  
James Kevin Hanna  
Manager

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Leanne McWilliams</u> Leanne McWilliams	Manager	April 10, 2014
<u>/s/ James Kevin Hanna</u> James Kevin Hanna	Manager	April 10, 2014

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Birmingham, Alabama on April 10, 2014.

**MPT RHM KLAUS S.à r.l.**

By: /s/ Leanne McWilliams  
Leanne McWilliams  
Manager

By: /s/ James Kevin Hanna  
James Kevin Hanna  
Manager

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Leanne McWilliams</u> Leanne McWilliams	Manager	April 10, 2014
<u>/s/ James Kevin Hanna</u> James Kevin Hanna	Manager	April 10, 2014



## SIGNATURES

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### MPT RHM VESALIUS S.à r.l.

By: /s/ Leanne McWilliams  
Leanne McWilliams  
Manager

By: /s/ James Kevin Hanna  
James Kevin Hanna  
Manager

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Leanne McWilliams</u> Leanne McWilliams	Manager	April 10, 2014
<u>/s/ James Kevin Hanna</u> James Kevin Hanna	Manager	April 10, 2014

## SIGNATURES

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### MPT RHM PARK S.à r.l.

By: /s/ Leanne McWilliams  
Leanne McWilliams  
Manager

By: /s/ James Kevin Hanna  
James Kevin Hanna  
Manager

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Leanne McWilliams</u> Leanne McWilliams	Manager	April 10, 2014
<u>/s/ James Kevin Hanna</u> James Kevin Hanna	Manager	April 10, 2014

## SIGNATURES

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### **MPT RHM FONTANA S.à r.l.**

By: /s/ Leanne McWilliams  
Leanne McWilliams  
Manager

By: /s/ James Kevin Hanna  
James Kevin Hanna  
Manager

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Leanne McWilliams</u> Leanne McWilliams	Manager	April 10, 2014
<u>/s/ James Kevin Hanna</u> James Kevin Hanna	Manager	April 10, 2014

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Birmingham, Alabama on April 10, 2014.

### MPT RHM CHRISTIAAN S.à r.l.

By: /s/ Leanne McWilliams  
Leanne McWilliams  
Manager

By: /s/ James Kevin Hanna  
James Kevin Hanna  
Manager

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Leanne McWilliams</u> Leanne McWilliams	Manager	April 10, 2014
<u>/s/ James Kevin Hanna</u> James Kevin Hanna	Manager	April 10, 2014

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Birmingham, Alabama on April 10, 2014.

**MPT RHM HILLERSBACH S.à r.l.**

By: /s/ Leanne McWilliams  
Leanne McWilliams  
Manager

By: /s/ James Kevin Hanna  
James Kevin Hanna  
Manager

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Leanne McWilliams</u> Leanne McWilliams	Manager	April 10, 2014
<u>/s/ James Kevin Hanna</u> James Kevin Hanna	Manager	April 10, 2014

## SIGNATURES

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### MPT OF MONTCLAIR, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF ALVIN FCER, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF FIRESTONE FCER, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014



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### MPT OF HOUSTON-ELDRIDGE FCER, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF CEDAR HILL FCER, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF ALLEN FCER, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF FRISCO FCER, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF BROOMFIELD FCER, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF CHAMPION FOREST FCER, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF THORNTON FCER, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF NORTH GATE FCER, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014



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### MPT OF FOUNTAIN FCER, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

## SIGNATURES

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### MPT OF MISSOURI CITY FCER, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

## SIGNATURES

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### MPT OF PEARLAND FCER, LLC

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,  
ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

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### MPT OF LOS ANGELES, L.P.

BY: MPT OF LOS ANGELES, LLC

ITS GENERAL PARTNER

BY: MPT OPERATING PARTNERSHIP, L.P.,  
ITS SOLE MEMBER

BY: MEDICAL PROPERTIES, LLC,

ITS GENERAL PARTNER

BY: MEDICAL PROPERTIES TRUST, INC.,  
ITS SOLE MEMBER

By: /s/ R. Steven Hamner

R. Steven Hamner  
*Executive Vice President and  
Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R. Steven Hamner</u> R. Steven Hamner	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer) of Sole Member of General Partner of Sole Member	April 10, 2014

## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Title</u>
1.1*	Form of Underwriting Agreement
4.1	Indenture, dated as of February 17, 2012, among Medical Properties Trust, Inc., MPT Operating Partnership, L.P., MPT Finance Corporation, the subsidiaries of MPT Operating Partnership, L.P. that are party thereto (the “Subsidiary Guarantors”) and Wilmington Trust, N.A., as Trustee (the “2012 Indenture”) (incorporated by reference to Exhibit 4.1 to Medical Properties Trust, Inc.’s and MPT Operating Partnership, L.P.’s Current Report on Form 8-K filed with the Commission on February 24, 2012)
4.2	Form of Debt Security related to the 2012 Indenture (included in Exhibit 4.1 hereto)
4.3***	First Supplemental Indenture, dated as of April 9, 2012, to the 2012 Indenture, among Medical Properties Trust, Inc., MPT Operating Partnership, L.P., MPT Finance Corporation, the Subsidiary Guarantors party thereto and Wilmington Trust, N.A., as Trustee
4.4***	Second Supplemental Indenture, dated as of June 27, 2012, to the 2012 Indenture, among Medical Properties Trust, Inc., MPT Operating Partnership, L.P., MPT Finance Corporation, the Subsidiary Guarantors party thereto and Wilmington Trust, N.A., as Trustee
4.5***	Third Supplemental Indenture, dated as of July 31, 2012, to the 2012 Indenture, among Medical Properties Trust, Inc., MPT Operating Partnership, L.P., MPT Finance Corporation, the Subsidiary Guarantors party thereto and Wilmington Trust, N.A., as Trustee
4.6***	Fourth Supplemental Indenture, dated as of September 28, 2012, to the 2012 Indenture, among Medical Properties Trust, Inc., MPT Operating Partnership, L.P., MPT Finance Corporation, the Subsidiary Guarantors party thereto and Wilmington Trust, N.A., as Trustee
4.7***	Fifth Supplemental Indenture, dated as of December 28, 2012, to the 2012 Indenture, among Medical Properties Trust, Inc., MPT Operating Partnership, L.P., MPT Finance Corporation, the Subsidiary Guarantors party thereto and Wilmington Trust, N.A., as Trustee
4.8***	Sixth Supplemental Indenture, dated as of June 27, 2013, to the 2012 Indenture, among Medical Properties Trust, Inc., MPT Operating Partnership, L.P., MPT Finance Corporation, the Subsidiary Guarantors party thereto and Wilmington Trust, N.A., as Trustee
4.9***	Seventh Supplemental Indenture, dated as of August 8, 2013, to the 2012 Indenture, among Medical Properties Trust, Inc., MPT Operating Partnership, L.P., MPT Finance Corporation, the Subsidiary Guarantors party thereto and Wilmington Trust, N.A., as Trustee
4.10	Eighth Supplemental Indenture, dated as of August 20, 2013 to the 2012 Indenture, among Medical Properties Trust, Inc., MPT Operating Partnership, L.P., MPT Finance Corporation, the Subsidiary Guarantors party thereto and Wilmington Trust, N.A., as Trustee (incorporated by reference to Exhibit 4.1 to Medical Properties Trust, Inc.’s and MPT Operating Partnership, L.P.’s Current Report on Form 8-K filed with the Commission on August 20, 2013)
4.11	Ninth Supplemental Indenture, dated as of October 30, 2013 to the 2012 Indenture, among Medical Properties Trust, Inc., MPT Operating Partnership, L.P., MPT Finance Corporation, the Subsidiary Guarantors party thereto and Wilmington Trust, N.A., as Trustee (incorporated by reference to Exhibit 4.26 to the Annual Report on Form 10-K of Medical Properties Trust, Inc. and MPT Operating Partnership, L.P. filed with the Commission on March 3, 2014)
4.12	Tenth Supplemental Indenture, dated as of December 20, 2013 to the 2012 Indenture, among Medical Properties Trust, Inc., MPT Operating Partnership, L.P., MPT Finance Corporation, the Subsidiary Guarantors party thereto and Wilmington Trust, N.A., as Trustee (incorporated by reference to Exhibit 4.27 to the Annual Report on Form 10-K of Medical Properties Trust, Inc. and MPT Operating Partnership, L.P. filed with the Commission on March 3, 2014)
4.13**	Eleventh Supplemental Indenture, dated as of March 31, 2014 to the 2012 Indenture, among Medical Properties Trust, Inc., MPT Operating Partnership, L.P., MPT Finance Corporation, the Subsidiary Guarantors party thereto and Wilmington Trust, N.A., as Trustee

<b><u>Exhibit Number</u></b>	<b><u>Exhibit Title</u></b>
4.14	Indenture, dated as of October 10, 2013, Medical Properties Trust, Inc., MPT Operating Partnership, L.P., MPT Finance Corporation, the Subsidiary Guarantors party thereto and Wilmington Trust, N.A., as Trustee (the “2013 Indenture”) (incorporated by reference to Exhibit 4.1 to Medical Properties Trust, Inc.’s and MPT Operating Partnership, L.P.’s Current Report on Form 8-K filed with the Commission on October 16, 2013)
4.15	First Supplemental Indenture, dated as of October 10, 2013, to the 2013 Indenture, among Medical Properties Trust, Inc., MPT Operating Partnership, L.P., MPT Finance Corporation, the Subsidiary Guarantors party thereto and Wilmington Trust, N.A., as Trustee (incorporated by reference to Exhibit 4.2 to Medical Properties Trust, Inc.’s and MPT Operating Partnership, L.P.’s Current Report on Form 8-K filed with the Commission on October 16, 2013)
4.16	Form of Debt Security related to the 2013 Indenture (included in Exhibit 4.2 hereto)
4.17	Second Supplemental Indenture, dated as of October 30, 2013 to the 2013 Indenture, among Medical Properties Trust, Inc., MPT Operating Partnership, L.P., MPT Finance Corporation, the Subsidiary Guarantors party thereto and Wilmington Trust, N.A., as Trustee (incorporated by reference to Exhibit 4.30 to the Annual Report on Form 10-K of Medical Properties Trust, Inc. and MPT Operating Partnership, L.P. filed with the Commission on March 3, 2014)
4.18	Third Supplemental Indenture, dated as of December 20, 2013 to the 2013 Indenture, among Medical Properties Trust, Inc., MPT Operating Partnership, L.P., MPT Finance Corporation, the Subsidiary Guarantors party thereto and Wilmington Trust, N.A., as Trustee (incorporated by reference to Exhibit 4.31 to the Annual Report on Form 10-K of Medical Properties Trust, Inc. and MPT Operating Partnership, L.P. filed with the Commission on March 3, 2014)
4.19**	Fourth Supplemental Indenture, dated as of March 31, 2014 to the 2013 Indenture, among Medical Properties Trust, Inc., MPT Operating Partnership, L.P., MPT Finance Corporation, the Subsidiary Guarantors party thereto and Wilmington Trust, N.A., as Trustee
5.1**	Opinion of Goodwin Procter LLP with respect to the legality of the securities being registered
5.2**	Opinion of Arendt & Medernach with respect to the legality of the guarantees being registered by the Luxembourg Subsidiary Guarantors
8.1***	Opinion of Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C. with respect to certain tax matters
12.1	Computation of Consolidated Ratio of Earnings to Fixed Charges (incorporated by reference to Exhibit 12.1 to the Annual Report on Form 10-K of Medical Properties Trust, Inc. and MPT Operating Partnership, L.P. filed with the Commission on March 3, 2014)
23.1***	Consent of PricewaterhouseCoopers LLP for Medical Properties Trust, Inc.
23.2***	Consent of PricewaterhouseCoopers LLP for MPT Operating Partnership, L.P.
23.3	Consent of Goodwin Procter LLP (included in the opinion filed as Exhibit 5.1)
23.4	Consent of Arendt & Medernach (included in the opinion filed as Exhibit 5.2)
23.5***	Consent of Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C. (included in the opinion filed as Exhibit 8.1)
24.1***	Power of Attorney (included on the signature pages to this registration statement)
25.1**	Statement of Eligibility on Form T-1 related to the 2012 Indenture
25.2**	Statement of Eligibility on Form T-1 related to the 2013 Indenture

\* To be filed by amendment or as an exhibit to a document to incorporated by reference to this registration statement, including a Current Report on Form 8-K

\*\* Filed herewith

\*\*\* Previously filed as an exhibit to the Registration Statement

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MPT OF LOS ANGELES, L.P.  
MPT OF MONTCLAIR, LLC,  
MPT OF ALVIN FCER, LLC,  
MPT OF FIRESTONE FCER, LLC,  
MPT OF HOUSTON-ELDRIDGE FCER, LLC,  
MPT OF CEDAR HILL FCER, LLC,  
MPT OF ALLEN FCER, LLC,  
MPT OF FRISCO FCER, LLC,  
MPT OF BROOMFIELD FCER, LLC,  
MPT OF CHAMPION FOREST FCER, LLC,  
MPT OF NORTHGATE FCER, LLC,  
MPT OF THORNTON FCER, LLC,  
MPT OF FOUNTAIN FCER, LLC,  
MPT OF MISSOURI CITY FCER, LLC  
and  
MPT OF PEARLAND FCER, LLC,  
as Guarantors,

MPT OPERATING PARTNERSHIP, L.P.  
and  
MPT FINANCE CORPORATION,  
as Issuers,

MEDICAL PROPERTIES TRUST, INC.,  
as Parent and a Guarantor,

the other GUARANTORS named herein,  
as Guarantors,

and

WILMINGTON TRUST, NATIONAL ASSOCIATION,  
as Trustee

ELEVENTH SUPPLEMENTAL INDENTURE

Dated as of March 31, 2014

To

INDENTURE

Dated as of February 17, 2012

6.375% Senior Notes due 2022

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## ELEVENTH SUPPLEMENTAL INDENTURE

ELEVENTH SUPPLEMENTAL INDENTURE (this “Eleventh Supplemental Indenture”), dated as of March 31, 2014, by and among MPT of Los Angeles, L.P., a Delaware limited partnership, MPT of Montclair, LLC, a Delaware limited liability company, MPT of Alvin FCER, LLC, a Delaware limited liability company, MPT of Firestone FCER, LLC, a Delaware limited liability company, MPT of Houston-Eldridge FCER, LLC, a Delaware limited liability company, MPT of Cedar Hill FCER, LLC, a Delaware limited liability company, MPT of Allen FCER, LLC, a Delaware limited liability company, MPT of Frisco FCER, LLC, a Delaware limited liability company, MPT of Broomfield FCER, LLC, a Delaware limited liability company, MPT of Champion Forest FCER, LLC, a Delaware limited liability company, MPT of Northgate FCER, LLC, a Delaware limited liability company, MPT of Thornton FCER, LLC, a Delaware limited liability company, MPT of Fountain FCER, LLC, a Delaware limited liability company, MPT of Missouri City FCER, LLC, a Delaware limited liability company and MPT of Pearland FCER, LLC, a Delaware limited liability company (the “New Guaranteeing Subsidiaries”), MPT Operating Partnership, L.P., a Delaware limited partnership (“Opco”), MPT Finance Corporation, a Delaware corporation (“Finco” and, together with Opco, the “Issuers”), Medical Properties Trust, Inc., a Maryland corporation (the “Parent”), as Guarantor, each of the other Guarantors (as defined in the Indenture), as Guarantors, and Wilmington Trust, National Association, existing under the laws of the United States of America, as Trustee (the “Trustee”).

### WITNESSETH

WHEREAS, the Issuers and the Guarantors have heretofore executed and delivered an Indenture, dated as of February 17, 2012, (the “Base Indenture”), as supplemented by that certain First Supplemental Indenture dated as of April 9, 2012 (the “First Supplemental Indenture”), by that certain Second Supplemental Indenture dated as of June 27, 2012 (the “Second Supplemental Indenture”), by that certain Third Supplemental Indenture dated as of July 31, 2012 (the “Third Supplemental Indenture”), by that certain Fourth Supplemental Indenture dated as of September 28, 2012 (the “Fourth Supplemental Indenture”), by that certain Fifth Supplemental Indenture dated as of December 28, 2012 (the “Fifth Supplemental Indenture”), by that certain Sixth Supplemental Indenture dated as of June 27, 2013, by that certain Seventh Supplemental Indenture dated as of August 8, 2013 (the “Seventh Supplemental Indenture”), by that certain Eighth Supplemental Indenture dated as of August 20, 2013 (the “Eighth Supplemental Indenture”), by that certain Ninth Supplemental Indenture dated as of October 30, 2013 (the “Ninth Supplemental Indenture”) and by that certain Tenth Supplemental Indenture dated as of December 20, 2013 (the “Tenth Supplemental Indenture”, together with the Base Indenture, the First Supplemental Indenture, the Second Supplement Indenture, the Third Supplemental Indenture, the Fourth Supplemental Indenture, the Fifth Supplemental Indenture, the Sixth Supplemental Indenture, the Seventh Supplemental Indenture, the Eighth Supplemental Indenture and the Ninth Supplemental Indenture, the “Indenture”), providing for the issuance by the Issuers of the 6.375% Senior Notes due 2022 (the “Notes”);

WHEREAS, pursuant to Section 9.01(a)(4) of the Indenture, the Issuers, the Guarantors and the Trustee may supplement the Indenture without the consent of any Holders in order to add Guarantees with respect to the Notes;



WHEREAS, as of March 31, 2014, the New Guaranteeing Subsidiaries guarantee the Credit Agreement, and pursuant to Section 4.14(a) of the Indenture, the New Guaranteeing Subsidiaries are required to become Guarantors under the Indenture;

WHEREAS, the Indenture requires that an entity that constitutes a Guarantor shall join the Issuers and the existing Guarantors in executing and delivering to the Trustee a supplemental indenture pursuant to which such entity shall unconditionally Guarantee, on a joint and several basis, the full and prompt payment of the principal of, premium, if any, and interest in respect of the Notes on a senior basis and all other obligations under the Indenture; and

WHEREAS, pursuant to Section 9.01 of the Indenture, the Trustee is authorized to execute and deliver this Eleventh Supplemental Indenture.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the Issuers, the Guarantors, the Trustee and the New Guaranteeing Subsidiaries mutually covenant and agree for the equal and ratable benefit of the Holders of the Notes as follows:

1. CAPITALIZED TERMS. Capitalized terms used herein without definition shall have the meanings assigned to them in the Indenture. The rules of interpretation set forth in the Indenture shall be applied here as if set forth in full herein.

2. AGREEMENT TO GUARANTEE. The New Guaranteeing Subsidiaries hereby agree to provide unconditional Guarantees on the terms and subject to the conditions set forth in the Indenture including but not limited to Article 10 thereof.

3. MISCELLANEOUS PROVISIONS.

(a) The Trustee makes no undertaking or representation in respect of, and shall not be responsible in any manner whatsoever for and in respect of, the validity or sufficiency of this Eleventh Supplemental Indenture or the proper authorization or the due execution hereof by the Issuers or for or in respect of the recitals and statements contained herein, all of which recitals and statements are made solely by the Issuers.

(b) On the date hereof, the Indenture shall be supplemented and amended in accordance herewith, and this Eleventh Supplemental Indenture shall form part of the Indenture for all purposes, and the Holder of every Note heretofore or hereafter authenticated and delivered under the Indenture shall be bound thereby. The Trustee accepts the trusts created by the Indenture, as amended and supplemented by this Eleventh Supplemental Indenture, and agrees to perform the same upon the terms and conditions of the Indenture, as amended and supplemented by this Eleventh Supplemental Indenture.

(c) This Eleventh Supplemental Indenture shall be deemed to be incorporated in, and made a part of, the Indenture. The Indenture, as amended and supplemented by this Eleventh Supplemental Indenture, shall be read, taken and construed as one and the same instrument and all the provisions of the Indenture shall remain in full force and effect in accordance with the terms thereof and as amended and supplemented by this Eleventh Supplemental Indenture.

(d) **THIS ELEVENTH SUPPLEMENTAL INDENTURE SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.**

(e) This Eleventh Supplemental Indenture may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, but all such counterparts shall together constitute but one and the same instrument.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have caused this Eleventh Supplemental Indenture to be duly executed and attested, all as of the date first above written.

