
**SECOND SUPPLEMENTAL MORTGAGE
AND TRUST INDENTURE**

between

THE ALABAMA PUBLIC HEALTH CARE AUTHORITY

and

SOUTHTRUST BANK, NATIONAL ASSOCIATION

**Dated as of
August 1, 1998**

142007.2

Inst # 1998-46385
11/20/1998-46385
03:07 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
014 CRH .00

SECOND SUPPLEMENTAL MORTGAGE AND TRUST INDENTURE

This Second Supplemental Mortgage and Trust Indenture dated as of August 1, 1998, between The Alabama Public Health Care Authority (the "Authority"), a public corporation under the laws of the State of Alabama, and SouthTrust Bank, National Association (formerly known as SouthTrust Bank of Alabama, N.A.), as Trustee (the "Trustee"), a national banking association having its principal corporate trust offices for the administration of its duties hereunder located in Birmingham, Alabama.

RECITALS

The parties have heretofore entered into that certain Mortgage and Trust Indenture dated as of May 1, 1996, a copy of which is attached hereto as Appendix II (the "Original Indenture") in connection with the issuance by the Authority of \$30,000,000 aggregate principal amount of its Mortgage Revenue Bonds, Series 1996 (the "Bonds"), as supplemented by a First Supplemental Mortgage and Trust Indenture dated as of May 1, 1997, and have determined to enter into this Second Supplemental Mortgage and Trust Indenture (the "Second Supplement") in order to provide further for the matters covered hereby.

NOW THEREFORE, THIS SECOND SUPPLEMENT

WITNESSETH:

For the aforesaid purpose and in consideration of the respective covenants and agreements contained herein, the Authority and the Trustee hereby agree as follows:

Section 1. Additional Project Sites.

As anticipated in Section 9.1(a) of the Original Indenture, the Authority has acquired title to additional parcels of real estate to serve as additional Project Sites under the Original Indenture and the Lease. In order to subject such parcels to the lien of the Original Indenture, the Authority does hereby grant, bargain, sell and convey, assign, transfer and pledge to the Trustee the real property described on Appendix I to this Second Supplement, it being the intention of the Authority and the Trustee that such parcels of real estate shall thereupon become additional "Project Sites" as such term is used in the Original Indenture and shall be subject to the terms and provisions of the Original Indenture. Exhibit A to the Original Indenture is hereby amended to include the additional parcels shown on Appendix I as additional Project Sites.

Section 2. Tax Representation, Warranty and Covenant

The Authority represents and warrants that the amendments contained in this Second Supplement will not affect the exclusion from gross income for purposes of Federal income taxation of interest on the Bonds. The Authority further covenants that it shall comply with the Internal Revenue Code of 1986, as amended from time to time, and all regulations promulgated thereunder applicable to such Bonds necessary to maintain such exclusion.

Section 3. Merger Provision.

From and after the date of execution and delivery of this Second Supplement, the Original Indenture, as heretofore amended and supplemented, shall be deemed to be amended as hereinabove set forth and shall continue in full force and effect except as amended by this Second Supplement.


IN WITNESS WHEREOF, the Authority and the Trustee have caused this Second Supplement to be executed and delivered by their duly authorized officers, all as of the date first above written.

THE ALABAMA PUBLIC HEALTH
CARE AUTHORITY

BY: 
Title: Chairman

[SEAL]
ATTEST: _____
Its: _____

SOUTHTRUST BANK, NATIONAL
ASSOCIATION, as Trustee

BY: 
Title: Assistant Vice President
and Trust Officer

[SEAL]
ATTEST: 
Its: VICE PRESIDENT -
CORPORATE TRUST

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said county in said state, hereby certify that Donald E. Williamson, M.D., whose name as Chairman of the Board of Directors of THE ALABAMA PUBLIC HEALTH CARE AUTHORITY, a public organization and instrumentality under the laws of the State of Alabama, is signed to the foregoing instrument and who is known to me, acknowledge before me on this day that, being informed of the contents of the said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said public corporation.

