

This instrument prepared by:

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Birmingham, Alabama 35203

**FIRST AMENDMENT TO ATTORNMENT, SUBORDINATION
AND NON-DISTURBANCE AGREEMENT**

STATE OF ALABAMA)
SHELBY COUNTY)

Inst # 1999-22917

06/02/1999-22917
08:49 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MMS 19.50

THIS FIRST AMENDMENT TO ATTORNMENT, SUBORDINATION AND NON-DISTURBANCE AGREEMENT (this "Amendment") is made and entered into effective as of the 28th day of May, 1999, among SMCMOB, L.L.C., an Alabama limited liability company (the "Owner"), BAPTIST HEALTH SYSTEM, INC. d/b/a SHELBY BAPTIST MEDICAL CENTER, formerly known as Shelby County Health Care Authority, d/b/a Shelby Medical Center (the "Lessee"), and SOUTHTRUST BANK, NATIONAL ASSOCIATION, formerly known as SouthTrust Bank of Alabama, National Association, a national banking association (the "Mortgagee").

WHEREAS, Owner, Lessee and Mortgagee executed that certain Attornment, Subordination and Non-Disturbance Agreement dated as of March 23, 1994 (the "SNDA"), which SNDA was recorded as Instrument Number 1994-11314 in the Office of the Judge of Probate of Shelby County, Alabama; and

WHEREAS, Owner, Lessee and Mortgagee desire to amend the SNDA as hereinafter provided.

NOW, THEREFORE, in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Owner, Lessee and Mortgagee hereby agree that the SNDA is amended as follows:

1. The SNDA is hereby amended by deleting Exhibit "A" thereto, and by substituting in lieu thereof the Exhibit "A" attached to this Amendment.

2. Except as hereinabove expressly amended, the terms of the SNDA are hereby ratified and affirmed.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, this instrument has been duly executed as of the day and year first above written.

OWNER:

SMCMOB, L.L.C.

By: James Milton JohnsonIts: member**LESSEE:**

BAPTIST HEALTH SYSTEM, INC.

By: Charles C. HuntIts: Pres. S.B.M.C.**MORTGAGEE:**

SOUTHTRUST BANK, NATIONAL ASSOCIATION

By: James A. BarnesIts: Vice President

STATE OF ALABAMA
COUNTY OF JEFFERSON

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that JAMES Milton Johnson, whose name as member of SMCMOB, L.L.C., an Alabama limited liability company, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such member and with full authority, executed the same voluntarily for and as the act of said limited liability company.

Given under my hand and official seal this 25TH day of May, 1999.

Jennifer Rae Marie Duke (SEAL)
Notary Public
My Commission Expires: 1-25-2003

STATE OF Alabama
COUNTY OF Shelby

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that CHARLES C. COLVERT, whose name as PRESIDENT of Baptist Health System, Inc., a _____ corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 28th day of May, 1999.

[Signature] (SEAL)
Notary Public
My Commission Expires: 5/31/00

STATE OF ALABAMA
COUNTY OF JEFFERSON

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that James A. Barnes, whose name as Vice President of SouthTrust Bank, National Association, a national banking association, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, 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 this 25th day of May, 1999.

[Signature] (SEAL)
Notary Public
My Commission Expires: 1/10/2001

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Exhibit "A"

Parcel A:

A tract of land situated in the SW 1/4 of the NW 1/4 of Section 36, Township 20 South, Range 3 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Northwest corner of the SW 1/4 of the NW 1/4 of Section 36, Township 20 South, Range 3 West, Shelby County, Alabama, said corner being marked by a one and one-half inch crimped pipe, and run in an Easterly direction along the accepted North line of said 1/4 1/4 section a distance of 316.16 feet to a one inch crimped pipe, thence deflect 88 deg. 34 min. 47 sec. and run to the right in a Southerly direction a distance of 604.16 feet to a point, thence deflect 97 deg. 24 min. 49 sec. and run to the right in a Northwesterly direction a distance of 140.68 feet to the point of beginning of herein described tract; thence deflect 90 deg. 00 min. 00 sec. and run to the left in a Southwesterly direction a distance of 189.17 feet to a point; thence turn an interior angle of 90 deg. 00 min. 00 sec. and run to the right in a Northwesterly direction a distance of 102.94 feet to a point; thence turn an interior angle of 90 deg. 00 min. 00 sec. and run to the right in a Northeasterly direction a distance of 189.17 feet to a point, thence turn an interior angle of 90 deg. 00 min. 00 sec. and run to the right in a Southeasterly direction a distance of 102.94 feet to the point of beginning; being situated in Shelby County, Alabama.

Parcel B:

All beneficial rights and easements granted to SMCMOB, an Alabama Limited Liability Company by the "DECLARATION OF EASEMENT" dated January 1, 1994 by and between Shelby County Health Care Authority d/b/a Shelby Medical Center and SMCMOB, an Alabama Limited Liability Company as recorded by Inst. No. 1994-11310 in the Probate Office of Shelby County, Alabama, subject to the non-beneficial covenants, provisions, duties, burdens, and obligations therein.

Exhibit A - *continued*

Parcel C

A tract of land situated in the SW $\frac{1}{4}$ of the NW $\frac{1}{4}$ of Section 36, Township 20 South, Range 3 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the NW corner of the SW $\frac{1}{4}$ of the NW ^{1/4} corner of Section 36, Township 20 South, Range 3 West, Shelby County, Alabama said corner being marked by a none and one-half inch crimped pipe, and run in an Easterly direction along the accepted North line of said 1/4-1/4 section a distance of 316.16 feet to a one inch crimped pipe, thence deflect 88 deg. 34 min. 47 sec. to the right and run in a Southeasterly direction a distance of 572.78 feet to a point; thence deflect 97 deg. 24 min. 49 sec. to the right and run in a Northwesterly direction a distance of 115.45 feet to the Point of Beginning of the herein described tract; thence deflect 90 deg. 00 min. 00 sec. to the left and run in a Southwesterly direction a distance of 152.64 feet to a point; thence deflect 90 deg. 00 min. 00 sec. to the right and run in a Northwesterly direction a distance of 22.48 feet to a point; thence deflect 90 deg. 00 min. 00 sec. to the right and run in a Northeasterly direction a distance of 122.02 feet to a point; thence deflect 90 deg. 00 min. 00 sec. to the left and run in a Northwesterly direction a distance of 102.94 feet to a point; thence deflect 90 deg. 00 min. 00 sec. to the left and run in a Southwesterly direction a distance of 11.04 feet to a point; thence deflect 90 deg. 00 min. 00 sec. to the right and run in a Northwesterly direction a distance of 27.83 feet to a point; thence deflect 90 deg. 00 min. 00 sec. to the right and run in a Northeasterly direction a distance of 41.66 feet to a point; thence deflect 90 deg. 00 min. 00 sec. to the right and run in a Southeasterly direction a distance of 153.25 feet to the Point of Beginning.

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