MPT OPERATING PARTNERSHIP, L.P.,  
as Issuer

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

By: /s/ Emmett E. McLean  
Name: Emmett E. McLean  
Title: Executive Vice President, Chief Operating  
Officer, Treasurer and Secretary

MPT FINANCE CORPORATION,  
as Issuer

By: /s/ Emmett E. McLean  
Name: Emmett E. McLean  
Title: Assistant Secretary

MEDICAL PROPERTIES TRUST, INC.,  
as Parent and a Guarantor

By: /s/ Emmett E. McLean  
Name: Emmett E. McLean  
Title: Executive Vice President, Chief Operating Officer,  
Treasurer and Secretary

MEDICAL PROPERTIES TRUST, LLC

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

By: /s/ Emmett E. McLean  
Name: Emmett E. McLean  
Title: Executive Vice President, Chief Operating Officer,  
Treasurer and Secretary

MPT OF VICTORVILLE, LLC  
MPT OF BUCKS COUNTY, LLC  
MPT OF BLOOMINGTON, LLC  
MPT OF COVINGTON, LLC  
MPT OF DENHAM SPRINGS, LLC  
MPT OF REDDING, LLC  
MPT OF CHINO, LLC  
MPT OF DALLAS LTACH, LLC  
MPT OF PORTLAND, LLC  
MPT OF WARM SPRINGS, LLC  
MPT OF VICTORIA, LLC  
MPT OF LULING, LLC  
MPT OF WEST ANAHEIM, LLC  
MPT OF LA PALMA, LLC  
MPT OF PARADISE VALLEY, LLC  
MPT OF SOUTHERN CALIFORNIA, LLC  
MPT OF TWELVE OAKS, LLC  
MPT OF SHASTA, LLC  
MPT OF BOSSIER CITY, LLC  
MPT OF WEST VALLEY CITY, LLC  
MPT OF IDAHO FALLS, LLC  
MPT OF POPLAR BLUFF, LLC  
MPT OF BENNETTSVILLE, LLC  
MPT OF DETROIT, LLC  
MPT OF BRISTOL, LLC  
MPT OF NEWINGTON, LLC  
MPT OF ENFIELD, LLC  
MPT OF PETERSBURG, LLC  
MPT OF GARDEN GROVE HOSPITAL, LLC  
MPT OF GARDEN GROVE MOB, LLC  
MPT OF SAN DIMAS HOSPITAL, LLC  
MPT OF SAN DIMAS MOB, LLC  
MPT OF CHERAW, LLC  
MPT OF FT. LAUDERDALE, LLC.  
MPT OF PROVIDENCE, LLC  
MPT OF SPRINGFIELD, LLC  
MPT OF WARWICK, LLC  
MPT OF RICHARDSON, LLC  
MPT OF ROUND ROCK, LLC  
MPT OF SHENANDOAH, LLC  
MPT OF HILLSBORO, LLC  
MPT OF FLORENCE, LLC  
MPT OF CLEAR LAKE, LLC  
MPT OF TOMBALL, LLC  
MPT OF GILBERT, LLC  
MPT OF CORINTH, LLC  
MPT OF BAYONNE, LLC  
MPT OF ALVARADO, LLC

MPT OF DESOTO, LLC  
MPT OF HAUSMAN, LLC  
MPT OF HOBOKEN HOSPITAL, LLC  
MPT OF HOBOKEN REAL ESTATE, LLC  
MPT OF OVERLOOK PARKWAY, LLC  
MPT OF NEW BRAUNFELS, LLC  
MPT OF WESTOVER HILLS, LLC  
MPT OF WICHITA, LLC  
MPT OF BILLINGS, LLC  
MPT OF BOISE, LLC  
MPT OF BROWNSVILLE, LLC  
MPT OF CASPER, LLC  
MPT OF COMAL COUNTY, LLC  
MPT OF GREENWOOD, LLC  
MPT OF JOHNSTOWN, LLC  
MPT OF LAREDO, LLC  
MPT OF LAS CRUCES, LLC  
MPT OF MESQUITE, LLC  
MPT OF POST FALLS, LLC  
MPT OF PRESCOTT VALLEY, LLC  
MPT OF PROVO, LLC  
MPT OF NORTH CYPRESS, LLC  
MPT OF LAFAYETTE, LLC  
MPT OF INGLEWOOD LLC  
MPT OF RENO, LLC  
MPT OF ROXBOROUGH, LLC  
MPT OF ALTOONA, LLC  
MPT OF HAMMOND, LLC  
MPT OF SPARTANBURG, LLC  
MPT OF WYANDOTTE COUNTY, LLC  
MPT OF LEAVENWORTH, LLC  
MPT OF CORPUS CHRISTI, LLC  
MPT OF BRODIE FCER, LLC  
MPT OF LITTLE ELM FCER, LLC  
MPT OF OGDEN, LLC  
MPT OF NACOGDOCHES FCER, LLC  
MPT OF MESA, LLC  
MPT OF PORT ARTHUR, LLC  
MPT OF WEST MONROE, LLC  
MPT OF DALLAS, LLC  
MPT OF MONTCLAIR, LLC  
MPT OF ALVIN FCER, LLC  
MPT OF FIRESTONE FCER, LLC  
MPT OF HOUSTON-ELDRIDGE FCER, LLC  
MPT OF CEDAR HILL FCER, LLC  
MPT OF ALLEN FCER, LLC  
MPT OF FRISCO FCER, LLC

MPT OF BROOMFIELD FCER, LLC  
MPT OF CHAMPION FOREST FCER, LLC  
MPT OF NORTHGATE FCER, LLC  
MPT OF THORNTON FCER, LLC  
MPT OF FOUNTAIN FCER, LLC  
MPT OF MISSOURI CITY FCER, LLC  
MPT OF PEARLAND FCER, LLC

By: MPT OPERATING PARTNERSHIP, L.P.,  
sole member of each of the above entities

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

By: /s/ Emmett E. McLean  
Name: Emmett E. McLean  
Title: Executive Vice President,  
Chief Operating Officer, Treasurer and  
Secretary

MPT OF BUCKS COUNTY, L.P.

By: MPT OF BUCKS COUNTY, LLC,  
its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

MPT OF DALLAS LTACH, L.P.

By: MPT OF DALLAS LTACH, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

**ELEVENTH SUPPLEMENTAL INDENTURE SIGNATURE PAGE**

---

MPT OF VICTORIA, L.P.  
By: MPT OF VICTORIA, LLC,  
its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST,  
LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

MPT OF LULING, L.P.  
By: MPT OF LULING, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

MPT OF WEST ANAHEIM, L.P.  
By: MPT OF WEST ANAHEIM, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST,  
LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

**ELEVENTH SUPPLEMENTAL INDENTURE SIGNATURE PAGE**

---

MPT OF LA PALMA, L.P.

By: MPT OF LA PALMA, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST,  
LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST,  
INC.,  
its sole member

MPT OF PARADISE VALLEY, L.P.

By: MPT OF PARADISE VALLEY, LLC,  
its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST,  
LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

MPT OF SOUTHERN CALIFORNIA, L.P.

By: MPT OF SOUTHERN CALIFORNIA, LLC,  
its general partner

By: MPT OPERATING PARTNERSHIP, L.P., its sole  
member

By: MEDICAL PROPERTIES TRUST,  
LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

**ELEVENTH SUPPLEMENTAL INDENTURE SIGNATURE PAGE**



---

MPT OF TWELVE OAKS, L.P.  
By: MPT OF TWELVE OAKS, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

MPT OF SHASTA, L.P.  
By: MPT OF SHASTA, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST,  
LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

MPT OF GARDEN GROVE HOSPITAL, L.P.  
By: MPT OF GARDEN GROVE HOSPITAL, LLC, its  
general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC., its  
sole member

**ELEVENTH SUPPLEMENTAL INDENTURE SIGNATURE PAGE**

---

MPT OF GARDEN GROVE MOB, L.P.  
By: MPT OF GARDEN GROVE MOB, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST,  
LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST,  
INC., its sole member

MPT OF SAN DIMAS HOSPITAL, L.P.  
By: MPT OF SAN DIMAS HOSPITAL, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST,  
LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST,  
INC., its sole member

MPT OF SAN DIMAS MOB, L.P.  
By: MPT OF SAN DIMAS MOB, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST,  
LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST,  
INC., its sole member

**ELEVENTH SUPPLEMENTAL INDENTURE SIGNATURE PAGE**

---

MPT OF RICHARDSON, L.P.  
By: MPT OF RICHARDSON, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST,  
LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST,  
INC.,  
its sole member

MPT OF ROUND ROCK, L.P.  
By: MPT OF ROUND ROCK, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST,  
LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST,  
INC.,  
its sole member

MPT OF SHENANDOAH, L.P.  
By: MPT OF SHENANDOAH, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST,  
LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST,  
INC.,  
its sole member

**ELEVENTH SUPPLEMENTAL INDENTURE SIGNATURE PAGE**

---

MPT OF HILLSBORO, L.P.

By: MPT OF HILLSBORO, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC., its  
sole member

MPT OF CLEAR LAKE, L.P.

By: MPT OF CLEAR LAKE, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC., its  
sole member

MPT OF TOMBALL, L.P.

By: MPT OF TOMBALL, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC., its  
sole member

**ELEVENTH SUPPLEMENTAL INDENTURE SIGNATURE PAGE**

---

MPT OF CORINTH, L.P.

By: MPT OF CORINTH, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST,  
LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST,  
INC.,  
its sole member

MPT OF ALVARADO, L.P.

By: MPT OF ALVARADO, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST,  
LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST,  
INC., its sole member

MPT OF DESOTO, L.P.

By: MPT OF DESOTO, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST,  
LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST,  
INC.,  
its sole member

**ELEVENTH SUPPLEMENTAL INDENTURE SIGNATURE PAGE**

---

MPT OF MOUNTAIN VIEW LLC  
By: MPT OF IDAHO FALLS, LLC, its sole member

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST,  
INC., its sole member

WICHITA HEALTH ASSOCIATES LIMITED  
PARTNERSHIP  
By: MPT OF WICHITA, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST,  
LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST,  
INC., its sole member

MPT OF NORTH CYPRESS, L.P.  
By: MPT OF NORTH CYPRESS, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST,  
LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST,  
INC., its sole member

**ELEVENTH SUPPLEMENTAL INDENTURE SIGNATURE PAGE**

MPT OF INGLEWOOD, L.P.  
By: MPT OF INGLEWOOD, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST,  
LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST,  
INC., its sole member

MPT OF ROXBOROUGH, L.P.  
By: MPT OF ROXBOROUGH, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST,  
LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST,  
INC., its sole member

MPT OF LOS ANGELES, L.P.  
By: MPT OF LOS ANGELES, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST,  
INC.,  
its sole member

MEDICAL PROPERTIES TRUST, LLC  
By: MEDICAL PROPERTIES TRUST, INC., its sole member

By: /s/ Emmett E. McLean  
Name: Emmett E. McLean  
Title: Executive Vice President, Chief  
Operating Officer, Treasurer and Secretary

**ELEVENTH SUPPLEMENTAL INDENTURE SIGNATURE PAGE**

/s/ Leanne McWilliams	/s/ James Kevin Hanna
MPT RHM Holdco	MPT RHM Holdco
By: Leanne McWilliams	By: James Kevin Hanna
Title: Manager	Title: Manager
/s/ Leanne McWilliams	/s/ James Kevin Hanna
MPT RHM Sonnenwende	MPT RHM Sonnenwende
By: Leanne McWilliams	By: James Kevin Hanna
Title: Manager	Title: Manager
/s/ Leanne McWilliams	/s/ James Kevin Hanna
MPT RHM Klaus	MPT RHM Klaus
By: Leanne McWilliams	By: James Kevin Hanna
Title: Manager	Title: Manager
/s/ Leanne McWilliams	/s/ James Kevin Hanna
MPT RHM Vesalius	MPT RHM Vesalius
By: Leanne McWilliams	By: James Kevin Hanna
Title: Manager	Title: Manager
/s/ Leanne McWilliams	/s/ James Kevin Hanna
MPT RHM Park	MPT RHM Park
By: Leanne McWilliams	By: James Kevin Hanna
Title: Manager	Title: Manager
/s/ Leanne McWilliams	/s/ James Kevin Hanna
MPT RHM Fontana	MPT RHM Fontana
By: Leanne McWilliams	By: James Kevin Hanna
Title: Manager	Title: Manager
/s/ Leanne McWilliams	/s/ James Kevin Hanna
MPT RHM Hillersbach	MPT RHM Hillersbach
By: Leanne McWilliams	By: James Kevin Hanna
Title: Manager	Title: Manager
/s/ Leanne McWilliams	/s/ James Kevin Hanna
MPT RHM Christiaan	MPT RHM Christiaan
By: Leanne McWilliams	By: James Kevin Hanna
Title: Manager	Title: Manager



WILMINGTON TRUST, NATIONAL ASSOCIATION, as  
Trustee,

By: /s/ Michael H. Waas  
Name: Michael H. Waas  
Title: Assistant Vice President

---

MPT OF LOS ANGELES, L.P.  
MPT OF MONTCLAIR, LLC,  
MPT OF ALVIN FCER, LLC,  
MPT OF FIRESTONE FCER, LLC,  
MPT OF HOUSTON-ELDRIDGE FCER, LLC,  
MPT OF CEDAR HILL FCER, LLC,  
MPT OF ALLEN FCER, LLC,  
MPT OF FRISCO FCER, LLC,  
MPT OF BROOMFIELD FCER, LLC,  
MPT OF CHAMPION FOREST FCER, LLC,  
MPT OF NORTHGATE FCER, LLC,  
MPT OF THORNTON FCER, LLC,  
MPT OF FOUNTAIN FCER, LLC,  
MPT OF MISSOURI CITY FCER, LLC  
and  
MPT OF PEARLAND FCER, LLC,  
as Guarantors,

MPT OPERATING PARTNERSHIP, L.P.  
and  
MPT FINANCE CORPORATION,  
as Issuers,

MEDICAL PROPERTIES TRUST, INC.,  
as Parent and a Guarantor,

the other GUARANTORS named herein,  
as Guarantors,

and

WILMINGTON TRUST, NATIONAL ASSOCIATION,  
as Trustee

---

FOURTH SUPPLEMENTAL INDENTURE

Dated as of March 31, 2014

To

INDENTURE

Dated as of October 10, 2013

5.70% Senior Notes due 2020

---

#### FOURTH SUPPLEMENTAL INDENTURE

FOURTH SUPPLEMENTAL INDENTURE (this “Fourth Supplemental Indenture”), dated as of March 31, 2014, by and among MPT of Los Angeles, L.P., a Delaware limited partnership, MPT of Montclair, LLC, a Delaware limited liability company, MPT of Alvin FCER, LLC, a Delaware limited liability company, MPT of Firestone FCER, LLC, a Delaware limited liability company, MPT of Houston-Eldridge FCER, LLC, a Delaware limited liability company, MPT of Cedar Hill FCER, LLC, a Delaware limited liability company, MPT of Allen FCER, LLC, a Delaware limited liability company, MPT of Frisco FCER, LLC, a Delaware limited liability company, MPT of Broomfield FCER, LLC, a Delaware limited liability company, MPT of Champion Forest FCER, LLC, a Delaware limited liability company, MPT of Northgate FCER, LLC, a Delaware limited liability company, MPT of Thornton FCER, LLC, a Delaware limited liability company, MPT of Fountain FCER, LLC, a Delaware limited liability company, MPT of Missouri City FCER, LLC, a Delaware limited liability company and MPT of Pearland FCER, LLC, a Delaware limited liability company (the “New Guaranteeing Subsidiaries”), MPT Operating Partnership, L.P., a Delaware limited partnership (“Opco”), MPT Finance Corporation, a Delaware corporation (“Finco” and, together with Opco, the “Issuers”), Medical Properties Trust, Inc., a Maryland corporation (the “Parent”), as Guarantor, each of the other Guarantors (as defined in the Indenture), as Guarantors, and Wilmington Trust, National Association, existing under the laws of the United States of America, as Trustee (the “Trustee”).

#### WITNESSETH

WHEREAS, the Issuers and the Guarantors have heretofore executed and delivered an Indenture, dated as of October 10, 2013 (the “Base Indenture”), as supplemented by that certain First Supplemental Indenture, dated as of October 10, 2013 (the “First Supplemental Indenture”), by that certain Second Supplemental Indenture, dated as of October 30, 2013 (the “Second Supplemental Indenture”) and by that certain Third Supplemental Indenture, dated as of December 20, 2013 (the “Third Supplemental Indenture”, and together with the First Supplemental Indenture, the Second Supplemental Indenture and the Base Indenture, the “Indenture”), providing for the issuance by the Issuers of the 5.750% Senior Notes due 2020 (the “Notes”);

WHEREAS, pursuant to Section 10.01(a)(4) of the Indenture, the Parent, the Issuers, the Guarantors and the Trustee, together, may supplement the Indenture without notice to or the consent of any Holders or any other party to the Indenture in order to add Guarantees with respect to the Notes;

WHEREAS, as of March 31, 2014, the New Guaranteeing Subsidiaries guarantee the Credit Agreement, and pursuant to Section 5.14(a) of the Indenture, the New Guaranteeing Subsidiaries are required to become Guarantors under the Indenture;

WHEREAS, the Indenture requires that an entity that constitutes a Guarantor shall join the Issuers and the existing Guarantors in executing and delivering to the Trustee a supplemental indenture pursuant to which such entity shall unconditionally Guarantee, on a joint and several basis, the full and prompt payment of the principal of, premium, if any, and interest in respect of the Notes on a senior basis and all other obligations under the Indenture; and

WHEREAS, pursuant to Section 10.06 of the Indenture, the Trustee is authorized to execute and deliver this Fourth Supplemental Indenture.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the Issuers, the Guarantors, the Trustee and the New Guaranteeing Subsidiaries mutually covenant and agree for the equal and ratable benefit of the Holders of the Notes as follows:

1. CAPITALIZED TERMS. Capitalized terms used herein without definition shall have the meanings assigned to them in the Indenture. The rules of interpretation set forth in the Indenture shall be applied here as if set forth in full herein.

2. AGREEMENT TO GUARANTEE. The New Guaranteeing Subsidiaries hereby agree to provide unconditional Guarantees on the terms and subject to the conditions set forth in the Indenture including, but not limited to, Article 11 thereof.

3. MISCELLANEOUS PROVISIONS.

(a) The Trustee makes no undertaking or representation in respect of, and shall not be responsible in any manner whatsoever for and in respect of, the validity or sufficiency of this Fourth Supplemental Indenture or the proper authorization or the due execution hereof by the Issuers or for or in respect of the recitals and statements contained herein, all of which recitals and statements are made solely by the Issuers.

(b) On the date hereof, the Indenture shall be supplemented and amended in accordance herewith, and this Fourth Supplemental Indenture shall form part of the Indenture for all purposes, and the Holder of every Note heretofore or hereafter authenticated and delivered under the Indenture shall be bound thereby. The Trustee accepts the trusts created by the Indenture, as amended and supplemented by this Fourth Supplemental Indenture, and agrees to perform the same upon the terms and conditions of the Indenture, as amended and supplemented by this Fourth Supplemental Indenture.

(c) This Fourth Supplemental Indenture shall be deemed to be incorporated in, and made a part of, the Indenture. The Indenture, as amended and supplemented by this Fourth Supplemental Indenture, shall be read, taken and construed as one and the same instrument and all the provisions of the Indenture shall remain in full force and effect in accordance with the terms thereof and as amended and supplemented by this Fourth Supplemental Indenture.

(d) **THIS FOURTH SUPPLEMENTAL INDENTURE SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.**

(e) This Fourth Supplemental Indenture may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Fourth Supplemental Indenture to be duly executed and attested, all as of the date first above written.