GIVEN under my hand and official seal of office, this 19th day of August, 1998.

Joyce P. Crook
NOTARY PUBLIC

My commission expires: May 13, 2002

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said county in said state, hereby certify that LIBBY L. CARPENTER, whose name as Assistant Vice President of SouthTrust Bank, National Association, a national banking association, ~~and Trust Officer~~, is signed to the foregoing instrument and who is known to me, acknowledge before me on this day that, being informed of the contents of the said instrument, she, as such officer and with full authority, executed the same voluntarily for and as the act of said national banking association.

GIVEN under my hand and official seal of office, this 5th day of October, 1998.

Beverly L. Seivers
NOTARY PUBLIC

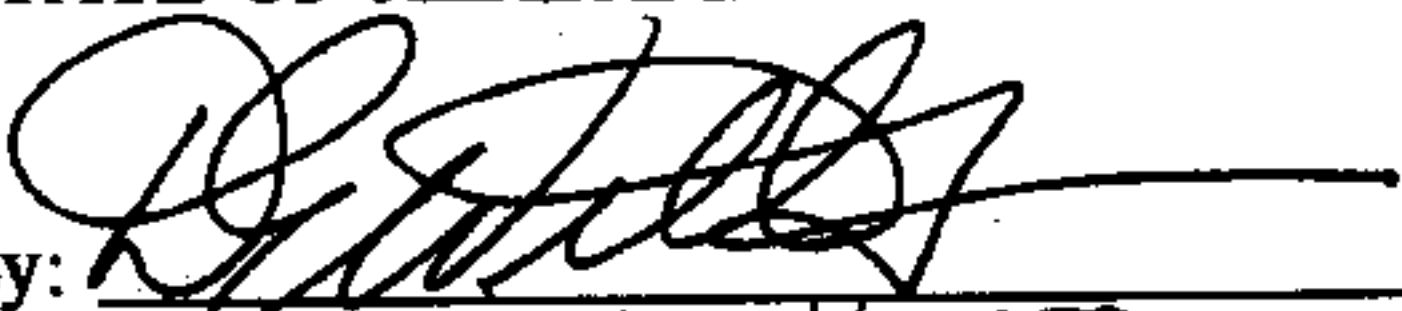
My commission expires: Mar. 2, 2002

DEPARTMENT'S CONSENT

The State of Alabama, acting by and through its Department of Public Health (the "Department"), as lessee under that certain Lease Agreement dated as of May 1, 1996, between the Alabama Public Health Care Authority and the Department, does hereby consent to the execution and delivery of the Second Supplemental Mortgage and Trust Indenture dated as of August 1, 1998, to which this consent is attached.

THIS the 19th day of August, 1998.

DEPARTMENT OF PUBLIC HEALTH,
STATE OF ALABAMA

By: 
Title: State Health Officer

BOND INSURER'S CONSENT

MBIA Insurance Corporation, as the issuer of the Financial Guaranty Insurance Policy Number 21088 dated May 22, 1996, with respect to the \$30,000,000 aggregate principal amount of Mortgage Revenue Bonds, Series 1996, issued by The Alabama Public Health Care Authority, does hereby consent to the execution and delivery of the foregoing Second Supplemental Mortgage and Trust Indenture dated as of August 1, 1998.

This the 12th day of August, 1998.

MBIA INSURANCE CORPORATION

By: Patrick Mathis
Title: Managing Director

APPENDIX I

Exhibit A to the Original Indenture shall be amended to include the following described parcels of real estate as additional "Project Sites" under the Mortgage and Trust Indenture dated as of May 1, 1996, by and between the Alabama Public Health Care Authority and SouthTrust Bank, National Association, as Trustee:

SITE 16 TALLAPOOSA COUNTY (Dadeville)

