

Dear Steve,

As you are aware, the Office of the Attorney General of Rhode Island ("AG") as well as the Rhode Island Department of Health ("DOH") are reviewing Prospect Medial Holdings, Inc.'s application for change of ownership. During this process both the AG's office as well as DOH have requested information regarding, and are reviewing, the Sale / Lease back transaction which occurred in August 2019.

We have responded, and continue to respond, to questions from the above regulatory agencies in Rhode Island with respect to our transaction. As part of that ongoing effort, we would like to obtain MPT Operating Partnership, L.P.'s ("MPT") confirmation of the following facts with respect to the TRS Note in order to provide further clarity to the RI AG and DOH:

1. MPT did not purchase any real property located in Rhode Island from Prospect or any of its affiliates;
2. MPT did not purchase any personal property located in Rhode Island from Prospect or any of its affiliates;
3. The TRS Note is not secured by any personal or real property located in Rhode Island;
4. MPT is not a mortgage holder of any real property located in Rhode Island belonging to Prospect or any of its affiliates;
5. MPT has not made any UCC filing in Rhode Island with respect to any property owned by Prospect or any of its affiliates;
6. On its face, the maturity date of the TRS Note is August 31, 2022 (unless a sale/leaseback transaction is consummated as described in Section 8 below);
7. Certain of the SEC filings of Medical Properties Trust, Inc. stated that MPT expects that the TRS Note will convert to the acquisition of two acute care hospitals upon the satisfaction of certain conditions;
8. MPT acknowledges that the conversion of the TRS Note to a sale/lease back transaction involving such acute care hospitals is subject to various conditions precedent that may not be satisfied. If such conditions precedent are not satisfied prior to August 31, 2022, Prospect must repay the TRS Note in full unless the parties decide to extend the maturity date of the TRS Note. In that case, there would not be a sale/lease back transaction involving such acute care hospital. Furthermore, MPT and Prospect may decide to convert the TRS Note to a sale / lease back transaction involving other properties owned by Prospect outside of Rhode Island;
9. MPT acknowledges that an express condition to the TRS Note converting to a sale / lease back transaction involving any hospital property in Rhode Island is the parties having obtained all required regulatory approvals in Rhode Island.

Kindly acknowledge your confirmation of the above by executing the bottom of this letter.

If you have any questions, please do not hesitate to contact me. We appreciate your cooperation and prompt response to this matter.


Sincerely yours,

 7/22/2020

Prospect Medical Holdings

Acknowledged and Confirmed

MPT Operating Partnership, L.P.

By:  Date : _____

Name: R. Steven Hamner
Executive Vice President & CFO

Its: _____