MPT OPERATING PARTNERSHIP, L.P.,  
as Issuer

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

By: /s/ Emmett E. McLean  
Name: Emmett E. McLean  
Title: Executive Vice President,  
Chief Operating Officer,  
Treasurer and Secretary

MPT FINANCE CORPORATION,  
as Issuer

By: /s/ Emmett E. McLean  
Name: Emmett E. McLean  
Title: Assistant Secretary

MEDICAL PROPERTIES TRUST, INC.,  
as Parent and a Guarantor

By: /s/ Emmett E. McLean  
Name: Emmett E. McLean  
Title: Executive Vice President, Chief Operating Officer,  
Treasurer and Secretary

MEDICAL PROPERTIES TRUST, LLC

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

By: /s/ Emmett E. McLean  
Name: Emmett E. McLean  
Title: Executive Vice President, Chief Operating  
Officer, Treasurer and Secretary

MPT OF VICTORVILLE, LLC  
MPT OF BUCKS COUNTY, LLC  
MPT OF BLOOMINGTON, LLC  
MPT OF COVINGTON, LLC  
MPT OF DENHAM SPRINGS, LLC  
MPT OF REDDING, LLC  
MPT OF CHINO, LLC  
MPT OF DALLAS LTACH, LLC  
MPT OF PORTLAND, LLC  
MPT OF WARM SPRINGS, LLC  
MPT OF VICTORIA, LLC  
MPT OF LULING, LLC  
MPT OF WEST ANAHEIM, LLC  
MPT OF LA PALMA, LLC  
MPT OF PARADISE VALLEY, LLC  
MPT OF SOUTHERN CALIFORNIA, LLC  
MPT OF TWELVE OAKS, LLC  
MPT OF SHASTA, LLC  
MPT OF BOSSIER CITY, LLC  
MPT OF WEST VALLEY CITY, LLC  
MPT OF IDAHO FALLS, LLC  
MPT OF POPLAR BLUFF, LLC  
MPT OF BENNETTSVILLE, LLC  
MPT OF DETROIT, LLC  
MPT OF BRISTOL, LLC  
MPT OF NEWINGTON, LLC  
MPT OF ENFIELD, LLC  
MPT OF PETERSBURG, LLC  
MPT OF GARDEN GROVE HOSPITAL, LLC  
MPT OF GARDEN GROVE MOB, LLC  
MPT OF SAN DIMAS HOSPITAL, LLC  
MPT OF SAN DIMAS MOB, LLC  
MPT OF CHERAW, LLC  
MPT OF FT. LAUDERDALE, LLC.  
MPT OF PROVIDENCE, LLC  
MPT OF SPRINGFIELD, LLC  
MPT OF WARWICK, LLC  
MPT OF RICHARDSON, LLC  
MPT OF ROUND ROCK, LLC  
MPT OF SHENANDOAH, LLC  
MPT OF HILLSBORO, LLC  
MPT OF FLORENCE, LLC  
MPT OF CLEAR LAKE, LLC  
MPT OF TOMBALL, LLC  
MPT OF GILBERT, LLC  
MPT OF CORINTH, LLC  
MPT OF BAYONNE, LLC

MPT OF ALVARADO, LLC  
MPT OF DESOTO, LLC  
MPT OF HAUSMAN, LLC  
MPT OF HOBOKEN HOSPITAL, LLC  
MPT OF HOBOKEN REAL ESTATE, LLC  
MPT OF OVERLOOK PARKWAY, LLC  
MPT OF NEW BRAUNFELS, LLC  
MPT OF WESTOVER HILLS, LLC  
MPT OF WICHITA, LLC  
MPT OF BILLINGS, LLC  
MPT OF BOISE, LLC  
MPT OF BROWNSVILLE, LLC  
MPT OF CASPER, LLC  
MPT OF COMAL COUNTY, LLC  
MPT OF GREENWOOD, LLC  
MPT OF JOHNSTOWN, LLC  
MPT OF LAREDO, LLC  
MPT OF LAS CRUCES, LLC  
MPT OF MESQUITE, LLC  
MPT OF POST FALLS, LLC  
MPT OF PRESCOTT VALLEY, LLC  
MPT OF PROVO, LLC  
MPT OF NORTH CYPRESS, LLC  
MPT OF LAFAYETTE, LLC  
MPT OF INGLEWOOD LLC  
MPT OF RENO, LLC  
MPT OF ROXBOROUGH, LLC  
MPT OF ALTOONA, LLC  
MPT OF HAMMOND, LLC  
MPT OF SPARTANBURG, LLC  
MPT OF WYANDOTTE COUNTY, LLC  
MPT OF LEAVENWORTH, LLC  
MPT OF CORPUS CHRISTI, LLC  
MPT OF BRODIE FCER, LLC  
MPT OF LITTLE ELM FCER, LLC  
MPT OF OGDEN, LLC  
MPT OF NACOGDOCHES FCER, LLC  
MPT OF MESA, LLC  
MPT OF PORT ARTHUR, LLC  
MPT OF WEST MONROE, LLC  
MPT OF DALLAS, LLC  
MPT OF MONTCLAIR, LLC  
MPT OF ALVIN FCER, LLC  
MPT OF FIRESTONE FCER, LLC  
MPT OF HOUSTON-ELDRIDGE FCER, LLC  
MPT OF CEDAR HILL FCER, LLC  
MPT OF ALLEN FCER, LLC

MPT OF FRISCO FCER, LLC  
MPT OF BROOMFIELD FCER, LLC  
MPT OF CHAMPION FOREST FCER, LLC  
MPT OF NORTHGATE FCER, LLC  
MPT OF THORNTON FCER, LLC  
MPT OF FOUNTAIN FCER, LLC  
MPT OF MISSOURI CITY FCER, LLC  
MPT OF PEARLAND FCER, LLC

By: MPT OPERATING PARTNERSHIP, L.P.,  
sole member of each of the above entities

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

By: /s/ Emmett E. McLean  
Name: Emmett E. McLean  
Title: Executive Vice President,  
Chief Operating Officer, Treasurer and  
Secretary

MPT OF BUCKS COUNTY, L.P.  
By: MPT OF BUCKS COUNTY, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

MPT OF DALLAS LTACH, L.P.  
By: MPT OF DALLAS LTACH, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

**FOURTH SUPPLEMENTAL INDENTURE SIGNATURE PAGE**



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MPT OF VICTORIA, L.P.  
By: MPT OF VICTORIA, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST,  
LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

MPT OF LULING, L.P.  
By: MPT OF LULING, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

MPT OF WEST ANAHEIM, L.P.  
By: MPT OF WEST ANAHEIM, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

**FOURTH SUPPLEMENTAL INDENTURE SIGNATURE PAGE**

---

MPT OF LA PALMA, L.P.  
By: MPT OF LA PALMA, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST,  
LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST,  
INC.,  
its sole member

MPT OF PARADISE VALLEY, L.P.  
By: MPT OF PARADISE VALLEY, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

MPT OF SOUTHERN CALIFORNIA, L.P.  
By: MPT OF SOUTHERN CALIFORNIA, LLC, its general  
partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST,  
INC.,  
its sole member

**FOURTH SUPPLEMENTAL INDENTURE SIGNATURE PAGE**

---

MPT OF TWELVE OAKS, L.P.  
By: MPT OF TWELVE OAKS, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

MPT OF SHASTA, L.P.  
By: MPT OF SHASTA, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

MPT OF GARDEN GROVE HOSPITAL, L.P.  
By: MPT OF GARDEN GROVE HOSPITAL, LLC, its  
general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

**FOURTH SUPPLEMENTAL INDENTURE SIGNATURE PAGE**

---

MPT OF GARDEN GROVE MOB, L.P.  
By: MPT OF GARDEN GROVE MOB, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST,  
LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC., its  
sole member

MPT OF SAN DIMAS HOSPITAL, L.P.  
By: MPT OF SAN DIMAS HOSPITAL, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST,  
LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC., its  
sole member

MPT OF SAN DIMAS MOB, L.P.  
By: MPT OF SAN DIMAS MOB, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC., its  
sole member

**FOURTH SUPPLEMENTAL INDENTURE SIGNATURE PAGE**

MPT OF RICHARDSON, L.P.  
By: MPT OF RICHARDSON, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST,  
LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC., its  
sole member

MPT OF ROUND ROCK, L.P.  
By: MPT OF ROUND ROCK, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC., its  
sole member

MPT OF SHENANDOAH, L.P.  
By: MPT OF SHENANDOAH, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC., its  
sole member

---

MPT OF HILLSBORO, L.P.

By: MPT OF HILLSBORO, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC., its sole  
member

MPT OF CLEAR LAKE, L.P.

By: MPT OF CLEAR LAKE, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

MPT OF TOMBALL, L.P.

By: MPT OF TOMBALL, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

**FOURTH SUPPLEMENTAL INDENTURE SIGNATURE PAGE**

---

MPT OF CORINTH, L.P.

By: MPT OF CORINTH, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC., its  
sole member

MPT OF ALVARADO, L.P.

By: MPT OF ALVARADO, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC., its  
sole member

MPT OF DESOTO, L.P.

By: MPT OF DESOTO, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC., its  
sole member

**FOURTH SUPPLEMENTAL INDENTURE SIGNATURE PAGE**

---

MPT OF MOUNTAIN VIEW LLC  
By: MPT OF IDAHO FALLS, LLC, its sole member

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC., its  
sole member

WICHITA HEALTH ASSOCIATES LIMITED  
PARTNERSHIP  
By: MPT OF WICHITA, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC., its  
sole member

MPT OF NORTH CYPRESS, L.P.  
By: MPT OF NORTH CYPRESS, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC., its  
sole member

**FOURTH SUPPLEMENTAL INDENTURE SIGNATURE PAGE**



MPT OF INGLEWOOD, L.P.  
By: MPT OF INGLEWOOD, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

MPT OF ROXBOROUGH, L.P.  
By: MPT OF ROXBOROUGH, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

MPT OF LOS ANGELES, L.P.  
By: MPT OF LOS ANGELES, LLC, its general partner

By: MPT OPERATING PARTNERSHIP, L.P.,  
its sole member

By: MEDICAL PROPERTIES TRUST, LLC,  
its general partner

By: MEDICAL PROPERTIES TRUST, INC.,  
its sole member

MEDICAL PROPERTIES TRUST, LLC  
By: MEDICAL PROPERTIES TRUST, INC., its sole member

By: /s/ Emmett E. McLean  
Name: Emmett E. McLean  
Title: Executive Vice President, Chief Operating Officer,  
Treasurer and Secretary

/s/ Leanne McWilliams	/s/ James Kevin Hanna
MPT RHM Holdco By: Leanne McWilliams Title: Manager	MPT RHM Holdco By: James Kevin Hanna Title: Manager
/s/ Leanne McWilliams	/s/ James Kevin Hanna
MPT RHM Sonnenwende By: Leanne McWilliams Title: Manager	MPT RHM Sonnenwende By: James Kevin Hanna Title: Manager
/s/ Leanne McWilliams	/s/ James Kevin Hanna
MPT RHM Klaus By: Leanne McWilliams Title: Manager	MPT RHM Klaus By: James Kevin Hanna Title: Manager
/s/ Leanne McWilliams	/s/ James Kevin Hanna
MPT RHM Vesalius By: Leanne McWilliams Title: Manager	MPT RHM Vesalius By: James Kevin Hanna Title: Manager
/s/ Leanne McWilliams	/s/ James Kevin Hanna
MPT RHM Park By: Leanne McWilliams Title: Manager	MPT RHM Park By: James Kevin Hanna Title: Manager
/s/ Leanne McWilliams	/s/ James Kevin Hanna
MPT RHM Fontana By: Leanne McWilliams Title: Manager	MPT RHM Fontana By: James Kevin Hanna Title: Manager
/s/ Leanne McWilliams	/s/ James Kevin Hanna
MPT RHM Hillersbach By: Leanne McWilliams Title: Manager	MPT RHM Hillersbach By: James Kevin Hanna Title: Manager
/s/ Leanne McWilliams	/s/ James Kevin Hanna
MPT RHM Christiaan By: Leanne McWilliams Title: Manager	MPT RHM Christiaan By: James Kevin Hanna Title: Manager

WILMINGTON TRUST, NATIONAL ASSOCIATION, as  
Trustee,

By: /s/ Michael H. Waas  
Name: Michael H. Waas  
Title: Assistant Vice President

April 10, 2014

Medical Properties Trust, Inc.  
MPT Operating Partnership, L.P.  
MPT Finance Corporation  
1000 Urban Center Drive, Suite 501  
Birmingham, AL 35242

Re: Securities Being Registered under Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel to you in connection with your filing of Amendment No. 1 to a Registration Statement on Form S-3 (File No. 333-190543) (as amended or supplemented, the “**Registration Statement**”) pursuant to the Securities Act of 1933, as amended (the “**Securities Act**”), relating to the registration of (i) debt securities (the “**Debt Securities**”) of MPT Operating Partnership, L.P., a Delaware limited partnership, and MPT Finance Corporation, a Delaware corporation (the “**Issuers**”) and (ii) the guarantees of the Debt Securities (the “**Guarantees**”) by Medical Properties Trust, Inc., a Maryland corporation (the “**Parent Guarantor**”), and certain subsidiaries of the Parent Guarantor named in Schedule 1A and Schedule 1B (the “**Subsidiary Guarantors**,” and together with the **Parent Guarantor**, the “**Guarantors**”). The Debt Securities and the Guarantees are collectively referred to herein as the Securities. The Registration Statement provides that the Securities may be offered in amounts, at prices and on terms to be set forth in the final prospectus contained in the Registration Statement.

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinions set forth below, on certificates of officers of the Parent Guarantor. Reference is made to the opinion letter, dated the date hereof and addressed to you, from Arendt & Medernach, upon which we are relying as to any matters of Luxembourg law.

The opinions set forth below are limited to the Maryland General Corporation Law (which includes reported judicial decisions interpreting the Maryland General Corporation Law), the Delaware General Corporation Law (which includes reported judicial decisions interpreting the Delaware General Corporation Law), the Delaware Limited Liability Company Act, the Delaware Revised Uniform Limited Partnership Act and the law of New York. Without limiting the generality of the foregoing, we express no opinion with respect to (i) state securities or “blue sky” laws or (ii) state or federal antitrust laws.

For purposes of the opinions set forth below, we refer to the following as the “**Future Authorization and Issuance**” of Securities:

- (a) the authorization by the Issuers of the amount, terms and issuance of such Debt Securities and (b) the issuance of such Debt Securities in accordance with the authorization therefor upon the receipt by the Issuers of the consideration to be paid therefor in accordance with the authorization;

- (a) the authorization by the Guarantors of the terms and issuance of the Guarantees and (b) the issuance of such Guarantees in accordance with the authorization thereof; and
- (a) the authorization, execution and delivery of the indenture or a supplemental indenture relating to such Securities by the Issuers and the Guarantors and the trustee thereunder and/or (b) the establishment of the terms of such Debt Securities by the Issuers and the establishment of the terms of such Guarantees by the Guarantors in conformity with the applicable indenture or supplemental indenture and applicable law, and (c) the execution, authentication and issuance of such Securities in accordance with the applicable indenture or supplemental indenture and applicable law.

Based upon the foregoing, and subject to the additional qualifications set forth below, we are of the opinion that upon the Future Authorization and Issuance of Securities:

1. Such Debt Securities will be valid and binding obligations of the Issuers; and
2. Such Guarantees will be valid and binding obligations of the respective Guarantors.

The opinions expressed above are subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and other similar laws of general application affecting the rights and remedies of creditors and to general principles of equity.

This opinion letter and the opinions it contains shall be interpreted in accordance with the Legal Opinion Principles issued by the Committee on Legal Opinions of the American Bar Association's Business Law Section as published in 53 Business Lawyer 831 (May 1998).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement and to the references to our firm under the caption "Legal Matters" in the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

Medical Properties Trust, LLC  
MPT of Victorville, LLC  
MPT of Bucks County, LLC  
MPT of Bloomington, LLC  
MPT of Covington, LLC  
MPT of Denham Springs, LLC  
MPT of Redding, LLC  
MPT of Chino, LLC  
MPT of Dallas LTACH, LLC  
MPT of Portland, LLC  
MPT of Victoria, LLC  
MPT of Luling, LLC  
MPT of West Anaheim, LLC  
MPT of La Palma, LLC  
MPT of Paradise Valley, LLC  
MPT of Southern California, LLC  
MPT of Twelve Oaks, LLC  
MPT of Shasta, LLC  
MPT of Bossier City, LLC  
MPT of West Valley City, LLC  
MPT of Idaho Falls, LLC  
MPT of Poplar Bluff, LLC  
MPT of Bennettsville, LLC  
MPT of Detroit, LLC  
MPT of Bristol, LLC  
MPT of Newington, LLC  
MPT of Enfield, LLC  
MPT of Petersburg, LLC  
MPT of Garden Grove Hospital, LLC  
MPT of Garden Grove MOB, LLC  
MPT of San Dimas Hospital, LLC  
MPT of San Dimas MOB, LLC  
MPT of Cheraw, LLC  
MPT of Ft. Lauderdale, LLC  
MPT of Providence, LLC  
MPT of Springfield, LLC  
MPT of Warwick, LLC  
MPT of Mountain View, LLC  
MPT of Richardson, LLC  
MPT of Round Rock, LLC  
MPT of Shenandoah, LLC  
MPT of Hillsboro, LLC  
MPT of Florence, LLC  
MPT of Clear Lake, LLC  
MPT of Tomball, LLC  
MPT of Gilbert, LLC  
MPT of Corinth, LLC  
MPT of Bayonne, LLC  
MPT of Alvarado, LLC

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MPT of Bucks County, L.P.  
MPT of Dallas LTACH, L.P.  
MPT of Victoria, L.P.  
MPT of Luling, L.P.  
MPT of West Anaheim, L.P.  
MPT of La Palma, L.P.  
MPT of Paradise Valley, L.P.  
MPT of Southern California, L.P.  
MPT of Twelve Oaks, L.P.  
MPT of Shasta, L.P.  
MPT of Garden Grove Hospital, L.P.  
MPT of Garden Grove MOB, L.P.  
MPT of San Dimas Hospital, L.P.  
MPT of San Dimas MOB, L.P.  
MPT of Richardson, L.P.  
MPT of Round Rock, L.P.  
MPT of Shenandoah, L.P.  
MPT of Hillsboro, L.P.  
MPT of Clear Lake, L.P.  
MPT of Tomball, L.P.  
MPT of Corinth, L.P.  
MPT of Alvarado, L.P.  
MPT of DeSoto, L.P.  
MPT of DeSoto, LLC  
MPT of Hoboken Hospital, LLC  
MPT of Hoboken Real Estate, LLC  
MPT of Hausman, LLC  
MPT of Overlook Parkway, LLC  
MPT of New Braunfels, LLC  
MPT of Westover Hills, LLC  
MPT of Wichita, LLC  
Wichita Health Associates Limited Partnership  
MPT of Billings, LLC  
MPT of Boise, LLC  
MPT of Brownsville, LLC  
MPT of Casper, LLC  
MPT of Comal County, LLC  
MPT of Greenwood, LLC  
MPT of Johnstown, LLC  
MPT of Laredo, LLC  
MPT of Las Cruces, LLC  
MPT of Mesquite, LLC  
MPT of Post Falls, LLC  
MPT of Prescott Valley, LLC  
MPT of Provo, LLC  
MPT of North Cypress, LLC  
MPT of North Cypress, L.P.  
MPT of Lafayette, LLC  
MPT of Inglewood, LLC  
MPT of Inglewood, L.P.  
MPT of Reno, LLC

MPT of Roxborough, LLC  
MPT of Roxborough, L.P.  
MPT of Altoona, LLC  
MPT of Hammond, LLC  
MPT of Spartanburg, LLC  
MPT of Wyandotte County, LLC  
MPT of Leavenworth, LLC  
MPT of Corpus Christi, LLC  
MPT of Brodie FCER, LLC  
MPT of Little Elm FCER, LLC  
MPT of Ogden, LLC  
MPT of Nacogdoches FCER, LLC  
MPT of Mesa, LLC  
MPT of Port Arthur, LLC  
MPT of West Monroe, LLC  
MPT of Dallas, LLC  
MPT of Montclair, LLC  
MPT of Alvin FCER, LLC  
MPT of Firestone FCER, LLC  
MPT of Houston- Eldridge FCER, LLC  
MPT of Cedar Hill FCER, LLC  
MPT of Allen FCER, LLC  
MPT of Frisco FCER, LLC  
MPT of Broomfield FCER, LLC  
MPT of Champion Forest FCER, LLC  
MPT of Thornton FCER, LLC  
MPT of North Gate FCER, LLC  
MPT of Fountain FCER, LLC  
MPT of Missouri City FCER, LLC  
MPT of Pearland FCER, LLC  
MPT of Los Angeles, L.P.

\* All entities listed on this schedule are organized in Delaware

Schedule 1B\*\*

MPT RHM Holdco S.à r.l.  
MPT RHM Sonnenwende S.à r.l.  
MPT RHM Klaus S.à r.l.  
MPT RHM Vesalius S.à r.l.  
MPT RHM Park S.à r.l.  
MPT RHM Fontana S.à r.l.  
MPT RHM Christiaan S.à r.l.  
MPT RHM Hillersbach S.à r.l.

\* All entities listed on this schedule are organized in Luxembourg



*To the addressees listed in Appendix C to this Opinion*

Luxembourg, 10 April 2014

**PROJECT RHINE**

Dear Madam, dear Sir,

We are lawyers admitted to practice under the laws of Luxembourg. In such capacity, we have acted as Luxembourg legal advisers to the Companies and have been asked by the Companies to provide to the addressees listed in Appendix C to this Opinion our opinion as to certain matters of Luxembourg law as further set out in section 4 of this Opinion in connection with your filing of Amendment No. 1 to a Registration Statement on Form S-3 (File No. 333-190543) with the United States Securities and Exchange Commission under the United States Securities of Act of 1933, as amended, relating to the registration of, inter alia, the subsidiary guarantees by the Companies.

1. In arriving at the opinions expressed below, we have examined and relied on the Documents.

Capitalized terms used herein are defined in appendix A and/or B hereto.

2. This Opinion is limited to Luxembourg Law. Accordingly, we express no opinion with regard to any system of law other than Luxembourg Law, in addition, we express no opinion on the legality and/or validity and/or enforceability and/or the performance of the subsidiary guarantees or any documents referred to in the registration filing related thereto (including as to whether such create valid, legal and enforceable security on the Companies' securities and/or assets held by the Companies), which have not been reviewed for this purpose.