Commence at a point where the westerly right-of-way of Tallassee Street intersects the northerly right-of-way of Lafayette Street in the Town of Dadeville, said point being the Southeast corner of Block #10 of the Ohme Survey of the Town of Dadeville and the point of beginning of the tract of land herein described, thence South 88 deg. -55'-10" West 208.68 feet to an iron where the rights-of-way of Lafayette Street and West Street intersect, thence along the East right-of-way of West Street North 01 deg. -12'-05" East 103.98 feet to an iron, thence North 88 deg. -18'-48" East 204.91 feet to an iron on the westerly right-of-way of Tallassee Street, thence along said right-of-way South 00 deg. -53'-00" East 106.06 feet to the point of beginning; containing 0.50 acres and lying in the NW 1/4 of the SW 1/4 of Section 4, T-21-N, R-23-E, Tallapoosa County, Alabama.

According to that certain survey dated the 31st day of July, 1997, prepared by Daniel M. Cook, Alabama No. 11530.

SITE 17
CLAY COUNTY

A parcel of land situated in the Northeast Quarter of the Northeast Quarter of Section 14, Township 20 South, Range 8 East, Huntsville Meridian, Clay County, Alabama being more particularly described as follows:

Commence at an iron pin found which is locally accepted as the NE corner of the NE¼ of the NE¼ of Section 14, Township 20 South, Range 8 East and run South 20°56'28" West for a distance of 326.31 feet to a point on the south line of State Highway No. 9 and the POINT OF BEGINNING; thence angle right and run South 22°15'30" West for a distance of 266.44 feet; thence angle left and run South 01°29'16" West for a distance of 150.83 feet; thence angle right and run North 70°31'44" West for a distance of 203.98 feet; thence angle left and run South 36°27'00" West for a distance of 70.72 feet; thence angle right and run North 28°17'49" West for a distance of 210.61 feet to a point on said south line of State Highway No. 9; thence angle right and run North 61°42'11" East along said south line for distance of 181.20 feet; thence angle right and run North 67°16'08" East along said south line for a distance of 232.53 feet; thence angle right and run North 68°54'34" East for a distance of 69.95 feet to the POINT OF BEGINNING.

Subject to existing easements, liens and other encumbrances of record.

SITE 18
SHELBY COUNTY

A parcel of land located in the SW 1/4 of the NW 1/4 of Section 19, Township 20 South, Range 2 West in Shelby County, Alabama, being more particularly described as follows:

Commence at the NW corner of the SW 1/4 of the NW 1/4 of said Section 19, thence S 89 deg-52'-02" E along the North line of said 1/4-1/4 section for a distance of 607.21'; thence S 0 deg-07'-58" W a distance of 85.90' to the POINT OF BEGINNING; thence S 49 deg-53'-26" E a distance of 77.75'; thence S 40 deg-06'-34" W a distance of 15.00'; thence S 49 deg-53'-26" E a distance of 163.00'; thence S 40 deg-06'-34" W a distance of 155.00'; thence N 49 deg-53'-26" W a distance of 241.00'; thence N 40 deg-06'-34" E a distance of 50.00'; thence N 49 deg-53'-26" W a distance of 58.00'; thence N 40 deg-06'-34" E a distance of 42.33'; thence N 76 deg-58'-45" E a distance of 97.08' to the Point of Beginning.

SITE 19
RUSSELL COUNTY

Being a tract or parcel of land lying in Section 10,
Township 17 North, Range 30 East, Phenix City, Russell
County, Alabama, being more particularly described as
follows:

Commence from an iron pin where the northernmost margin
of 14th Street intersects the easternmost margin of
19th Place, run thence along the northern margin of
14th Street South 69 degrees 09 minutes 38 seconds East
a distance of 53.90 feet to an iron pin; run thence
along said margin South 69 degrees 09 minutes 38
seconds East a distance of 149.74 feet to an iron pin;
run thence along said margin South 69 degrees 09
minutes 38 seconds East a distance of 101.47 feet to an
iron pin, leaving said margin run thence North 05
degrees 15 minutes 24 seconds East a distance of 88.00
feet to an iron pin being the POINT OF BEGINNING; run
thence North 05 degrees 15 minutes 24 seconds East a
distance of 250.00 feet to an iron pin; run thence
North 29 degrees 25 minutes 01 seconds West a distance
of 200.00 feet to an iron pin; run thence North 05
degrees 14 minutes 00 seconds East a distance of 241.37
feet to an iron pin in the center of Stumpy Branch
Creek; run thence in a southeasterly and an easterly
direction along the center line of Stumpy Branch Creek
497.30 feet, more or less, to an iron pin, leaving said
center of Creek, run thence South 02 degrees 40 minutes
33 seconds West a distance of 96.00 feet to an iron
pin; continue thence South 02 degrees 40 minutes 33
seconds West a distance of 125.00 feet to an iron pin;
run thence South 13 degrees 46 minutes 33 seconds West
a distance of 29.00 feet to an iron pin; run thence
South 02 degrees 47 minutes 33 seconds West a distance
of 139.99 feet to the center of a 36" Sugarberry tree;
run thence South 02 degrees 06 minutes 47 seconds East
a distance of 205.84 feet to an iron pin on the
northern margin of 14th Street; run thence along said
margin North 84 degrees 35 minutes 36 seconds West a
distance of 27.39 feet to a concrete monument; continue
thence along said margin North 84 degrees 35 minutes 36
seconds West a distance of 22.67 feet to an iron pin,
leaving said margin run thence North 02 degrees 05
minutes 54 seconds West a distance of 158.92 feet to an
iron pin; run thence North 81 degrees 49 minutes 36
seconds West a distance of 4.50 feet to an iron pin;
run thence concave westerly along a curve having a
radius of 547.15 feet and an arc distance of 302.24
feet (having a chord distance of 298.41 feet bearing
North 89 degrees 44 minutes 20 seconds West) to an iron
pin being the POINT OF BEGINNING, said parcel of land
containing 5.41 acres, more or less.

SITE 20
ST. CLAIR COUNTY

A parcel of land situated in the Southwest Quarter of the Northwest Quarter of Section 36, Township 16 South, Range 3 East, located in Pell City, St. Clair, Alabama and being more particularly described as follows:

Commence at the Southeast corner of the Southwest quarter of the Northwest quarter of Section 36, Township 16 South, Range 3 East; thence run North 00 degrees 36' 30" East, for a distance of 30.00 feet; thence run South 88 degrees 38' 30" West for a distance of 507.00 feet; thence run North 01 degrees 21' 30" West for a distance of 759.59 feet to the South boundary line of a parcel shown on a map for St. Clair Health Care Authority dated 15th of August by Derrol B. Luker, PLS #11673; thence run North 88 degrees 38' 30" East along said South boundary line for a distance of 219.28 feet to the point of beginning; thence run North 01 degrees 21' 30" West for a distance of 458.10 feet to the North line of said parcel; thence run North 88 degrees 38' 30" East along the North line of said parcel for a distance of 55.32 feet to the point of curvature of a curve to the right having a radius of 2964.46 feet and a central angle of 3 degrees 47' 60"; thence Easterly along the arc of said curve (also being the North line of said parcel) for a distance of 196.61 feet to the point of tangency of said curve; thence run South 87 degrees 33' 30" East along said right of way for a distance of 48.11 feet to the East line of said parcel, said point also being the point of curvature of a non-tangent curve to the right, having a radius of 5711.40 feet a central angle of 2 degrees 16' 32" and a chord of 226.82 feet bearing South 00 degrees 34' 06" East; thence Southerly along said curve (also being the East line of said parcel), a distance of 226.83 feet to the point of curvature of a reverse curve to the left, having a radius of 811.02 feet to a central angle of 15 degrees 47' 21", and a chord of 222.79 feet bearing South 07 degrees 19' 31" East; thence Southerly along said curve (also being the East line of said parcel), a distance of 223.50 feet to the South boundary line of said parcel; thence run South 88 degrees 38' 22" West along the South line of said parcel for a distance of 319.82 feet to the point of beginning.

