

WITNESSETH:

WHEREAS, Assignor and certain of the Assignees previously entered into that certain Assignment of Rents and Leases, dated September 29, 2017, recorded on October 2, 2017 as **Instrument Number RP-2017-433481** in the Office of the County Clerk, Harris County, Texas and that certain Assignment of Rents and Leases, dated September 29, 2017, recorded on October 2, 2017 as **Instrument Number RP 2017-433484** in the Office of the County Clerk, Harris County, Texas, as each were amended and restated by that certain Amended and Restated Assignment of Rents and Leases, dated February 28, 2018 to be effective as of 12:01 a.m. on March 1, 2018 (the "Original ARL"), recorded on March 1, 2018, as **Instrument Number RP-2018-87866** in the Office of the County Clerk, Harris County, Texas, as the same was amended by the First Amendment to Amended and Restated Assignment of Rents and Leases, dated June 27, 2018, recorded on August 8, 2018, as **Instrument Number RP-2018-361658** in the Office of the County Clerk, Harris County, Texas, relating to the real property described on EXHIBIT A attached hereto and made a part hereof by reference and incorporation (the "Real Property");

WHEREAS, Assignor, Steward Health Care System LLC, a Delaware limited liability company ("Steward Health"), and certain of their Affiliates, on the one hand (collectively, the "Steward Parties"), and certain of the Assignees and certain of their Affiliates, on the other hand (the "MPT Buyers"), are parties to that certain Purchase and Sale Agreement, dated as of May 18, 2018 (as the same has been or may hereafter be modified, amended or restated from time to time, the "Mortgage Conversion Purchase Agreement"), pursuant to which certain of the Assignees agreed to purchase from the Steward Parties certain real property and improvements more particularly described in the Mortgage Conversion Purchase Agreement, including without limitation, the Real Property;

WHEREAS, contemporaneously herewith, the Steward Parties and MPT Buyers have consummated the purchase and sale of the Real Property pursuant to the Mortgage Conversion Purchase Agreement; and

WHEREAS, as a result of the direct and indirect benefits to be received by the Steward Parties by virtue of the closing of the purchase and sale of the Real Property and the other transactions contemplated in the Mortgage Conversion Purchase Agreement, the Assignor and the Assignees desire to amend and restate the Original ARL as hereinafter set forth in order to secure the payment and performance of the Obligations (as hereinafter defined).

RP-2018-426058

4