**ASSUMPTIONS**

3. For the purpose of this Opinion we have assumed:

- (i) that the head office (*administration centrale*) and the place of effective management (*siège de direction effective*) of the Companies are located at the place of their respective registered office (*siège statutaire*) in Luxembourg;
- (ii) for the purposes of the Insolvency Regulation, that the centre of main interests (*centre des intérêts principaux*) of the Companies is located at the place of their respective registered office (*siège statutaire*) in Luxembourg;

- (iii) that during the search made on 10 April 2014 on the web site of the Luxembourg Trade and Companies' Register, the files of the Companies were complete and accurate at the time of such search and have not been modified since such search;

#### **OPINION**

4. On the basis of the assumptions set out above and subject to the qualifications set out below and to any factual matters, documents or events not disclosed to us, we are of the opinion that:
- 1) Each of the Companies is a *société à responsabilité limitée* incorporated before a Luxembourg notary for an unlimited duration and existing under Luxembourg Law.

#### **QUALIFICATION**

5. The opinion expressed above is subject to the following qualification:
- (i) the opinion set out above is subject to all limitations by reason of national or foreign bankruptcy, insolvency, winding-up, liquidation, moratorium, controlled management, suspension of payment, voluntary arrangement with creditors, fraudulent conveyance, general settlement with creditors, reorganisation or similar laws affecting the rights of creditors generally.
6. This Opinion speaks as of the date hereof. No obligation is assumed to update this Opinion or to inform any person of any changes of law or other matters coming to our knowledge and occurring after the date hereof, which may affect this Opinion in any respect.
7. This Opinion is addressed solely to the addressees listed in Appendix C and solely for the purpose of the Opinion. It may not, without our prior written consent, be relied upon for any other purpose or be disclosed to or relied upon by any other person. This Opinion is strictly limited to the matters stated herein and does not extend to, and is not to be read as extending by implication to, any agreement or document to be approved by the Companies or otherwise.
8. This Opinion is given on the basis that it will be governed by and construed in accordance with Luxembourg Law and will be exclusively subject to Luxembourg jurisdiction.

Yours faithfully,

/s/ Arendt & Medernach

Arendt & Medernach  
by Laurent Schummer

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## **APPENDIX A – DEFINITIONS**

**Articles of Association** means any and each of the Articles of Association 1, the Articles of Association 2, the Articles of Association 3, the Articles of Association 4, the Articles of Association 5, the Articles of Association 6, the Articles of Association 7, the Articles of Association 8, as the context may require.

**Articles of Association 1** means the document referred to under item 1 in Appendix B.

**Articles of Association 2** means the document referred to under item 2 in Appendix B.

**Articles of Association 3** means the document referred to under item 3 in Appendix B.

**Articles of Association 4** means the document referred to under item 4 in Appendix B.

**Articles of Association 5** means the document referred to under item 5 in Appendix B.

**Articles of Association 6** means the document referred to under item 6 in Appendix B.

**Articles of Association 7** means the document referred to under item 7 in Appendix B.

**Articles of Association 8** means the document referred to under item 8 in Appendix B.

**Companies** means all of Company 1, Company 2, Company 3, Company 4, Company 5, Company 6, Company 7 and Company 8.

**Company 1** means MPT RHM Holdco S.à r.l., a *société à responsabilité limitée* incorporated and existing under the laws of Luxembourg, whose registered office is at 13-15, avenue de la Liberté, L-1931 Luxembourg, and which is registered with the Luxembourg Trade and Companies Register under number B 180198.

**Company 2** means MPT RHM Christiaan S.à r.l., a *société à responsabilité limitée* incorporated and existing under the laws of Luxembourg, whose registered office is at 13-15, avenue de la Liberté, L-1931 Luxembourg, and which is registered with the Luxembourg Trade and Companies Register under number B 180247.

**Company 3** means MPT RHM Fontana S.à r.l., a *société à responsabilité limitée* incorporated and existing under the laws of Luxembourg, whose registered office is at 13-15, avenue de la Liberté, L-1931 Luxembourg, and which is registered with the Luxembourg Trade and Companies Register under number B 180238.

**Company 4** means MPT RHM Hillersbach S.à r.l., a *société à responsabilité limitée* incorporated and existing under the laws of Luxembourg, whose registered office is at 13-15, avenue de la Liberté, L-1931 Luxembourg, and which is registered with the Luxembourg Trade and Companies Register under number B 180250.

**Company 5** means MPT RHM Klaus S.à r.l., a *société à responsabilité limitée* incorporated and existing under the laws of Luxembourg, whose registered office is at 13-15, avenue de la Liberté, L-1931 Luxembourg, and which is registered with the Luxembourg Trade and Companies Register under number B 180245.

**Company 6** means MPT RHM Park S.à r.l., a *société à responsabilité limitée* incorporated and existing under the laws of Luxembourg, whose registered office is at 13-15, avenue de la Liberté, L-1931 Luxembourg, and which is registered with the Luxembourg Trade and Companies Register under number B 180231.

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**Company 7** means MPT RHM Sonnenwende S.à r.l., a *société à responsabilité limitée* incorporated and existing under the laws of Luxembourg, whose registered office is at 13-15, avenue de la Liberté, L-1931 Luxembourg, and which is registered with the Luxembourg Trade and Companies Register under number B 180222.

**Company 8** means MPT RHM Vesalius S.à r.l., a *société à responsabilité limitée* incorporated and existing under the laws of Luxembourg, whose registered office is at 13-15, avenue de la Liberté, L-1931 Luxembourg, and which is registered with the Luxembourg Trade and Companies Register under number B 180229.

**Corporate Documents** means the documents listed in Appendix B.

**Documents** mean the Corporate Documents.

**Insolvency Regulation** means the Council Regulation (EC) N° 1346/2000 of 29 May 2000 on insolvency proceedings, as amended.

**Luxembourg Law** means the laws of Luxembourg as they stand as at the date hereof and as such laws are currently interpreted in published case law (except if published within the last thirty days) of the courts of Luxembourg or, to the extent this Opinion concerns documents signed prior to this date, the date of their signature and the period to date.

**Opinion** means this legal opinion.

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## **APPENDIX B – CORPORATE DOCUMENTS**

1. A copy of the coordinated articles of association of Company 1 as of 21 January 2014.
2. A copy of the coordinated articles of association of Company 2 as of 21 January 2014.
3. A copy of the coordinated articles of association of Company 3 as of 21 January 2014.
4. A copy of the coordinated articles of association of Company 4 as of 21 January 2014.
5. A copy of the coordinated articles of association of Company 5 as of 21 January 2014.
6. A copy of the coordinated articles of association of Company 6 as of 21 January 2014.
7. A copy of the coordinated articles of association of Company 7 as of 21 January 2014.
8. A copy of the coordinated articles of association of Company 8 as of 21 January 2014.
9. An electronic excerpt dated 10 April 2014 and issued by the Luxembourg Trade and Companies Register with respect to Company 1.
10. An electronic excerpt dated 10 April 2014 and issued by the Luxembourg Trade and Companies Register with respect to Company 2.
11. An electronic excerpt dated 10 April 2014 and issued by the Luxembourg Trade and Companies Register with respect to Company 3.
12. An electronic excerpt dated 10 April 2014 and issued by the Luxembourg Trade and Companies Register with respect to Company 4.
13. An electronic excerpt dated 10 April 2014 and issued by the Luxembourg Trade and Companies Register with respect to Company 5.
14. An electronic excerpt dated 10 April 2014 and issued by the Luxembourg Trade and Companies Register with respect to Company 6.
15. An electronic excerpt dated 10 April 2014 and issued by the Luxembourg Trade and Companies Register with respect to Company 7.
16. An electronic excerpt dated 10 April 2014 and issued by the Luxembourg Trade and Companies Register with respect to Company 8.
17. A certificate of non-registration of a judicial decision (*certificat de non-inscription d'une décision judiciaire*) dated 10 April 2014 and issued by the Luxembourg Trade and Companies Register in relation to Company 1.

18. A certificate of non-registration of a judicial decision (*certificat de non-inscription d'une décision judiciaire*) dated 10 April 2014 and issued by the Luxembourg Trade and Companies Register in relation to Company 2.
19. A certificate of non-registration of a judicial decision (*certificat de non-inscription d'une décision judiciaire*) dated 10 April 2014 and issued by the Luxembourg Trade and Companies Register in relation to Company 3.
20. A certificate of non-registration of a judicial decision (*certificat de non-inscription d'une décision judiciaire*) dated 10 April 2014 and issued by the Luxembourg Trade and Companies Register in relation to Company 4.
21. A certificate of non-registration of a judicial decision (*certificat de non-inscription d'une décision judiciaire*) dated 10 April 2014 and issued by the Luxembourg Trade and Companies Register in relation to Company 5.
22. A certificate of non-registration of a judicial decision (*certificat de non-inscription d'une décision judiciaire*) dated 10 April 2014 and issued by the Luxembourg Trade and Companies Register in relation to Company 6.
23. A certificate of non-registration of a judicial decision (*certificat de non-inscription d'une décision judiciaire*) dated 10 April 2014 and issued by the Luxembourg Trade and Companies Register in relation to Company 7.
24. A certificate of non-registration of a judicial decision (*certificat de non-inscription d'une décision judiciaire*) dated 10 April 2014 and issued by the Luxembourg Trade and Companies Register in relation to Company 8.

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**APPENDIX C – ADDRESSEES**

**Medical Properties Trust, Inc.**

1000 Urban Center Drive, Suite 501  
Birmingham, AL 35242  
United States of America

**MPT Operating Partnership, L.P.**

1000 Urban Center Drive, Suite 501  
Birmingham, AL 35242  
United States of America

**MPT Finance Corporation**

1000 Urban Center Drive, Suite 501  
Birmingham, AL 35242  
United States of America

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM T-1**

**STATEMENT OF ELIGIBILITY  
UNDER THE TRUST INDENTURE ACT OF 1939  
OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE**

☐ **CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)**

**WILMINGTON TRUST, NATIONAL ASSOCIATION**  
(Exact name of trustee as specified in its charter)

**16-1486454**  
(I.R.S. employer identification no.)

**1100 North Market Street  
Wilmington, DE 19890**  
(Address of principal executive offices)

**Robert C. Fiedler  
Vice President and Counsel  
1100 North Market Street  
Wilmington, Delaware 19890  
(302) 651-8541**  
(Name, address and telephone number of agent for service)

**Medical Properties Trust, Inc.  
MPT Operating Partnership, L.P.  
MPT Finance Corporation**  
(Exact name of obligor as specified in its charter)

**Maryland  
Delaware  
Delaware**  
(State of incorporation)

**1000 Urban Center Drive, Suite 501  
Birmingham, AL**  
(Address of principal executive offices)

**20-0191742  
20-0242069  
45-1537205**  
(I.R.S. employer  
identification no.)

**35242**  
(Zip Code)

**Debt Securities**  
(Title of the indenture securities)



**Item 1. GENERAL INFORMATION.** Furnish the following information as to the trustee:

(a) *Name and address of each examining or supervising authority to which it is subject.*

Comptroller of Currency, Washington, D.C.

Federal Deposit Insurance Corporation, Washington, D.C.

(b) *Whether it is authorized to exercise corporate trust powers.*

Yes.

**Item 2. AFFILIATIONS WITH THE OBLIGOR.** *If the obligor is an affiliate of the trustee, describe each affiliation:*

Based upon an examination of the books and records of the trustee and upon information furnished by the obligor, the obligor is not an affiliate of the trustee.

**Item 16. LIST OF EXHIBITS.** Listed below are all exhibits filed as part of this Statement of Eligibility and Qualification.

1. A copy of the Charter for Wilmington Trust, National Association, incorporated by reference to Exhibit 1 of Form T-1.
2. The authority of Wilmington Trust, National Association to commence business was granted under the Charter for Wilmington Trust, National Association, incorporated herein by reference to Exhibit 1 of Form T-1.
3. The authorization to exercise corporate trust powers was granted under the Charter for Wilmington Trust, National Association, incorporated herein by reference to Exhibit 1 of Form T-1.
4. A copy of the existing By-Laws of Trustee, as now in effect, incorporated herein by reference to Exhibit 4 of form T-1.
5. Not applicable.
6. The consent of Trustee as required by Section 321(b) of the Trust Indenture Act of 1939, incorporated herein by reference to Exhibit 6 of Form T-1.
7. Current Report of the Condition of Trustee, published pursuant to law or the requirements of its supervising or examining authority, attached as Exhibit 7.
8. Not applicable.
9. Not applicable.

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**SIGNATURE**

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the trustee, Wilmington Trust, National Association, a national banking association organized and existing under the laws of the United States of America, has duly caused this Statement of Eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Wilmington and State of Delaware on the 10<sup>th</sup> day of April, 2014.

**WILMINGTON TRUST, NATIONAL ASSOCIATION**

By: /s/ W. Thomas Morris, II  
Name: W. Thomas Morris, II  
Title: Vice President

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**EXHIBIT 1**

**CHARTER OF WILMINGTON TRUST, NATIONAL ASSOCIATION**

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**ARTICLES OF ASSOCIATION  
OF  
WILMINGTON TRUST, NATIONAL ASSOCIATION**

For the purpose of organizing an association to perform any lawful activities of national banks, the undersigned do enter into the following articles of association:

FIRST. The title of this association shall be Wilmington Trust, National Association.

SECOND. The main office of the association shall be in the City of Wilmington, County of New Castle, State of Delaware. The general business of the association shall be conducted at its main office and its branches.

THIRD. The board of directors of this association shall consist of not less than five nor more than twenty-five persons, unless the OCC has exempted the bank from the 25-member limit. The exact number is to be fixed and determined from time to time by resolution of a majority of the full board of directors or by resolution of a majority of the shareholders at any annual or special meeting thereof. Each director shall own common or preferred stock of the association or of a holding company owning the association, with an aggregate par, fair market or equity value \$1,000. Determination of these values may be based as of either (i) the date of purchase or (ii) the date the person became a director, whichever value is greater. Any combination of common or preferred stock of the association or holding company may be used.

Any vacancy in the board of directors may be filled by action of a majority of the remaining directors between meetings of shareholders. The board of directors may not increase the number of directors between meetings of shareholders to a number which:

- 1) exceeds by more than two the number of directors last elected by shareholders where the number was 15 or less; or
- 2) exceeds by more than four the number of directors last elected by shareholders where the number was 16 or more, but in no event shall the number of directors exceed 25, unless the OCC has exempted the bank from the 25-member limit.

Directors shall be elected for terms of one year and until their successors are elected and qualified. Terms of directors, including directors selected to fill vacancies, shall expire at the next regular meeting of shareholders at which directors are elected, unless the directors resign or are removed from office. Despite the expiration of a director's term, the director shall continue to serve until his or her successor is elected and qualifies or until there is a decrease in the number of directors and his or her position is eliminated.

Honorary or advisory members of the board of directors, without voting power or power of final decision in matters concerning the business of the association, may be appointed by resolution of a majority of the full board of directors, or by resolution of shareholders at any annual or special meeting. Honorary or advisory directors shall not be counted to determine the number of directors of the association or the presence of a quorum in connection with any board action, and shall not be required to own qualifying shares.

FOURTH. There shall be an annual meeting of the shareholders to elect directors and transact whatever other business may be brought before the meeting. It shall be held at the main office or any other convenient place the board of directors may designate, on the day of each year specified therefor in the bylaws, or, if that day falls on a legal holiday in the state in which the association is located, on the next following banking day. If no election is held on the day fixed, or in the event of a legal holiday on the following banking day, an election may be held on any subsequent day within 60 days of the day fixed, to be designated by the board of directors, or, if the directors fail to fix the day, by shareholders representing two-thirds of the shares issued and outstanding. In all cases at least 10 days advance notice of the time, place and purpose of a shareholders' meeting shall be given to the shareholders by first class mail, unless the OCC determines that an emergency circumstance exists. The sole shareholder of the bank is permitted to waive notice of the shareholders' meeting.

In all elections of directors, the number of votes each common shareholder may cast will be determined by multiplying the number of shares such shareholder owns by the number of directors to be elected. Those votes may be cumulated and cast for a single candidate or may be distributed among two or more candidates in the manner selected by the shareholder. If, after the first ballot, subsequent ballots are necessary to elect directors, a shareholder may not vote shares that he or she has already fully cumulated and voted in favor of a successful candidate. On all other questions, each common shareholder shall be entitled to one vote for each share of stock held by him or her.

Nominations for election to the board of directors may be made by the board of directors or by any stockholder of any outstanding class of capital stock of the association entitled to vote for election of directors. Nominations other than those made by or on behalf of the existing management shall be made in writing and be delivered or mailed to the president of the association not less than 14 days nor more than 50 days prior to any meeting of shareholders called for the election of directors; provided, however, that if less than 21 days notice of the meeting is given to shareholders, such nominations shall be mailed or delivered to the president of the association not later than the close of business on the seventh day following the day on which the notice of meeting was mailed. Such notification shall contain the following information to the extent known to the notifying shareholder:

- 1) The name and address of each proposed nominee.
- 2) The principal occupation of each proposed nominee.
- 3) The total number of shares of capital stock of the association that will be voted for each proposed nominee.
- 4) The name and residence address of the notifying shareholder.
- 5) The number of shares of capital stock of the association owned by the notifying shareholder.

Nominations not made in accordance herewith may, in his/her discretion, be disregarded by the chairperson of the meeting, and the vote tellers may disregard all votes cast for each such nominee. No bylaw may unreasonably restrict the nomination of directors by shareholders.

A director may resign at any time by delivering written notice to the board of directors, its chairperson, or to the association, which resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.

A director may be removed by shareholders at a meeting called to remove the director, when notice of the meeting stating that the purpose or one of the purposes is to remove the director is provided, if there is a failure to fulfill one of the affirmative requirements for qualification, or for cause; provided, however, that a director may not be removed if the number of votes sufficient to elect the director under cumulative voting is voted against the director's removal.

FIFTH. The authorized amount of capital stock of this association shall be ten thousand shares of common stock of the par value of one hundred dollars (\$100) each; but said capital stock may be increased or decreased from time to time, according to the provisions of the laws of the United States.

No holder of shares of the capital stock of any class of the association shall have any preemptive or preferential right of subscription to any shares of any class of stock of the association, whether now or hereafter authorized, or to any obligations convertible into stock of the association, issued, or sold, nor any right of subscription to any thereof other than such, if any, as the board of directors, in its discretion, may from time to time determine and at such price as the board of directors may from time to time fix. Preemptive rights also must be approved by a vote of holders of two-thirds of the bank's outstanding voting shares. Unless otherwise specified in these articles of association or required by law, (1) all matters requiring shareholder action, including amendments to the articles of association, must be approved by shareholders owning a majority voting interest in the outstanding voting stock, and (2) each shareholder shall be entitled to one vote per share.

Unless otherwise specified in these articles of association or required by law, all shares of voting stock shall be voted together as a class, on any matters requiring shareholder approval. If a proposed amendment would affect two or more classes or series in the same or a substantially similar way, all the classes or series so affected must vote together as a single voting group on the proposed amendment.

Shares of one class or series may be issued as a dividend for shares of the same class or series on a pro rata basis and without consideration. Shares of one class or series may be issued as share dividends for a different class or series of stock if approved by a majority of the votes entitled to be cast by the class or series to be issued, unless there are no outstanding shares of the class or series to be issued. Unless otherwise provided by the board of directors, the record date for determining shareholders entitled to a share dividend shall be the date authorized by the board of directors for the share dividend.

Unless otherwise provided in the bylaws, the record date for determining shareholders entitled to notice of and to vote at any meeting is the close of business on the day before the first notice is mailed or otherwise sent to the shareholders, provided that in no event may a record date be more than 70 days before the meeting.

If a shareholder is entitled to fractional shares pursuant to a stock dividend, consolidation or merger, reverse stock split or otherwise, the association may: (a) issue fractional shares; (b) in lieu of the issuance of fractional shares, issue script or warrants entitling the holder to receive a full share upon surrendering enough script or warrants to equal a full share; (c) if there is an established and active market in the association's stock, make reasonable arrangements to provide the shareholder with an opportunity to realize a fair price through sale of the fraction, or purchase of the additional fraction required for a full share; (d) remit the cash equivalent of the fraction to the shareholder; or (e) sell full shares representing all the fractions at public auction or to the highest bidder after having solicited and received sealed bids from at least three licensed stock brokers; and distribute the proceeds pro rata to shareholders who otherwise would be entitled to the fractional shares. The holder of a fractional share is entitled to exercise the rights for shareholder, including the right to vote, to receive dividends, and to participate in the assets of the association upon liquidation, in proportion to the fractional interest. The holder of script or warrants is not entitled to any of these rights unless the script or warrants explicitly provide for such rights. The script or warrants may be subject to such additional conditions as: (1) that the script or warrants will become void if not exchanged for full shares before a specified date; and (2) that the shares for which the script or warrants are exchangeable may be sold at the option of the association and the proceeds paid to scriptholders.