SITE 21
TALLAPOOSA COUNTY
(Alexander City)

A parcel of land lying in Section 5, Township 22 North, Range 21 East, Tallapoosa County, Alabama, and being more particularly described as follows: Commencing at a found concrete monument locally accepted as the Northeast corner of Section 5, Township 22 North, Range 21 East; thence South 67° 34' 26" West, 1026.69 feet to a rebar set at the Point of Beginning; thence South 32° 39' 35" East, 380.00 feet to a rebar set; thence South 57° 20' 25" West, 252.62 feet to a rebar set on the North line of a 100 foot wide power line easement; thence along the North line of said easement North 73° 24' 19" West, 146.60 feet to a point; thence continue along the North line of said easement North 73° 24' 19" West, 354.98 feet to a rebar set; thence North 57° 20' 25" East, 580.00 feet to the point of beginning.

And Also a 60 foot wide access easement; the centerline of said easement being more particularly described as follows: Commencing at a found concrete monument locally accepted as the Northeast corner of Section 5, Township 22 North, Range 21 East; thence South 67° 34' 26" West, 1026.69 feet to a rebar set; thence South 32° 39' 35" East, 380.00 feet to a rebar set; thence South 57° 20' 25" West, 252.62 feet to a rebar set on the North Line of a 100 foot wide power line easement; thence along the North line of said easement North 73° 24' 19" West, 146.60 feet to the point of beginning of said centerline; thence along said centerline South 13° 45' 11" West, 131.12 feet to a point on the North right of way (R.O.W.) line of Sportplex Drive (60 foot R.O.W.) and the point of ending.

SITE 22
CHAMBERS COUNTY

Lot 1, as shown on the map of Chattahoochee Valley Healthcare Foundation as recorded in File Cabinet "D", Slide 59, in the Office of the Judge of Probate of Chambers County, Alabama.

Also, the following unplatted land being described by metes and bounds located in Section 7, Township 21, Range 29, Chambers County, Alabama:

Begin at the westernmost corner of Lot 1 as shown on the map of Chattahoochee Valley Healthcare Foundation, said point also being on the southeasterly right of way line of 17th Avenue; thence run North 83° 55' 58" East along the South lot line of Lot 1 for a distance of 252.00 feet to the Southeast corner of said Lot 1 and the point on the northwesterly right of way line of Medical Park Drive; thence run South 13° 32' 42" West along said right of way line for a distance of 146.66 feet to the point of curvature of a nontangent curve to the left having a central angle of 120° 14' 59", a radius of 40.00 feet, and a chord which bears South 51° 41' 35" West for a distance of 69.37 feet; thence run generally southwesterly along said curve and along said right of way line for an arc distance of 83.95 feet to the point of tangency; thence, leaving said right of way line, run North 87° 18' 20" West for a distance of 197.26 feet to a point on the aforementioned southeasterly right of way line of 17th Avenue; thence run North 07° 54' 29" East for a distance of 50.50 feet; thence run North 15° 55' 29" East for a distance of 102.60 feet to the point of beginning.

SITE 23
ELMORE COUNTY

Commence at an iron pin at the point of intersection of the South side of S. Boundary Street and the East side of S. Main Street; thence South 89 degrees 39' 45" East, 271.3 feet to an iron pin on the south side of S. Boundary Street and the point of beginning; thence continue South 83 degrees 29' 45" East, 250.0 feet to an iron pin at the intersection at the South side of S. Boundary Street and the West right-of-way of US 231 Bypass; thence South 28 degrees 11' 44" West along said West right-of-way 199.0 feet to an iron pin; thence South 22 degrees 54' 28" West along said right-of-way 175.9 feet to an iron pin; thence North 63 degrees 32' 19" West 250 feet to an iron pin; thence North 26 degrees 28' 07" East, 289.3 feet to an iron pin and the point of beginning. Above described property lying the Northwest 1/4 of the Northwest 1/4, Section 19, Township 18 South, Range 19 East, Elmore County, Alabama.

I-8

Inst # 1998-46385

11/20/1998-46385

03:07 PM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

014 CRW .00