The association, at any time and from time to time, may authorize and issue debt obligations, whether or not subordinated, without the approval of the shareholders. Obligations classified as debt, whether or not subordinated, which may be issued by the association without the approval of shareholders, do not carry voting rights on any issue, including an increase or decrease in the aggregate number of the securities, or the exchange or reclassification of all or part of securities into securities of another class or series.

SIXTH. The board of directors shall appoint one of its members president of this association, and one of its members chairperson of the board and shall have the power to appoint one or more vice presidents, a secretary who shall keep minutes of the directors' and shareholders' meetings and be responsible for authenticating the records of the association, and such other officers and employees as may be required to transact the business of this association.

A duly appointed officer may appoint one or more officers or assistant officers if authorized by the board of directors in accordance with the bylaws.

The board of directors shall have the power to:

- 1) Define the duties of the officers, employees, and agents of the association.
- 2) Delegate the performance of its duties, but not the responsibility for its duties, to the officers, employees, and agents of the association.
- 3) Fix the compensation and enter into employment contracts with its officers and employees upon reasonable terms and conditions consistent with applicable law.
- 4) Dismiss officers and employees.
- 5) Require bonds from officers and employees and to fix the penalty thereof.
- 6) Ratify written policies authorized by the association's management or committees of the board.
- 7) Regulate the manner in which any increase or decrease of the capital of the association shall be made, provided that nothing herein shall restrict the power of shareholders to increase or decrease the capital of the association in accordance with law, and nothing shall raise or lower from two-thirds the percentage required for shareholder approval to increase or reduce the capital.
- 8) Manage and administer the business and affairs of the association.
- 9) Adopt initial bylaws, not inconsistent with law or the articles of association, for managing the business and regulating the affairs of the association.
- 10) Amend or repeal bylaws, except to the extent that the articles of association reserve this power in whole or in part to shareholders.
- 11) Make contracts.
- 12) Generally perform all acts that are legal for a board of directors to perform.

SEVENTH. The board of directors shall have the power to change the location of the main office to any other place within the limits of Wilmington, Delaware, without the approval of the shareholders, or with a vote of shareholders owning two-thirds of the stock of such association for a relocation outside such limits and upon receipt of a certificate of approval from the Comptroller of the Currency, to any other location within or outside the limits of Wilmington Delaware, but not more than 30 miles beyond such limits. The board of directors shall have the power to establish or change the location of any branch or branches of the association to any other location permitted under applicable law, without approval of shareholders, subject to approval by the Comptroller of the Currency.

EIGHTH. The corporate existence of this association shall continue until termination according to the laws of the United States.

NINTH. The board of directors of this association, or any one or more shareholders owning, in the aggregate, not less than 50 percent of the stock of this association, may call a special meeting of shareholders at any time. Unless otherwise provided by the bylaws or the laws of the United States, a notice of the time, place, and purpose of every annual and special meeting of the shareholders shall be given at least 10 days prior to the meeting by first-class mail, unless the OCC determines that an emergency circumstance exists. If the association is a wholly-owned subsidiary, the sole shareholder may waive notice of the shareholders' meeting. Unless otherwise provided by the bylaws or these articles, any action requiring approval of shareholders must be effected at a duly called annual or special meeting.

TENTH. For purposes of this Article Tenth, the term "institution-affiliated party" shall mean any institution-affiliated party of the association as such term is defined in 12 U.S.C. 1813(u).

Any institution-affiliated party (or his or her heirs, executors or administrators) may be indemnified or reimbursed by the association for reasonable expenses actually incurred in connection with any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, governmental, administrative or investigative, in accordance with and to the fullest extent permitted by law, as such law now or hereafter exists; provided, however, that when an administrative proceeding or action instituted by a federal banking agency results in a final order or settlement pursuant to which such person: (i) is assessed a civil money penalty, (ii) is removed from office or prohibited from participating in the conduct of the affairs of the association, or (iii) is required to cease and desist from or to take any affirmative action described in 12 U.S.C. 1818(b) with respect to the association, then the association shall require the repayment of all legal fees and expenses advanced pursuant to the next succeeding paragraph and may not indemnify such institution-affiliated parties (or their heirs, executors or administrators) for expenses, including expenses for legal fees, penalties or other payments incurred. The association shall provide indemnification in connection with an action or proceeding (or part thereof) initiated by an institution-affiliated party (or by his or her heirs, executors or administrators) only if such action or proceeding (or part thereof) was authorized by the board of directors.

Expenses incurred by an institution-affiliated party (or by his or her heirs, executors or administrators) in connection with any action or proceeding under 12 U.S.C. 164 or 1818 may be paid by the association in advance of the final disposition of such action or proceeding upon (a) a determination by the board of directors acting by a quorum consisting of directors who are not parties to such action or proceeding that the institution-affiliated party (or his or her heirs, executors or administrators) has a reasonable basis for prevailing on the merits, (b) a determination that the indemnified individual (or his or her heirs, executors or administrators) will have the financial capacity to reimburse the bank in the event he or she does not prevail, (c) a determination that the payment of expenses and fees by the association will not adversely affect the safety and soundness of the association, and (d) receipt of an undertaking by or on behalf of such institution-affiliated party (or by his or her heirs, executors or administrators) to repay such advancement in the event of a final order or settlement pursuant to which such person: (i) is assessed a civil money penalty, (ii) is removed from office or prohibited from participating in the conduct of the affairs of the association, or (iii) is required to cease and desist from or to take any affirmative action described in 12 U.S.C. 1818(b) with respect to the association. In all other instances, expenses incurred by an institution-affiliated party (or by his or her heirs, executors or administrators) in connection with any action or proceeding as to which indemnification may be given under these articles of association may be paid by the association in advance of the final disposition of such action or proceeding upon (a) receipt of an undertaking by or on behalf of such institution-affiliated party (or by or



on behalf of his or her heirs, executors or administrators) to repay such advancement in the event that such institution-affiliated party (or his or her heirs, executors or administrators) is ultimately found not to be entitled to indemnification as authorized by these articles of association and (b) approval by the board of directors acting by a quorum consisting of directors who are not parties to such action or proceeding or, if such a quorum is not obtainable, then approval by stockholders. To the extent permitted by law, the board of directors or, if applicable, the stockholders, shall not be required to find that the institution-affiliated party has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding.

In the event that a majority of the members of the board of directors are named as respondents in an administrative proceeding or civil action and request indemnification, the remaining members of the board may authorize independent legal counsel to review the indemnification request and provide the remaining members of the board with a written opinion of counsel as to whether the conditions delineated in the first four paragraphs of this Article Tenth have been met. If independent legal counsel opines that said conditions have been met, the remaining members of the board of directors may rely on such opinion in authorizing the requested indemnification.

In the event that all of the members of the board of directors are named as respondents in an administrative proceeding or civil action and request indemnification, the board shall authorize independent legal counsel to review the indemnification request and provide the board with a written opinion of counsel as to whether the conditions delineated in the first four paragraphs of this Article Tenth have been met. If legal counsel opines that said conditions have been met, the board of directors may rely on such opinion in authorizing the requested indemnification.

To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in these articles of association (a) shall be available with respect to events occurring prior to the adoption of these articles of association, (b) shall continue to exist after any restrictive amendment of these articles of association with respect to events occurring prior to such amendment, (c) may be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding, or on the basis of applicable law in effect at the time such rights are claimed, and (d) are in the nature of contract rights which may be enforced in any court of competent jurisdiction as if the association and the institution-affiliated party (or his or her heirs, executors or administrators) for whom such rights are sought were parties to a separate written agreement.

The rights of indemnification and to the advancement of expenses provided in these articles of association shall not, to the extent permitted under applicable law, be deemed exclusive of any other rights to which any such institution affiliated party (or his or her heirs, executors or administrators) may now or hereafter be otherwise entitled whether contained in these articles of association, the bylaws, a resolution of stockholders, a resolution of the board of directors, or an agreement providing such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in these articles of association shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any such institution-affiliated party (or of his or her heirs, executors or administrators) in any such action or proceeding to have assessed or allowed in his or her favor, against the association or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

If this Article Tenth or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article Tenth shall remain fully enforceable.

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The association may, upon affirmative vote of a majority of its board of directors, purchase insurance to indemnify its institution-affiliated parties to the extent that such indemnification is allowed in these articles of association; provided, however, that no such insurance shall include coverage to pay or reimburse any institution-affiliated party for the cost of any judgment or civil money penalty assessed against such person in an administrative proceeding or civil action commenced by any federal banking agency. Such insurance may, but need not, be for the benefit of all institution-affiliated parties.

ELEVENTH. These articles of association may be amended at any regular or special meeting of the shareholders by the affirmative vote of the holders of a majority of the stock of this association, unless the vote of the holders of a greater amount of stock is required by law, and in that case by the vote of the holders of such greater amount. The association's board of directors may propose one or more amendments to the articles of association for submission to the shareholders.

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**EXHIBIT 4**

**BY-LAWS OF WILMINGTON TRUST, NATIONAL ASSOCIATION**

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## AMENDED AND RESTATED BYLAWS

OF

### WILMINGTON TRUST, NATIONAL ASSOCIATION

#### ARTICLE I

##### Meetings of Shareholders

**Section 1. Annual Meeting.** The annual meeting of the shareholders to elect directors and transact whatever other business may properly come before the meeting shall be held at the main office of the association, Rodney Square North, 1100 Market Street, City of Wilmington, State of Delaware, at 1:00 o'clock p.m. on the first Tuesday in March of each year, or at such other place and time as the board of directors may designate, or if that date falls on a legal holiday in Delaware, on the next following banking day. Notice of the meeting shall be mailed by first class mail, postage prepaid, at least 10 days and no more than 60 days prior to the date thereof, addressed to each shareholder at his/her address appearing on the books of the association. If, for any cause, an election of directors is not made on that date, or in the event of a legal holiday, on the next following banking day, an election may be held on any subsequent day within 60 days of the date fixed, to be designated by the board of directors, or, if the directors fail to fix the date, by shareholders representing two-thirds of the shares. In these circumstances, at least 10 days' notice must be given by first class mail to shareholders.

**Section 2. Special Meetings.** Except as otherwise specifically provided by statute, special meetings of the shareholders may be called for any purpose at any time by the board of directors or by any one or more shareholders owning, in the aggregate, not less than fifty percent of the stock of the association. Every such special meeting, unless otherwise provided by law, shall be called by mailing, postage prepaid, not less than 10 days nor more than 60 days prior to the date fixed for the meeting, to each shareholder at the address appearing on the books of the association a notice stating the purpose of the meeting.

The board of directors may fix a record date for determining shareholders entitled to notice and to vote at any meeting, in reasonable proximity to the date of giving notice to the shareholders of such meeting. The record date for determining shareholders entitled to demand a special meeting is the date the first shareholder signs a demand for the meeting describing the purpose or purposes for which it is to be held.

A special meeting may be called by shareholders or the board of directors to amend the articles of association or bylaws, whether or not such bylaws may be amended by the board of directors in the absence of shareholder approval.

If an annual or special shareholders' meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time or place, if the new date, time or place is announced at the meeting before adjournment, unless any additional items of business are to be considered, or the association becomes aware of an intervening event materially affecting any matter to be voted on more than 10 days prior to the date to which the meeting is adjourned. If a new record date for the adjourned meeting is fixed, however, notice of the adjourned meeting must be given to persons who are shareholders as of the new record date. If, however, the meeting to elect the directors is adjourned before the election takes place, at least ten days' notice of the new election must be given to the shareholders by first-class mail.

**Section 3. Nominations of Directors.** Nominations for election to the board of directors may be made by the board of directors or by any stockholder of any outstanding class of capital stock of the association entitled to vote for the election of directors. Nominations, other than those made by or on behalf of the existing management of the association, shall be made in writing and shall be delivered or mailed to the president of the association and the Comptroller of the Currency, Washington, D.C., not less than 14 days nor more than 50 days prior to any meeting of shareholders called for the election of directors; *provided, however*, that if less than 21 days' notice of the meeting is given to shareholders, such nomination shall be mailed or delivered to the president of the association not later than the close of business on the seventh day following the day on which the notice of meeting was mailed. Such notification shall contain the following information to the extent known to the notifying shareholder:

- (1) The name and address of each proposed nominee;
- (2) The principal occupation of each proposed nominee;
- (3) The total number of shares of capital stock of the association that will be voted for each proposed nominee;
- (4) The name and residence of the notifying shareholder; and
- (5) The number of shares of capital stock of the association owned by the notifying shareholder.

Nominations not made in accordance herewith may, in his/her discretion, be disregarded by the chairperson of the meeting, and upon his/her instructions, the vote tellers may disregard all votes cast for each such nominee.

**Section 4. Proxies.** Shareholders may vote at any meeting of the shareholders by proxies duly authorized in writing, but no officer or employee of this association shall act as proxy. Proxies shall be valid only for one meeting, to be specified therein, and any adjournments of such meeting. Proxies shall be dated and filed with the records of the meeting. Proxies with facsimile signatures may be used and unexecuted proxies may be counted upon receipt of a written confirmation from the shareholder. Proxies meeting the above requirements submitted at any time during a meeting shall be accepted.

**Section 5. Quorum.** A majority of the outstanding capital stock, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders, unless otherwise provided by law, or by the shareholders or directors pursuant to Article IX, Section 2, but less than a quorum may adjourn any meeting, from time to time, and the meeting may be held, as adjourned, without further notice. A majority of the votes cast shall decide every question or matter submitted to the shareholders at any meeting, unless otherwise provided by law or by the articles of association, or by the shareholders or directors pursuant to Article IX, Section 2. If a meeting for the election of directors is not held on the fixed date, at least 10 days' notice must be given by first-class mail to the shareholders.

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## ARTICLE II

### Directors

**Section 1. Board of Directors.** The board of directors shall have the power to manage and administer the business and affairs of the association. Except as expressly limited by law, all corporate powers of the association shall be vested in and may be exercised by the board of directors.

**Section 2. Number.** The board of directors shall consist of not less than five nor more than twenty-five members, unless the OCC has exempted the bank from the 25-member limit. The exact number within such minimum and maximum limits is to be fixed and determined from time to time by resolution of a majority of the full board of directors or by resolution of a majority of the shareholders at any meeting thereof.

**Section 3. Organization Meeting.** The secretary or treasurer, upon receiving the certificate of the judges of the result of any election, shall notify the directors-elect of their election and of the time at which they are required to meet at the main office of the association, or at such other place in the cities of Wilmington, Delaware or Buffalo, New York, to organize the new board of directors and elect and appoint officers of the association for the succeeding year. Such meeting shall be held on the day of the election or as soon thereafter as practicable, and, in any event, within 30 days thereof. If, at the time fixed for such meeting, there shall not be a quorum, the directors present may adjourn the meeting, from time to time, until a quorum is obtained.

**Section 4. Regular Meetings.** The Board of Directors may, at any time and from time to time, by resolution designate the place, date and hour for the holding of a regular meeting, but in the absence of any such designation, regular meetings of the board of directors shall be held, without notice, on the first Tuesday of each March, June and September, and on the second Tuesday of each December at the main office or other such place as the board of directors may designate. When any regular meeting of the board of directors falls upon a holiday, the meeting shall be held on the next banking business day unless the board of directors shall designate another day.

**Section 5. Special Meetings.** Special meetings of the board of directors may be called by the Chairman of the Board of the association, or at the request of two or more directors. Each member of the board of directors shall be given notice by telegram, first class mail, or in person stating the time and place of each special meeting.

**Section 6. Quorum.** A majority of the entire board then in office shall constitute a quorum at any meeting, except when otherwise provided by law or these bylaws, but a lesser number may adjourn any meeting, from time to time, and the meeting may be held, as adjourned, without further notice. If the number of directors present at the meeting is reduced below the number that would constitute a quorum, no business may be transacted, except selecting directors to fill vacancies in conformance with Article II, Section 7. If a quorum is present, the board of directors may take action through the vote of a majority of the directors who are in attendance.

**Section 7. Meetings by Conference Telephone.** Any one or more members of the board of directors or any committee thereof may participate in a meeting of such board or committees by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at such meeting.

**Section 8. Procedures.** The order of business and all other matters of procedure at every meeting of the board of directors may be determined by the person presiding at the meeting.

**Section 9. Removal of Directors.** Any director may be removed for cause, at any meeting of stockholders notice of which shall have referred to the proposed action, by vote of the stockholders. Any director may be removed without cause, at any meeting of stockholders notice of which shall have referred to the proposed action, by the vote of the holders of a majority of the shares of the Corporation entitled to vote. Any director may be removed for cause, at any meeting of the directors notice of which shall have referred to the proposed action, by vote of a majority of the entire Board of Directors.

**Section 10. Vacancies.** When any vacancy occurs among the directors, a majority of the remaining members of the board of directors, according to the laws of the United States, may appoint a director to fill such vacancy at any regular meeting of the board of directors, or at a special meeting called for that purpose at which a quorum is present, or if the directors remaining in office constitute fewer than a quorum of the board of directors, by the affirmative vote of a majority of all the directors remaining in office, or by shareholders at a special meeting called for that purpose in conformance with Section 2 of Article I. At any such shareholder meeting, each shareholder entitled to vote shall have the right to multiply the number of votes he or she is entitled to cast by the number of vacancies being filled and cast the product for a single candidate or distribute the product among two or more candidates. A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date) may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

### **ARTICLE III** **Committees of the Board**

The board of directors has power over and is solely responsible for the management, supervision, and administration of the association. The board of directors may delegate its power, but none of its responsibilities, to such persons or committees as the board may determine.

The board of directors must formally ratify written policies authorized by committees of the board of directors before such policies become effective. Each committee must have one or more member(s), and who may be an officer of the association or an officer or director of any affiliate of the association, who serve at the pleasure of the board of directors. Provisions of the articles of association and these bylaws governing place of meetings, notice of meeting, quorum and voting requirements of the board of directors, apply to committees and their members as well. The creation of a committee and appointment of members to it must be approved by the board of directors.

**Section 1. Loan Committee.** There shall be a loan committee composed of not less than 2 directors, appointed by the board of directors annually or more often. The loan committee, on behalf of the bank, shall have power to discount and purchase bills, notes and other evidences of debt, to buy and sell bills of exchange, to examine and approve loans and discounts, to exercise authority regarding loans and discounts, and to exercise, when the board of directors is not in session, all other powers of the board of directors that may lawfully be delegated. The loan committee shall keep minutes of its meetings, and such minutes shall be submitted at the next regular meeting of the board of directors at which a quorum is present, and any action taken by the board of directors with respect thereto shall be entered in the minutes of the board of directors.

**Section 2. Investment Committee.** There shall be an investment committee composed of not less than 2 directors, appointed by the board of directors annually or more often. The investment committee, on behalf of the bank, shall have the power to ensure adherence to the investment policy, to recommend amendments thereto, to purchase and sell securities, to exercise authority regarding investments and to exercise, when the board of directors is not in session, all other powers of the board of directors regarding investment securities that may be lawfully delegated. The investment committee shall keep minutes of its meetings, and such minutes shall be submitted at the next regular meeting of the board of directors at which a quorum is present, and any action taken by the board of directors with respect thereto shall be entered in the minutes of the board of directors.

**Section 3. Examining Committee.** There shall be an examining committee composed of not less than 2 directors, exclusive of any active officers, appointed by the board of directors annually or more often. The duty of that committee shall be to examine at least once during each calendar year and within 15 months of the last examination the affairs of the association or cause suitable examinations to be made by auditors responsible only to the board of directors and to report the result of such examination in writing to the board of directors at the next regular meeting thereafter. Such report shall state whether the association is in a sound condition, and whether adequate internal controls and procedures are being maintained and shall recommend to the board of directors such changes in the manner of conducting the affairs of the association as shall be deemed advisable.

Notwithstanding the provisions of the first paragraph of this section 3, the responsibility and authority of the Examining Committee may, if authorized by law, be given over to a duly constituted audit committee of the association's parent corporation by a resolution duly adopted by the board of directors.

**Section 4. Trust Audit Committee.** There shall be a trust audit committee in conformance with Section 1 of Article V.

**Section 5. Other Committees.** The board of directors may appoint, from time to time, from its own members, compensation, special litigation and other committees of one or more persons, for such purposes and with such powers as the board of directors may determine.

However, a committee may not:

- (1) Authorize distributions of assets or dividends;
- (2) Approve action required to be approved by shareholders;
- (3) Fill vacancies on the board of directors or any of its committees;
- (4) Amend articles of association;
- (5) Adopt, amend or repeal bylaws; or
- (6) Authorize or approve issuance or sale or contract for sale of shares, or determine the designation and relative rights, preferences and limitations of a class or series of shares.

**Section 6. Committee Members' Fees.** Committee members may receive a fee for their services as committee members and traveling and other out-of-pocket expenses incurred in attending any meeting of a committee of which they are a member. The fee may be a fixed sum to be paid for attending each meeting or a fixed sum to be paid quarterly, or semiannually, irrespective of the number of meetings attended or not attended. The amount of the fee and the basis on which it shall be paid shall be determined by the Board of Directors.



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**ARTICLE IV**  
**Officers and Employees**

**Section 1. Chairperson of the Board.** The board of directors shall appoint one of its members to be the chairperson of the board to serve at its pleasure. Such person shall preside at all meetings of the board of directors. The chairperson of the board shall supervise the carrying out of the policies adopted or approved by the board of directors; shall have general executive powers, as well as the specific powers conferred by these bylaws; and shall also have and may exercise such further powers and duties as from time to time may be conferred upon or assigned by the board of directors.

**Section 2. President.** The board of directors shall appoint one of its members to be the president of the association. In the absence of the chairperson, the president shall preside at any meeting of the board of directors. The president shall have general executive powers and shall have and may exercise any and all other powers and duties pertaining by law, regulation, or practice to the office of president, or imposed by these bylaws. The president shall also have and may exercise such further powers and duties as from time to time may be conferred or assigned by the board of directors.

**Section 3. Vice President.** The board of directors may appoint one or more vice presidents. Each vice president shall have such powers and duties as may be assigned by the board of directors. One vice president shall be designated by the board of directors, in the absence of the president, to perform all the duties of the president.

**Section 4. Secretary.** The board of directors shall appoint a secretary, treasurer, or other designated officer who shall be secretary of the board of directors and of the association and who shall keep accurate minutes of all meetings. The secretary shall attend to the giving of all notices required by these bylaws; shall be custodian of the corporate seal, records, documents and papers of the association; shall provide for the keeping of proper records of all transactions of the association; shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of treasurer, or imposed by these bylaws; and shall also perform such other duties as may be assigned from time to time, by the board of directors.

**Section 5. Other Officers.** The board of directors may appoint one or more assistant vice presidents, one or more trust officers, one or more assistant secretaries, one or more assistant treasurers, one or more managers and assistant managers of branches and such other officers and attorneys in fact as from time to time may appear to the board of directors to be required or desirable to transact the business of the association. Such officers shall respectively exercise such powers and perform such duties as pertain to their several offices, or as may be conferred upon or assigned to them by the board of directors, the chairperson of the board, or the president. The board of directors may authorize an officer to appoint one or more officers or assistant officers.

**Section 6. Tenure of Office.** The president and all other officers shall hold office for the current year for which the board of directors was elected, unless they shall resign, become disqualified, or be removed; and any vacancy occurring in the office of president shall be filled promptly by the board of directors.

**Section 7. Resignation.** An officer may resign at any time by delivering notice to the association. A resignation is effective when the notice is given unless the notice specifies a later effective date.

## **ARTICLE V**

### **Fiduciary Activities**

**Section 1. Trust Audit Committee.** There shall be a Trust Audit Committee composed of not less than 2 directors, appointed by the board of directors, which shall, at least once during each calendar year make suitable audits of the association's fiduciary activities or cause suitable audits to be made by auditors responsible only to the board, and at such time shall ascertain whether fiduciary powers have been administered according to law, Part 9 of the Regulations of the Comptroller of the Currency, and sound fiduciary principles. Such committee: (1) must not include any officers of the bank or an affiliate who participate significantly in the administration of the bank's fiduciary activities; and (2) must consist of a majority of members who are not also members of any committee to which the board of directors has delegated power to manage and control the fiduciary activities of the bank.

Notwithstanding the provisions of the first paragraph of this section 1, the responsibility and authority of the Trust Audit Committee may, if authorized by law, be given over to a duly constituted audit committee of the association's parent corporation by a resolution duly adopted by the board of directors.

**Section 2. Fiduciary Files.** There shall be maintained by the association all fiduciary records necessary to assure that its fiduciary responsibilities have been properly undertaken and discharged.

**Section 3. Trust Investments.** Funds held in a fiduciary capacity shall be invested according to the instrument establishing the fiduciary relationship and applicable law. Where such instrument does not specify the character and class of investments to be made, but does vest in the association investment discretion, funds held pursuant to such instrument shall be invested in investments in which corporate fiduciaries may invest under applicable law.

## **ARTICLE VI**

### **Stock and Stock Certificates**

**Section 1. Transfers.** Shares of stock shall be transferable on the books of the association, and a transfer book shall be kept in which all transfers of stock shall be recorded. Every person becoming a shareholder by such transfer shall in proportion to such shareholder's shares, succeed to all rights of the prior holder of such shares. The board of directors may impose conditions upon the transfer of the stock reasonably calculated to simplify the work of the association with respect to stock transfers, voting at shareholder meetings and related matters and to protect it against fraudulent transfers.

**Section 2. Stock Certificates.** Certificates of stock shall bear the signature of the president (which may be engraved, printed or impressed) and shall be signed manually or by facsimile process by the secretary, assistant secretary, treasurer, assistant treasurer, or any other officer appointed by the board of directors for that purpose, to be known as an authorized officer, and the seal of the association shall be engraved thereon. Each certificate shall recite on its face that the stock represented thereby is transferable only upon the books of the association properly endorsed.

The board of directors may adopt or use procedures for replacing lost, stolen, or destroyed stock certificates as permitted by law.

The association may establish a procedure through which the beneficial owner of shares that are registered in the name of a nominee may be recognized by the association as the shareholder. The procedure may set forth:

- (1) The types of nominees to which it applies;
- (2) The rights or privileges that the association recognizes in a beneficial owner;
- (3) How the nominee may request the association to recognize the beneficial owner as the shareholder;
- (4) The information that must be provided when the procedure is selected;
- (5) The period over which the association will continue to recognize the beneficial owner as the shareholder;
- (6) Other aspects of the rights and duties created.

## **ARTICLE VII**

### **Corporate Seal**

**Section 1. Seal.** The seal of the association shall be in such form as may be determined from time to time by the board of directors. The president, the treasurer, the secretary or any assistant treasurer or assistant secretary, or other officer thereunto designated by the board of directors shall have authority to affix the corporate seal to any document requiring such seal and to attest the same. The seal on any corporate obligation for the payment of money may be facsimile.

## **ARTICLE VIII**

### **Miscellaneous Provisions**

**Section 1. Fiscal Year.** The fiscal year of the association shall be the calendar year.

**Section 2. Execution of Instruments.** All agreements, indentures, mortgages, deeds, conveyances, transfers, certificates, declarations, receipts, discharges, releases, satisfactions, settlements, petitions, schedules, accounts, affidavits, bonds, undertakings, proxies and other instruments or documents may be signed, executed, acknowledged, verified, delivered or accepted on behalf of the association by the chairperson of the board, or the president, or any vice president, or the secretary, or the treasurer, or, if in connection with the exercise of fiduciary powers of the association, by any of those offices or by any trust officer. Any such instruments may also be executed, acknowledged, verified, delivered or accepted on behalf of the association in such other manner and by such other officers as the board of directors may from time to time direct. The provisions of this section 2 are supplementary to any other provision of these bylaws.

**Section 3. Records.** The articles of association, the bylaws and the proceedings of all meetings of the shareholders, the board of directors, and standing committees of the board of directors shall be recorded in appropriate minute books provided for that purpose. The minutes of each meeting shall be signed by the secretary, treasurer or other officer appointed to act as secretary of the meeting.

**Section 4. Corporate Governance Procedures.** To the extent not inconsistent with federal banking statutes and regulations, or safe and sound banking practices, the association may follow the Delaware General Corporation Law, Del. Code Ann. tit. 8 (1991, as amended 1994, and as amended thereafter) with respect to matters of corporate governance procedures.

**Section 5. Indemnification.** For purposes of this Section 5 of Article VIII, the term “institution-affiliated party” shall mean any institution-affiliated party of the association as such term is defined in 12 U.S.C. 1813(u).

Any institution-affiliated party (or his or her heirs, executors or administrators) may be indemnified or reimbursed by the association for reasonable expenses actually incurred in connection with any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, governmental, administrative or investigative, in accordance with and to the fullest extent permitted by law, as such law now or hereafter exists; provided, however, that when an administrative proceeding or action instituted by a federal banking agency results in a final order or settlement pursuant to which such person: (i) is assessed a civil money penalty, (ii) is removed from office or prohibited from participating in the conduct of the affairs of the association, or (iii) is required to cease and desist from or to take any affirmative action described in 12 U.S.C. 1818(b) with respect to the association, then the association shall require the repayment of all legal fees and expenses advanced pursuant to the next succeeding paragraph and may not indemnify such institution-affiliated parties (or their heirs, executors or administrators) for expenses, including expenses for legal fees, penalties or other payments incurred. The association shall provide indemnification in connection with an action or proceeding (or part thereof) initiated by an institution-affiliated party (or by his or her heirs, executors or administrators) only if such action or proceeding (or part thereof) was authorized by the board of directors.

Expenses incurred by an institution-affiliated party (or by his or her heirs, executors or administrators) in connection with any action or proceeding under 12 U.S.C. 164 or 1818 may be paid by the association in advance of the final disposition of such action or proceeding upon (a) a determination by the board of directors acting by a quorum consisting of directors who are not parties to such action or proceeding that the institution-affiliated party (or his or her heirs, executors or administrators) has a reasonable basis for prevailing on the merits, (b) a determination that the indemnified individual (or his or her heirs, executors or administrators) will have the financial capacity to reimburse the bank in the event he or she does not prevail, (c) a determination that the payment of expenses and fees by the association will not adversely affect the safety and soundness of the association, and (d) receipt of an undertaking by or on behalf of such institution-affiliated party (or by his or her heirs, executors or administrators) to repay such advancement in the event of a final order or settlement pursuant to which such person: (i) is assessed a civil money penalty, (ii) is removed from office or prohibited from participating in the conduct of the affairs of the association, or (iii) is required to cease and desist from or to take any affirmative action described in 12 U.S.C. 1818(b) with respect to the association. In all other instances, expenses incurred by an institution-affiliated party (or by his or her heirs, executors or administrators) in connection with any action or proceeding as to which indemnification may be given under these articles of association may be paid by the association in advance of the final disposition of such action or proceeding upon (a) receipt of an undertaking by or on behalf of such institution-affiliated party (or by or on behalf of his or her heirs, executors or administrators) to repay such advancement in the event that such institution-affiliated party (or his or her heirs, executors or administrators) is ultimately found not to be entitled to indemnification as authorized by these bylaws and (b) approval by the board of directors acting by a quorum consisting of directors who are not parties to such action or proceeding or, if such a quorum is not obtainable, then approval by stockholders. To the extent permitted by law, the board of directors or, if applicable, the stockholders, shall not be required to find that the institution-affiliated party has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding.

In the event that a majority of the members of the board of directors are named as respondents in an administrative proceeding or civil action and request indemnification, the remaining members of the board may authorize independent legal counsel to review the indemnification request and provide the remaining members of the board with a written opinion of counsel as to whether the conditions delineated in the first four paragraphs of this Section 5 of Article VIII have been met. If independent legal counsel opines that said conditions have been met, the remaining members of the board of directors may rely on such opinion in authorizing the requested indemnification.

In the event that all of the members of the board of directors are named as respondents in an administrative proceeding or civil action and request indemnification, the board shall authorize independent legal counsel to review the indemnification request and provide the board with a written opinion of counsel as to whether the conditions delineated in the first four paragraphs of this Section 5 of Article VIII have been met. If legal counsel opines that said conditions have been met, the board of directors may rely on such opinion in authorizing the requested indemnification.

To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in these articles of association (a) shall be available with respect to events occurring prior to the adoption of these bylaws, (b) shall continue to exist after any restrictive amendment of these bylaws with respect to events occurring prior to such amendment, (c) may be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding, or on the basis of applicable law in effect at the time such rights are claimed, and (d) are in the nature of contract rights which may be enforced in any court of competent jurisdiction as if the association and the institution-affiliated party (or his or her heirs, executors or administrators) for whom such rights are sought were parties to a separate written agreement.

The rights of indemnification and to the advancement of expenses provided in these bylaws shall not, to the extent permitted under applicable law, be deemed exclusive of any other rights to which any such institution-affiliated party (or his or her heirs, executors or administrators) may now or hereafter be otherwise entitled whether contained in the association's articles of association, these bylaws, a resolution of stockholders, a resolution of the board of directors, or an agreement providing such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in these bylaws shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any such institution-affiliated party (or of his or her heirs, executors or administrators) in any such action or proceeding to have assessed or allowed in his or her favor, against the association or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

If this Section 5 of Article VIII or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Section 5 of Article VIII shall remain fully enforceable.

The association may, upon affirmative vote of a majority of its board of directors, purchase insurance to indemnify its institution-affiliated parties to the extent that such indemnification is allowed in these bylaws; provided, however, that no such insurance shall include coverage for a final order assessing civil money penalties against such persons by a bank regulatory agency. Such insurance may, but need not, be for the benefit of all institution-affiliated parties.

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**ARTICLE IX**  
**Inspection and Amendments**

**Section 1. Inspection.** A copy of the bylaws of the association, with all amendments, shall at all times be kept in a convenient place at the main office of the association, and shall be open for inspection to all shareholders during banking hours.

**Section 2. Amendments.** The bylaws of the association may be amended, altered or repealed, at any regular meeting of the board of directors, by a vote of a majority of the total number of the directors except as provided below, and provided that the following language accompany any such change.

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**EXHIBIT 6**

**Section 321(b) Consent**

Pursuant to Section 321(b) of the Trust Indenture Act of 1939, as amended, Wilmington Trust, National Association hereby consents that reports of examinations by Federal, State, Territorial or District authorities may be furnished by such authorities to the Securities and Exchange Commission upon requests therefor.

**WILMINGTON TRUST, NATIONAL ASSOCIATION**

Dated: April 10, 2014

By: /s/ W. Thomas Morris, II

Name: W. Thomas Morris, II

Title: Vice President

**EXHIBIT 7****REPORT OF CONDITION****WILMINGTON TRUST, NATIONAL ASSOCIATION**

As of the close of business on December 31, 2013:

	Thousands of Dollars
<b>ASSETS</b>	
Cash and balances due from depository institutions:	1,122,601
Securities:	5,149
Federal funds sold and securities purchased under agreement to resell:	0
Loans and leases held for sale:	0
Loans and leases net of unearned income, allowance:	503,965
Premises and fixed assets:	11,431
Other real estate owned:	0
Investments in unconsolidated subsidiaries and associated companies:	0
Direct and indirect investments in real estate ventures:	0
Intangible assets:	4,402
Other assets:	61,965
<b>Total Assets:</b>	<b>1,709,513</b>
	Thousands of Dollars
<b>LIABILITIES</b>	
Deposits	1,093,939
Federal funds purchased and securities sold under agreements to repurchase	132,100
Other borrowed money:	0
Other Liabilities:	61,029
<b>Total Liabilities</b>	<b>1,287,068</b>
	Thousands of Dollars
<b>EQUITY CAPITAL</b>	
Common Stock	1,000
Surplus	384,176
Retained Earnings	37,827
Accumulated other comprehensive income	(558)
Total Equity Capital	422,445
<b>Total Liabilities and Equity Capital</b>	<b>1,709,513</b>



SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM T-1

STATEMENT OF ELIGIBILITY  
UNDER THE TRUST INDENTURE ACT OF 1939  
OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE

☐ CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

WILMINGTON TRUST, NATIONAL ASSOCIATION  
(Exact name of trustee as specified in its charter)

16-1486454  
(I.R.S. employer identification no.)

1100 North Market Street  
Wilmington, DE 19890  
(Address of principal executive offices)

Robert C. Fiedler  
Vice President and Counsel  
1100 North Market Street  
Wilmington, Delaware 19890  
(302) 651-8541  
(Name, address and telephone number of agent for service)

Medical Properties Trust, Inc.  
MPT Operating Partnership, L.P.  
MPT Finance Corporation  
(Exact name of obligor as specified in its charter)

Maryland  
Delaware  
Delaware  
(State of incorporation)

1000 Urban Center Drive, Suite 501  
Birmingham, AL  
(Address of principal executive offices)

20-0191742  
20-0242069  
45-1537205  
(I.R.S. employer  
identification no.)

35242  
(Zip Code)

Debt Securities  
(Title of the indenture securities)

**Item 1. GENERAL INFORMATION.** Furnish the following information as to the trustee:

(a) *Name and address of each examining or supervising authority to which it is subject.*

Comptroller of Currency, Washington, D.C.

Federal Deposit Insurance Corporation, Washington, D.C.

(b) *Whether it is authorized to exercise corporate trust powers.*

Yes.

**Item 2. AFFILIATIONS WITH THE OBLIGOR.** *If the obligor is an affiliate of the trustee, describe each affiliation:*

Based upon an examination of the books and records of the trustee and upon information furnished by the obligor, the obligor is not an affiliate of the trustee.

**Item 16. LIST OF EXHIBITS.** Listed below are all exhibits filed as part of this Statement of Eligibility and Qualification.

1. A copy of the Charter for Wilmington Trust, National Association, incorporated by reference to Exhibit 1 of Form T-1.
2. The authority of Wilmington Trust, National Association to commence business was granted under the Charter for Wilmington Trust, National Association, incorporated herein by reference to Exhibit 1 of Form T-1.
3. The authorization to exercise corporate trust powers was granted under the Charter for Wilmington Trust, National Association, incorporated herein by reference to Exhibit 1 of Form T-1.
4. A copy of the existing By-Laws of Trustee, as now in effect, incorporated herein by reference to Exhibit 4 of form T-1.
5. Not applicable.
6. The consent of Trustee as required by Section 321(b) of the Trust Indenture Act of 1939, incorporated herein by reference to Exhibit 6 of Form T-1.
7. Current Report of the Condition of Trustee, published pursuant to law or the requirements of its supervising or examining authority, attached as Exhibit 7.
8. Not applicable.
9. Not applicable.

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**SIGNATURE**

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the trustee, Wilmington Trust, National Association, a national banking association organized and existing under the laws of the United States of America, has duly caused this Statement of Eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Wilmington and State of Delaware on the 10<sup>th</sup> day of April, 2014.

**WILMINGTON TRUST, NATIONAL ASSOCIATION**

By: /s/ W. Thomas Morris, II  
Name: W. Thomas Morris, II  
Title: Vice President

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**EXHIBIT 1**

**CHARTER OF WILMINGTON TRUST, NATIONAL ASSOCIATION**

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**ARTICLES OF ASSOCIATION  
OF  
WILMINGTON TRUST, NATIONAL ASSOCIATION**

For the purpose of organizing an association to perform any lawful activities of national banks, the undersigned do enter into the following articles of association:

FIRST. The title of this association shall be Wilmington Trust, National Association.

SECOND. The main office of the association shall be in the City of Wilmington, County of New Castle, State of Delaware. The general business of the association shall be conducted at its main office and its branches.

THIRD. The board of directors of this association shall consist of not less than five nor more than twenty-five persons, unless the OCC has exempted the bank from the 25-member limit. The exact number is to be fixed and determined from time to time by resolution of a majority of the full board of directors or by resolution of a majority of the shareholders at any annual or special meeting thereof. Each director shall own common or preferred stock of the association or of a holding company owning the association, with an aggregate par, fair market or equity value \$1,000. Determination of these values may be based as of either (i) the date of purchase or (ii) the date the person became a director, whichever value is greater. Any combination of common or preferred stock of the association or holding company may be used.

Any vacancy in the board of directors may be filled by action of a majority of the remaining directors between meetings of shareholders. The board of directors may not increase the number of directors between meetings of shareholders to a number which:

- 1) exceeds by more than two the number of directors last elected by shareholders where the number was 15 or less; or
- 2) exceeds by more than four the number of directors last elected by shareholders where the number was 16 or more, but in no event shall the number of directors exceed 25, unless the OCC has exempted the bank from the 25-member limit.

Directors shall be elected for terms of one year and until their successors are elected and qualified. Terms of directors, including directors selected to fill vacancies, shall expire at the next regular meeting of shareholders at which directors are elected, unless the directors resign or are removed from office. Despite the expiration of a director's term, the director shall continue to serve until his or her successor is elected and qualifies or until there is a decrease in the number of directors and his or her position is eliminated.

Honorary or advisory members of the board of directors, without voting power or power of final decision in matters concerning the business of the association, may be appointed by resolution of a majority of the full board of directors, or by resolution of shareholders at any annual or special meeting. Honorary or advisory directors shall not be counted to determine the number of directors of the association or the presence of a quorum in connection with any board action, and shall not be required to own qualifying shares.

FOURTH. There shall be an annual meeting of the shareholders to elect directors and transact whatever other business may be brought before the meeting. It shall be held at the main office or any other convenient place the board of directors may designate, on the day of each year specified therefor in the bylaws, or, if that day falls on a legal holiday in the state in which the association is located, on the next following banking day. If no election is held on the day fixed, or in the event of a legal holiday on the following banking day, an election may be held on any subsequent day within 60 days of the day fixed, to be designated by the board of directors, or, if the directors fail to fix the day, by shareholders representing two-thirds of the shares issued and outstanding. In all cases at least 10 days advance notice of the time, place and purpose of a shareholders' meeting shall be given to the shareholders by first class mail, unless the OCC determines that an emergency circumstance exists. The sole shareholder of the bank is permitted to waive notice of the shareholders' meeting.

In all elections of directors, the number of votes each common shareholder may cast will be determined by multiplying the number of shares such shareholder owns by the number of directors to be elected. Those votes may be cumulated and cast for a single candidate or may be distributed among two or more candidates in the manner selected by the shareholder. If, after the first ballot, subsequent ballots are necessary to elect directors, a shareholder may not vote shares that he or she has already fully cumulated and voted in favor of a successful candidate. On all other questions, each common shareholder shall be entitled to one vote for each share of stock held by him or her.

Nominations for election to the board of directors may be made by the board of directors or by any stockholder of any outstanding class of capital stock of the association entitled to vote for election of directors. Nominations other than those made by or on behalf of the existing management shall be made in writing and be delivered or mailed to the president of the association not less than 14 days nor more than 50 days prior to any meeting of shareholders called for the election of directors; provided, however, that if less than 21 days notice of the meeting is given to shareholders, such nominations shall be mailed or delivered to the president of the association not later than the close of business on the seventh day following the day on which the notice of meeting was mailed. Such notification shall contain the following information to the extent known to the notifying shareholder:

- 1) The name and address of each proposed nominee.
- 2) The principal occupation of each proposed nominee.
- 3) The total number of shares of capital stock of the association that will be voted for each proposed nominee.
- 4) The name and residence address of the notifying shareholder.
- 5) The number of shares of capital stock of the association owned by the notifying shareholder.

Nominations not made in accordance herewith may, in his/her discretion, be disregarded by the chairperson of the meeting, and the vote tellers may disregard all votes cast for each such nominee. No bylaw may unreasonably restrict the nomination of directors by shareholders.

A director may resign at any time by delivering written notice to the board of directors, its chairperson, or to the association, which resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.

A director may be removed by shareholders at a meeting called to remove the director, when notice of the meeting stating that the purpose or one of the purposes is to remove the director is provided, if there is a failure to fulfill one of the affirmative requirements for qualification, or for cause; provided, however, that a director may not be removed if the number of votes sufficient to elect the director under cumulative voting is voted against the director's removal.

FIFTH. The authorized amount of capital stock of this association shall be ten thousand shares of common stock of the par value of one hundred dollars (\$100) each; but said capital stock may be increased or decreased from time to time, according to the provisions of the laws of the United States.

No holder of shares of the capital stock of any class of the association shall have any preemptive or preferential right of subscription to any shares of any class of stock of the association, whether now or hereafter authorized, or to any obligations convertible into stock of the association, issued, or sold, nor any right of subscription to any thereof other than such, if any, as the board of directors, in its discretion, may from time to time determine and at such price as the board of directors may from time to time fix. Preemptive rights also must be approved by a vote of holders of two-thirds of the bank's outstanding voting shares. Unless otherwise specified in these articles of association or required by law, (1) all matters requiring shareholder action, including amendments to the articles of association, must be approved by shareholders owning a majority voting interest in the outstanding voting stock, and (2) each shareholder shall be entitled to one vote per share.

Unless otherwise specified in these articles of association or required by law, all shares of voting stock shall be voted together as a class, on any matters requiring shareholder approval. If a proposed amendment would affect two or more classes or series in the same or a substantially similar way, all the classes or series so affected must vote together as a single voting group on the proposed amendment.

Shares of one class or series may be issued as a dividend for shares of the same class or series on a pro rata basis and without consideration. Shares of one class or series may be issued as share dividends for a different class or series of stock if approved by a majority of the votes entitled to be cast by the class or series to be issued, unless there are no outstanding shares of the class or series to be issued. Unless otherwise provided by the board of directors, the record date for determining shareholders entitled to a share dividend shall be the date authorized by the board of directors for the share dividend.

Unless otherwise provided in the bylaws, the record date for determining shareholders entitled to notice of and to vote at any meeting is the close of business on the day before the first notice is mailed or otherwise sent to the shareholders, provided that in no event may a record date be more than 70 days before the meeting.

If a shareholder is entitled to fractional shares pursuant to a stock dividend, consolidation or merger, reverse stock split or otherwise, the association may: (a) issue fractional shares; (b) in lieu of the issuance of fractional shares, issue script or warrants entitling the holder to receive a full share upon surrendering enough script or warrants to equal a full share; (c) if there is an established and active market in the association's stock, make reasonable arrangements to provide the shareholder with an opportunity to realize a fair price through sale of the fraction, or purchase of the additional fraction required for a full share; (d) remit the cash equivalent of the fraction to the shareholder; or (e) sell full shares representing all the fractions at public auction or to the highest bidder after having solicited and received sealed bids from at least three licensed stock brokers; and distribute the proceeds pro rata to shareholders who otherwise would be entitled to the fractional shares. The holder of a fractional share is entitled to exercise the rights for shareholder, including the right to vote, to receive dividends, and to participate in the assets of the association upon liquidation, in proportion to the fractional interest. The holder of script or warrants is not entitled to any of these rights unless the script or warrants explicitly provide for such rights. The script or warrants may be subject to such additional conditions as: (1) that the script or warrants will become void if not exchanged for full shares before a specified date; and (2) that the shares for which the script or warrants are exchangeable may be sold at the option of the association and the proceeds paid to scriptholders.

The association, at any time and from time to time, may authorize and issue debt obligations, whether or not subordinated, without the approval of the shareholders. Obligations classified as debt, whether or not subordinated, which may be issued by the association without the approval of shareholders, do not carry voting rights on any issue, including an increase or decrease in the aggregate number of the securities, or the exchange or reclassification of all or part of securities into securities of another class or series.

SIXTH. The board of directors shall appoint one of its members president of this association, and one of its members chairperson of the board and shall have the power to appoint one or more vice presidents, a secretary who shall keep minutes of the directors' and shareholders' meetings and be responsible for authenticating the records of the association, and such other officers and employees as may be required to transact the business of this association.

A duly appointed officer may appoint one or more officers or assistant officers if authorized by the board of directors in accordance with the bylaws.

The board of directors shall have the power to:

- 1) Define the duties of the officers, employees, and agents of the association.
- 2) Delegate the performance of its duties, but not the responsibility for its duties, to the officers, employees, and agents of the association.
- 3) Fix the compensation and enter into employment contracts with its officers and employees upon reasonable terms and conditions consistent with applicable law.
- 4) Dismiss officers and employees.
- 5) Require bonds from officers and employees and to fix the penalty thereof.
- 6) Ratify written policies authorized by the association's management or committees of the board.
- 7) Regulate the manner in which any increase or decrease of the capital of the association shall be made, provided that nothing herein shall restrict the power of shareholders to increase or decrease the capital of the association in accordance with law, and nothing shall raise or lower from two-thirds the percentage required for shareholder approval to increase or reduce the capital.
- 8) Manage and administer the business and affairs of the association.
- 9) Adopt initial bylaws, not inconsistent with law or the articles of association, for managing the business and regulating the affairs of the association.
- 10) Amend or repeal bylaws, except to the extent that the articles of association reserve this power in whole or in part to shareholders.
- 11) Make contracts.
- 12) Generally perform all acts that are legal for a board of directors to perform.

SEVENTH. The board of directors shall have the power to change the location of the main office to any other place within the limits of Wilmington, Delaware, without the approval of the shareholders, or with a vote of shareholders owning two-thirds of the stock of such association for a relocation outside such limits and upon receipt of a certificate of approval from the Comptroller of the Currency, to any other location within or outside the limits of Wilmington Delaware, but not more than 30 miles beyond such limits. The board of directors shall have the power to establish or change the location of any branch or branches of the association to any other location permitted under applicable law, without approval of shareholders, subject to approval by the Comptroller of the Currency.



EIGHTH. The corporate existence of this association shall continue until termination according to the laws of the United States.

NINTH. The board of directors of this association, or any one or more shareholders owning, in the aggregate, not less than 50 percent of the stock of this association, may call a special meeting of shareholders at any time. Unless otherwise provided by the bylaws or the laws of the United States, a notice of the time, place, and purpose of every annual and special meeting of the shareholders shall be given at least 10 days prior to the meeting by first-class mail, unless the OCC determines that an emergency circumstance exists. If the association is a wholly-owned subsidiary, the sole shareholder may waive notice of the shareholders' meeting. Unless otherwise provided by the bylaws or these articles, any action requiring approval of shareholders must be effected at a duly called annual or special meeting.

TENTH. For purposes of this Article Tenth, the term "institution-affiliated party" shall mean any institution-affiliated party of the association as such term is defined in 12 U.S.C. 1813(u).

Any institution-affiliated party (or his or her heirs, executors or administrators) may be indemnified or reimbursed by the association for reasonable expenses actually incurred in connection with any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, governmental, administrative or investigative, in accordance with and to the fullest extent permitted by law, as such law now or hereafter exists; provided, however, that when an administrative proceeding or action instituted by a federal banking agency results in a final order or settlement pursuant to which such person: (i) is assessed a civil money penalty, (ii) is removed from office or prohibited from participating in the conduct of the affairs of the association, or (iii) is required to cease and desist from or to take any affirmative action described in 12 U.S.C. 1818(b) with respect to the association, then the association shall require the repayment of all legal fees and expenses advanced pursuant to the next succeeding paragraph and may not indemnify such institution-affiliated parties (or their heirs, executors or administrators) for expenses, including expenses for legal fees, penalties or other payments incurred. The association shall provide indemnification in connection with an action or proceeding (or part thereof) initiated by an institution-affiliated party (or by his or her heirs, executors or administrators) only if such action or proceeding (or part thereof) was authorized by the board of directors.

Expenses incurred by an institution-affiliated party (or by his or her heirs, executors or administrators) in connection with any action or proceeding under 12 U.S.C. 164 or 1818 may be paid by the association in advance of the final disposition of such action or proceeding upon (a) a determination by the board of directors acting by a quorum consisting of directors who are not parties to such action or proceeding that the institution-affiliated party (or his or her heirs, executors or administrators) has a reasonable basis for prevailing on the merits, (b) a determination that the indemnified individual (or his or her heirs, executors or administrators) will have the financial capacity to reimburse the bank in the event he or she does not prevail, (c) a determination that the payment of expenses and fees by the association will not adversely affect the safety and soundness of the association, and (d) receipt of an undertaking by or on behalf of such institution-affiliated party (or by his or her heirs, executors or administrators) to repay such advancement in the event of a final order or settlement pursuant to which such person: (i) is assessed a civil money penalty, (ii) is removed from office or prohibited from participating in the conduct of the affairs of the association, or (iii) is required to cease and desist from or to take any affirmative action described in 12 U.S.C. 1818(b) with respect to the association. In all other instances, expenses incurred by an institution-affiliated party (or by his or her heirs, executors or administrators) in connection with any action or proceeding as to which indemnification may be given under these articles of association may be paid by the association in advance of the final disposition of such action or proceeding upon (a) receipt of an undertaking by or on behalf of such institution-affiliated party (or by or

on behalf of his or her heirs, executors or administrators) to repay such advancement in the event that such institution-affiliated party (or his or her heirs, executors or administrators) is ultimately found not to be entitled to indemnification as authorized by these articles of association and (b) approval by the board of directors acting by a quorum consisting of directors who are not parties to such action or proceeding or, if such a quorum is not obtainable, then approval by stockholders. To the extent permitted by law, the board of directors or, if applicable, the stockholders, shall not be required to find that the institution-affiliated party has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding.

In the event that a majority of the members of the board of directors are named as respondents in an administrative proceeding or civil action and request indemnification, the remaining members of the board may authorize independent legal counsel to review the indemnification request and provide the remaining members of the board with a written opinion of counsel as to whether the conditions delineated in the first four paragraphs of this Article Tenth have been met. If independent legal counsel opines that said conditions have been met, the remaining members of the board of directors may rely on such opinion in authorizing the requested indemnification.

In the event that all of the members of the board of directors are named as respondents in an administrative proceeding or civil action and request indemnification, the board shall authorize independent legal counsel to review the indemnification request and provide the board with a written opinion of counsel as to whether the conditions delineated in the first four paragraphs of this Article Tenth have been met. If legal counsel opines that said conditions have been met, the board of directors may rely on such opinion in authorizing the requested indemnification.

To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in these articles of association (a) shall be available with respect to events occurring prior to the adoption of these articles of association, (b) shall continue to exist after any restrictive amendment of these articles of association with respect to events occurring prior to such amendment, (c) may be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding, or on the basis of applicable law in effect at the time such rights are claimed, and (d) are in the nature of contract rights which may be enforced in any court of competent jurisdiction as if the association and the institution-affiliated party (or his or her heirs, executors or administrators) for whom such rights are sought were parties to a separate written agreement.

The rights of indemnification and to the advancement of expenses provided in these articles of association shall not, to the extent permitted under applicable law, be deemed exclusive of any other rights to which any such institution affiliated party (or his or her heirs, executors or administrators) may now or hereafter be otherwise entitled whether contained in these articles of association, the bylaws, a resolution of stockholders, a resolution of the board of directors, or an agreement providing such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in these articles of association shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any such institution-affiliated party (or of his or her heirs, executors or administrators) in any such action or proceeding to have assessed or allowed in his or her favor, against the association or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

If this Article Tenth or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article Tenth shall remain fully enforceable.

The association may, upon affirmative vote of a majority of its board of directors, purchase insurance to indemnify its institution-affiliated parties to the extent that such indemnification is allowed in these articles of association; provided, however, that no such insurance shall include coverage to pay or reimburse any institution-affiliated party for the cost of any judgment or civil money penalty assessed against such person in an administrative proceeding or civil action commenced by any federal banking agency. Such insurance may, but need not, be for the benefit of all institution-affiliated parties.

ELEVENTH. These articles of association may be amended at any regular or special meeting of the shareholders by the affirmative vote of the holders of a majority of the stock of this association, unless the vote of the holders of a greater amount of stock is required by law, and in that case by the vote of the holders of such greater amount. The association's board of directors may propose one or more amendments to the articles of association for submission to the shareholders.

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**EXHIBIT 4**

**BY-LAWS OF WILMINGTON TRUST, NATIONAL ASSOCIATION**

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## AMENDED AND RESTATED BYLAWS

OF

### WILMINGTON TRUST, NATIONAL ASSOCIATION

#### ARTICLE I

##### Meetings of Shareholders

**Section 1. Annual Meeting.** The annual meeting of the shareholders to elect directors and transact whatever other business may properly come before the meeting shall be held at the main office of the association, Rodney Square North, 1100 Market Street, City of Wilmington, State of Delaware, at 1:00 o'clock p.m. on the first Tuesday in March of each year, or at such other place and time as the board of directors may designate, or if that date falls on a legal holiday in Delaware, on the next following banking day. Notice of the meeting shall be mailed by first class mail, postage prepaid, at least 10 days and no more than 60 days prior to the date thereof, addressed to each shareholder at his/her address appearing on the books of the association. If, for any cause, an election of directors is not made on that date, or in the event of a legal holiday, on the next following banking day, an election may be held on any subsequent day within 60 days of the date fixed, to be designated by the board of directors, or, if the directors fail to fix the date, by shareholders representing two-thirds of the shares. In these circumstances, at least 10 days' notice must be given by first class mail to shareholders.

**Section 2. Special Meetings.** Except as otherwise specifically provided by statute, special meetings of the shareholders may be called for any purpose at any time by the board of directors or by any one or more shareholders owning, in the aggregate, not less than fifty percent of the stock of the association. Every such special meeting, unless otherwise provided by law, shall be called by mailing, postage prepaid, not less than 10 days nor more than 60 days prior to the date fixed for the meeting, to each shareholder at the address appearing on the books of the association a notice stating the purpose of the meeting.

The board of directors may fix a record date for determining shareholders entitled to notice and to vote at any meeting, in reasonable proximity to the date of giving notice to the shareholders of such meeting. The record date for determining shareholders entitled to demand a special meeting is the date the first shareholder signs a demand for the meeting describing the purpose or purposes for which it is to be held.

A special meeting may be called by shareholders or the board of directors to amend the articles of association or bylaws, whether or not such bylaws may be amended by the board of directors in the absence of shareholder approval.

If an annual or special shareholders' meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time or place, if the new date, time or place is announced at the meeting before adjournment, unless any additional items of business are to be considered, or the association becomes aware of an intervening event materially affecting any matter to be voted on more than 10 days prior to the date to which the meeting is adjourned. If a new record date for the adjourned meeting is fixed, however, notice of the adjourned meeting must be given to persons who are shareholders as of the new record date. If, however, the meeting to elect the directors is adjourned before the election takes place, at least ten days' notice of the new election must be given to the shareholders by first-class mail.

**Section 3. Nominations of Directors.** Nominations for election to the board of directors may be made by the board of directors or by any stockholder of any outstanding class of capital stock of the association entitled to vote for the election of directors. Nominations, other than those made by or on behalf of the existing management of the association, shall be made in writing and shall be delivered or mailed to the president of the association and the Comptroller of the Currency, Washington, D.C., not less than 14 days nor more than 50 days prior to any meeting of shareholders called for the election of directors; *provided, however*, that if less than 21 days' notice of the meeting is given to shareholders, such nomination shall be mailed or delivered to the president of the association not later than the close of business on the seventh day following the day on which the notice of meeting was mailed. Such notification shall contain the following information to the extent known to the notifying shareholder:

- (1) The name and address of each proposed nominee;
- (2) The principal occupation of each proposed nominee;
- (3) The total number of shares of capital stock of the association that will be voted for each proposed nominee;
- (4) The name and residence of the notifying shareholder; and
- (5) The number of shares of capital stock of the association owned by the notifying shareholder.

Nominations not made in accordance herewith may, in his/her discretion, be disregarded by the chairperson of the meeting, and upon his/her instructions, the vote tellers may disregard all votes cast for each such nominee.

**Section 4. Proxies.** Shareholders may vote at any meeting of the shareholders by proxies duly authorized in writing, but no officer or employee of this association shall act as proxy. Proxies shall be valid only for one meeting, to be specified therein, and any adjournments of such meeting. Proxies shall be dated and filed with the records of the meeting. Proxies with facsimile signatures may be used and unexecuted proxies may be counted upon receipt of a written confirmation from the shareholder. Proxies meeting the above requirements submitted at any time during a meeting shall be accepted.

**Section 5. Quorum.** A majority of the outstanding capital stock, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders, unless otherwise provided by law, or by the shareholders or directors pursuant to Article IX, Section 2, but less than a quorum may adjourn any meeting, from time to time, and the meeting may be held, as adjourned, without further notice. A majority of the votes cast shall decide every question or matter submitted to the shareholders at any meeting, unless otherwise provided by law or by the articles of association, or by the shareholders or directors pursuant to Article IX, Section 2. If a meeting for the election of directors is not held on the fixed date, at least 10 days' notice must be given by first-class mail to the shareholders.

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## **ARTICLE II**

### **Directors**

**Section 1. Board of Directors.** The board of directors shall have the power to manage and administer the business and affairs of the association. Except as expressly limited by law, all corporate powers of the association shall be vested in and may be exercised by the board of directors.

**Section 2. Number.** The board of directors shall consist of not less than five nor more than twenty-five members, unless the OCC has exempted the bank from the 25-member limit. The exact number within such minimum and maximum limits is to be fixed and determined from time to time by resolution of a majority of the full board of directors or by resolution of a majority of the shareholders at any meeting thereof.

**Section 3. Organization Meeting.** The secretary or treasurer, upon receiving the certificate of the judges of the result of any election, shall notify the directors-elect of their election and of the time at which they are required to meet at the main office of the association, or at such other place in the cities of Wilmington, Delaware or Buffalo, New York, to organize the new board of directors and elect and appoint officers of the association for the succeeding year. Such meeting shall be held on the day of the election or as soon thereafter as practicable, and, in any event, within 30 days thereof. If, at the time fixed for such meeting, there shall not be a quorum, the directors present may adjourn the meeting, from time to time, until a quorum is obtained.

**Section 4. Regular Meetings.** The Board of Directors may, at any time and from time to time, by resolution designate the place, date and hour for the holding of a regular meeting, but in the absence of any such designation, regular meetings of the board of directors shall be held, without notice, on the first Tuesday of each March, June and September, and on the second Tuesday of each December at the main office or other such place as the board of directors may designate. When any regular meeting of the board of directors falls upon a holiday, the meeting shall be held on the next banking business day unless the board of directors shall designate another day.

**Section 5. Special Meetings.** Special meetings of the board of directors may be called by the Chairman of the Board of the association, or at the request of two or more directors. Each member of the board of directors shall be given notice by telegram, first class mail, or in person stating the time and place of each special meeting.

**Section 6. Quorum.** A majority of the entire board then in office shall constitute a quorum at any meeting, except when otherwise provided by law or these bylaws, but a lesser number may adjourn any meeting, from time to time, and the meeting may be held, as adjourned, without further notice. If the number of directors present at the meeting is reduced below the number that would constitute a quorum, no business may be transacted, except selecting directors to fill vacancies in conformance with Article II, Section 7. If a quorum is present, the board of directors may take action through the vote of a majority of the directors who are in attendance.

**Section 7. Meetings by Conference Telephone.** Any one or more members of the board of directors or any committee thereof may participate in a meeting of such board or committees by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at such meeting.

**Section 8. Procedures.** The order of business and all other matters of procedure at every meeting of the board of directors may be determined by the person presiding at the meeting.

**Section 9. Removal of Directors.** Any director may be removed for cause, at any meeting of stockholders notice of which shall have referred to the proposed action, by vote of the stockholders. Any director may be removed without cause, at any meeting of stockholders notice of which shall have referred to the proposed action, by the vote of the holders of a majority of the shares of the Corporation entitled to vote. Any director may be removed for cause, at any meeting of the directors notice of which shall have referred to the proposed action, by vote of a majority of the entire Board of Directors.

**Section 10. Vacancies.** When any vacancy occurs among the directors, a majority of the remaining members of the board of directors, according to the laws of the United States, may appoint a director to fill such vacancy at any regular meeting of the board of directors, or at a special meeting called for that purpose at which a quorum is present, or if the directors remaining in office constitute fewer than a quorum of the board of directors, by the affirmative vote of a majority of all the directors remaining in office, or by shareholders at a special meeting called for that purpose in conformance with Section 2 of Article I. At any such shareholder meeting, each shareholder entitled to vote shall have the right to multiply the number of votes he or she is entitled to cast by the number of vacancies being filled and cast the product for a single candidate or distribute the product among two or more candidates. A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date) may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

### **ARTICLE III**

#### **Committees of the Board**

The board of directors has power over and is solely responsible for the management, supervision, and administration of the association. The board of directors may delegate its power, but none of its responsibilities, to such persons or committees as the board may determine.

The board of directors must formally ratify written policies authorized by committees of the board of directors before such policies become effective. Each committee must have one or more member(s), and who may be an officer of the association or an officer or director of any affiliate of the association, who serve at the pleasure of the board of directors. Provisions of the articles of association and these bylaws governing place of meetings, notice of meeting, quorum and voting requirements of the board of directors, apply to committees and their members as well. The creation of a committee and appointment of members to it must be approved by the board of directors.

**Section 1. Loan Committee.** There shall be a loan committee composed of not less than 2 directors, appointed by the board of directors annually or more often. The loan committee, on behalf of the bank, shall have power to discount and purchase bills, notes and other evidences of debt, to buy and sell bills of exchange, to examine and approve loans and discounts, to exercise authority regarding loans and discounts, and to exercise, when the board of directors is not in session, all other powers of the board of directors that may lawfully be delegated. The loan committee shall keep minutes of its meetings, and such minutes shall be submitted at the next regular meeting of the board of directors at which a quorum is present, and any action taken by the board of directors with respect thereto shall be entered in the minutes of the board of directors.



**Section 2. Investment Committee.** There shall be an investment committee composed of not less than 2 directors, appointed by the board of directors annually or more often. The investment committee, on behalf of the bank, shall have the power to ensure adherence to the investment policy, to recommend amendments thereto, to purchase and sell securities, to exercise authority regarding investments and to exercise, when the board of directors is not in session, all other powers of the board of directors regarding investment securities that may be lawfully delegated. The investment committee shall keep minutes of its meetings, and such minutes shall be submitted at the next regular meeting of the board of directors at which a quorum is present, and any action taken by the board of directors with respect thereto shall be entered in the minutes of the board of directors.

**Section 3. Examining Committee.** There shall be an examining committee composed of not less than 2 directors, exclusive of any active officers, appointed by the board of directors annually or more often. The duty of that committee shall be to examine at least once during each calendar year and within 15 months of the last examination the affairs of the association or cause suitable examinations to be made by auditors responsible only to the board of directors and to report the result of such examination in writing to the board of directors at the next regular meeting thereafter. Such report shall state whether the association is in a sound condition, and whether adequate internal controls and procedures are being maintained and shall recommend to the board of directors such changes in the manner of conducting the affairs of the association as shall be deemed advisable.

Notwithstanding the provisions of the first paragraph of this section 3, the responsibility and authority of the Examining Committee may, if authorized by law, be given over to a duly constituted audit committee of the association's parent corporation by a resolution duly adopted by the board of directors.

**Section 4. Trust Audit Committee.** There shall be a trust audit committee in conformance with Section 1 of Article V.

**Section 5. Other Committees.** The board of directors may appoint, from time to time, from its own members, compensation, special litigation and other committees of one or more persons, for such purposes and with such powers as the board of directors may determine.

However, a committee may not:

- (1) Authorize distributions of assets or dividends;
- (2) Approve action required to be approved by shareholders;
- (3) Fill vacancies on the board of directors or any of its committees;
- (4) Amend articles of association;
- (5) Adopt, amend or repeal bylaws; or
- (6) Authorize or approve issuance or sale or contract for sale of shares, or determine the designation and relative rights, preferences and limitations of a class or series of shares.

**Section 6. Committee Members' Fees.** Committee members may receive a fee for their services as committee members and traveling and other out-of-pocket expenses incurred in attending any meeting of a committee of which they are a member. The fee may be a fixed sum to be paid for attending each meeting or a fixed sum to be paid quarterly, or semiannually, irrespective of the number of meetings attended or not attended. The amount of the fee and the basis on which it shall be paid shall be determined by the Board of Directors.

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**ARTICLE IV**  
**Officers and Employees**

**Section 1. Chairperson of the Board.** The board of directors shall appoint one of its members to be the chairperson of the board to serve at its pleasure. Such person shall preside at all meetings of the board of directors. The chairperson of the board shall supervise the carrying out of the policies adopted or approved by the board of directors; shall have general executive powers, as well as the specific powers conferred by these bylaws; and shall also have and may exercise such further powers and duties as from time to time may be conferred upon or assigned by the board of directors.

**Section 2. President.** The board of directors shall appoint one of its members to be the president of the association. In the absence of the chairperson, the president shall preside at any meeting of the board of directors. The president shall have general executive powers and shall have and may exercise any and all other powers and duties pertaining by law, regulation, or practice to the office of president, or imposed by these bylaws. The president shall also have and may exercise such further powers and duties as from time to time may be conferred or assigned by the board of directors.

**Section 3. Vice President.** The board of directors may appoint one or more vice presidents. Each vice president shall have such powers and duties as may be assigned by the board of directors. One vice president shall be designated by the board of directors, in the absence of the president, to perform all the duties of the president.

**Section 4. Secretary.** The board of directors shall appoint a secretary, treasurer, or other designated officer who shall be secretary of the board of directors and of the association and who shall keep accurate minutes of all meetings. The secretary shall attend to the giving of all notices required by these bylaws; shall be custodian of the corporate seal, records, documents and papers of the association; shall provide for the keeping of proper records of all transactions of the association; shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of treasurer, or imposed by these bylaws; and shall also perform such other duties as may be assigned from time to time, by the board of directors.

**Section 5. Other Officers.** The board of directors may appoint one or more assistant vice presidents, one or more trust officers, one or more assistant secretaries, one or more assistant treasurers, one or more managers and assistant managers of branches and such other officers and attorneys in fact as from time to time may appear to the board of directors to be required or desirable to transact the business of the association. Such officers shall respectively exercise such powers and perform such duties as pertain to their several offices, or as may be conferred upon or assigned to them by the board of directors, the chairperson of the board, or the president. The board of directors may authorize an officer to appoint one or more officers or assistant officers.

**Section 6. Tenure of Office.** The president and all other officers shall hold office for the current year for which the board of directors was elected, unless they shall resign, become disqualified, or be removed; and any vacancy occurring in the office of president shall be filled promptly by the board of directors.

**Section 7. Resignation.** An officer may resign at any time by delivering notice to the association. A resignation is effective when the notice is given unless the notice specifies a later effective date.

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**ARTICLE V**  
**Fiduciary Activities**

**Section 1. Trust Audit Committee.** There shall be a Trust Audit Committee composed of not less than 2 directors, appointed by the board of directors, which shall, at least once during each calendar year make suitable audits of the association's fiduciary activities or cause suitable audits to be made by auditors responsible only to the board, and at such time shall ascertain whether fiduciary powers have been administered according to law, Part 9 of the Regulations of the Comptroller of the Currency, and sound fiduciary principles. Such committee: (1) must not include any officers of the bank or an affiliate who participate significantly in the administration of the bank's fiduciary activities; and (2) must consist of a majority of members who are not also members of any committee to which the board of directors has delegated power to manage and control the fiduciary activities of the bank.

Notwithstanding the provisions of the first paragraph of this section 1, the responsibility and authority of the Trust Audit Committee may, if authorized by law, be given over to a duly constituted audit committee of the association's parent corporation by a resolution duly adopted by the board of directors.

**Section 2. Fiduciary Files.** There shall be maintained by the association all fiduciary records necessary to assure that its fiduciary responsibilities have been properly undertaken and discharged.

**Section 3. Trust Investments.** Funds held in a fiduciary capacity shall be invested according to the instrument establishing the fiduciary relationship and applicable law. Where such instrument does not specify the character and class of investments to be made, but does vest in the association investment discretion, funds held pursuant to such instrument shall be invested in investments in which corporate fiduciaries may invest under applicable law.

**ARTICLE VI**  
**Stock and Stock Certificates**

**Section 1. Transfers.** Shares of stock shall be transferable on the books of the association, and a transfer book shall be kept in which all transfers of stock shall be recorded. Every person becoming a shareholder by such transfer shall in proportion to such shareholder's shares, succeed to all rights of the prior holder of such shares. The board of directors may impose conditions upon the transfer of the stock reasonably calculated to simplify the work of the association with respect to stock transfers, voting at shareholder meetings and related matters and to protect it against fraudulent transfers.

**Section 2. Stock Certificates.** Certificates of stock shall bear the signature of the president (which may be engraved, printed or impressed) and shall be signed manually or by facsimile process by the secretary, assistant secretary, treasurer, assistant treasurer, or any other officer appointed by the board of directors for that purpose, to be known as an authorized officer, and the seal of the association shall be engraved thereon. Each certificate shall recite on its face that the stock represented thereby is transferable only upon the books of the association properly endorsed.

The board of directors may adopt or use procedures for replacing lost, stolen, or destroyed stock certificates as permitted by law.

The association may establish a procedure through which the beneficial owner of shares that are registered in the name of a nominee may be recognized by the association as the shareholder. The procedure may set forth:

- (1) The types of nominees to which it applies;
- (2) The rights or privileges that the association recognizes in a beneficial owner;
- (3) How the nominee may request the association to recognize the beneficial owner as the shareholder;
- (4) The information that must be provided when the procedure is selected;
- (5) The period over which the association will continue to recognize the beneficial owner as the shareholder;
- (6) Other aspects of the rights and duties created.

## **ARTICLE VII**

### **Corporate Seal**

**Section 1. Seal.** The seal of the association shall be in such form as may be determined from time to time by the board of directors. The president, the treasurer, the secretary or any assistant treasurer or assistant secretary, or other officer thereunto designated by the board of directors shall have authority to affix the corporate seal to any document requiring such seal and to attest the same. The seal on any corporate obligation for the payment of money may be facsimile.

## **ARTICLE VIII**

### **Miscellaneous Provisions**

**Section 1. Fiscal Year.** The fiscal year of the association shall be the calendar year.

**Section 2. Execution of Instruments.** All agreements, indentures, mortgages, deeds, conveyances, transfers, certificates, declarations, receipts, discharges, releases, satisfactions, settlements, petitions, schedules, accounts, affidavits, bonds, undertakings, proxies and other instruments or documents may be signed, executed, acknowledged, verified, delivered or accepted on behalf of the association by the chairperson of the board, or the president, or any vice president, or the secretary, or the treasurer, or, if in connection with the exercise of fiduciary powers of the association, by any of those offices or by any trust officer. Any such instruments may also be executed, acknowledged, verified, delivered or accepted on behalf of the association in such other manner and by such other officers as the board of directors may from time to time direct. The provisions of this section 2 are supplementary to any other provision of these bylaws.

**Section 3. Records.** The articles of association, the bylaws and the proceedings of all meetings of the shareholders, the board of directors, and standing committees of the board of directors shall be recorded in appropriate minute books provided for that purpose. The minutes of each meeting shall be signed by the secretary, treasurer or other officer appointed to act as secretary of the meeting.

**Section 4. Corporate Governance Procedures.** To the extent not inconsistent with federal banking statutes and regulations, or safe and sound banking practices, the association may follow the Delaware General Corporation Law, Del. Code Ann. tit. 8 (1991, as amended 1994, and as amended thereafter) with respect to matters of corporate governance procedures.

**Section 5. Indemnification.** For purposes of this Section 5 of Article VIII, the term “institution-affiliated party” shall mean any institution-affiliated party of the association as such term is defined in 12 U.S.C. 1813(u).

Any institution-affiliated party (or his or her heirs, executors or administrators) may be indemnified or reimbursed by the association for reasonable expenses actually incurred in connection with any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, governmental, administrative or investigative, in accordance with and to the fullest extent permitted by law, as such law now or hereafter exists; provided, however, that when an administrative proceeding or action instituted by a federal banking agency results in a final order or settlement pursuant to which such person: (i) is assessed a civil money penalty, (ii) is removed from office or prohibited from participating in the conduct of the affairs of the association, or (iii) is required to cease and desist from or to take any affirmative action described in 12 U.S.C. 1818(b) with respect to the association, then the association shall require the repayment of all legal fees and expenses advanced pursuant to the next succeeding paragraph and may not indemnify such institution-affiliated parties (or their heirs, executors or administrators) for expenses, including expenses for legal fees, penalties or other payments incurred. The association shall provide indemnification in connection with an action or proceeding (or part thereof) initiated by an institution-affiliated party (or by his or her heirs, executors or administrators) only if such action or proceeding (or part thereof) was authorized by the board of directors.

Expenses incurred by an institution-affiliated party (or by his or her heirs, executors or administrators) in connection with any action or proceeding under 12 U.S.C. 164 or 1818 may be paid by the association in advance of the final disposition of such action or proceeding upon (a) a determination by the board of directors acting by a quorum consisting of directors who are not parties to such action or proceeding that the institution-affiliated party (or his or her heirs, executors or administrators) has a reasonable basis for prevailing on the merits, (b) a determination that the indemnified individual (or his or her heirs, executors or administrators) will have the financial capacity to reimburse the bank in the event he or she does not prevail, (c) a determination that the payment of expenses and fees by the association will not adversely affect the safety and soundness of the association, and (d) receipt of an undertaking by or on behalf of such institution-affiliated party (or by his or her heirs, executors or administrators) to repay such advancement in the event of a final order or settlement pursuant to which such person: (i) is assessed a civil money penalty, (ii) is removed from office or prohibited from participating in the conduct of the affairs of the association, or (iii) is required to cease and desist from or to take any affirmative action described in 12 U.S.C. 1818(b) with respect to the association. In all other instances, expenses incurred by an institution-affiliated party (or by his or her heirs, executors or administrators) in connection with any action or proceeding as to which indemnification may be given under these articles of association may be paid by the association in advance of the final disposition of such action or proceeding upon (a) receipt of an undertaking by or on behalf of such institution-affiliated party (or by or on behalf of his or her heirs, executors or administrators) to repay such advancement in the event that such institution-affiliated party (or his or her heirs, executors or administrators) is ultimately found not to be entitled to indemnification as authorized by these bylaws and (b) approval by the board of directors acting by a quorum consisting of directors who are not parties to such action or proceeding or, if such a quorum is not obtainable, then approval by stockholders. To the extent permitted by law, the board of directors or, if applicable, the stockholders, shall not be required to find that the institution-affiliated party has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding.

In the event that a majority of the members of the board of directors are named as respondents in an administrative proceeding or civil action and request indemnification, the remaining members of the board may authorize independent legal counsel to review the indemnification request and provide the remaining members of the board with a written opinion of counsel as to whether the conditions delineated in the first four paragraphs of this Section 5 of Article VIII have been met. If independent legal counsel opines that said conditions have been met, the remaining members of the board of directors may rely on such opinion in authorizing the requested indemnification.

In the event that all of the members of the board of directors are named as respondents in an administrative proceeding or civil action and request indemnification, the board shall authorize independent legal counsel to review the indemnification request and provide the board with a written opinion of counsel as to whether the conditions delineated in the first four paragraphs of this Section 5 of Article VIII have been met. If legal counsel opines that said conditions have been met, the board of directors may rely on such opinion in authorizing the requested indemnification.

To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in these articles of association (a) shall be available with respect to events occurring prior to the adoption of these bylaws, (b) shall continue to exist after any restrictive amendment of these bylaws with respect to events occurring prior to such amendment, (c) may be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding, or on the basis of applicable law in effect at the time such rights are claimed, and (d) are in the nature of contract rights which may be enforced in any court of competent jurisdiction as if the association and the institution-affiliated party (or his or her heirs, executors or administrators) for whom such rights are sought were parties to a separate written agreement.

The rights of indemnification and to the advancement of expenses provided in these bylaws shall not, to the extent permitted under applicable law, be deemed exclusive of any other rights to which any such institution-affiliated party (or his or her heirs, executors or administrators) may now or hereafter be otherwise entitled whether contained in the association's articles of association, these bylaws, a resolution of stockholders, a resolution of the board of directors, or an agreement providing such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in these bylaws shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any such institution-affiliated party (or of his or her heirs, executors or administrators) in any such action or proceeding to have assessed or allowed in his or her favor, against the association or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

If this Section 5 of Article VIII or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Section 5 of Article VIII shall remain fully enforceable.

The association may, upon affirmative vote of a majority of its board of directors, purchase insurance to indemnify its institution-affiliated parties to the extent that such indemnification is allowed in these bylaws; provided, however, that no such insurance shall include coverage for a final order assessing civil money penalties against such persons by a bank regulatory agency. Such insurance may, but need not, be for the benefit of all institution-affiliated parties.

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**ARTICLE IX**  
**Inspection and Amendments**

**Section 1. Inspection.** A copy of the bylaws of the association, with all amendments, shall at all times be kept in a convenient place at the main office of the association, and shall be open for inspection to all shareholders during banking hours.

**Section 2. Amendments.** The bylaws of the association may be amended, altered or repealed, at any regular meeting of the board of directors, by a vote of a majority of the total number of the directors except as provided below, and provided that the following language accompany any such change.

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**EXHIBIT 6**

**Section 321(b) Consent**

Pursuant to Section 321(b) of the Trust Indenture Act of 1939, as amended, Wilmington Trust, National Association hereby consents that reports of examinations by Federal, State, Territorial or District authorities may be furnished by such authorities to the Securities and Exchange Commission upon requests therefor.

**WILMINGTON TRUST, NATIONAL ASSOCIATION**

Dated: April 10, 2014

By: /s/ W. Thomas Morris, II

Name: W. Thomas Morris, II

Title: Vice President



**EXHIBIT 7****REPORT OF CONDITION****WILMINGTON TRUST, NATIONAL ASSOCIATION**

As of the close of business on December 31, 2013:

	Thousands of Dollars
<b>ASSETS</b>	
Cash and balances due from depository institutions:	1,122,601
Securities:	5,149
Federal funds sold and securities purchased under agreement to resell:	0
Loans and leases held for sale:	0
Loans and leases net of unearned income, allowance:	503,965
Premises and fixed assets:	11,431
Other real estate owned:	0
Investments in unconsolidated subsidiaries and associated companies:	0
Direct and indirect investments in real estate ventures:	0
Intangible assets:	4,402
Other assets:	61,965
<b>Total Assets:</b>	<b>1,709,513</b>
<b>LIABILITIES</b>	
Thousands of Dollars	
Deposits	1,093,939
Federal funds purchased and securities sold under agreements to repurchase	132,100
Other borrowed money:	0
Other Liabilities:	61,029
<b>Total Liabilities</b>	<b>1,287,068</b>
<b>EQUITY CAPITAL</b>	
Thousands of Dollars	
Common Stock	1,000
Surplus	384,176
Retained Earnings	37,827
Accumulated other comprehensive income	(558)
Total Equity Capital	422,445
<b>Total Liabilities and Equity Capital</b>	<b>1,709,513</b>