



20040628000353590 Pg 1/7 39.00
Shelby Cnty Judge of Probate, AL
06/28/2004 15:51:00 FILED/CERTIFIED

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & TEL # OF CONTACT AT FILER (optional) Eric Pruitt (205) 254-1175	
B. SEND ACKNOWLEDGMENT TO: (Name and Mailing Address)	
┌	John H. Burton Maynard, Cooper & Gale, P.C. 1901 Sixth Avenue North 2400 AmSouth/Harbert Plaza Birmingham, AL 35203-2618
L	└

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only <u>one</u> debtor name (1a or 1b) - do not abbreviate or combine names					
OR	1a. ORGANIZATION'S NAME Baptist Health System, Inc.				
	1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS 3201 4 th Avenue South		CITY Birmingham	STATE AL	POSTAL CODE 35222	COUNTRY USA
1d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION Alabama	1g. ORGANIZATIONAL ID # (if any) <input checked="" type="checkbox"/> None	
2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only <u>one</u> debtor name (2a or 2b) - do not abbreviate or combine names					
OR	2a. ORGANIZATION'S NAME The Special Care Facilities Financing Authority of the City of Birmingham – Baptist Medical Centers				
	2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
2c. MAILING ADDRESS 710 North 20 th Street		CITY Birmingham	STATE Alabama	POSTAL CODE 35203	COUNTRY USA
2d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION Corporation	2f. JURISDICTION OF ORGANIZATION Alabama	2g. ORGANIZATIONAL ID # (if any) <input type="checkbox"/> None	
3. SECURED PARTY'S NAME - (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only <u>one</u> secured party name (3a or 3b)					
OR	3a. ORGANIZATION'S NAME Siemens Financial Services, Inc.				
	3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS 170 Wood Avenue South		CITY Iselin	STATE NJ	POSTAL CODE 08830	COUNTRY USA
4. This FINANCING STATEMENT covers the following collateral: All types (or items) of property described in <u>Exhibit A</u> attached hereto and made a part hereof.					
5. ALTERNATIVE DESIGNATION (If applicable): <input type="checkbox"/> LESSEE/LESSOR <input type="checkbox"/> CONSIGNEE/CONSIGNOR <input type="checkbox"/> BAILEE/BAILOR <input type="checkbox"/> SELLER/BUYER <input type="checkbox"/> AG. LIEN <input type="checkbox"/> NON-UCC FILING					
6. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed (or record) (or recorded) in the REAL ESTATE RECORDS Attach Addendum (if applicable)			7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) <input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2 [ADDITIONAL FEE] (optional)		
8. OPTIONAL FILER REFERENCE DATA To be filed with: The following counties: Jefferson, Shelby, Talladega, DeKalb, Walker 167-108					

{01011211.1}

FILING OFFICE COPY - NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/29/98)

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

OR	9a. ORGANIZATION'S NAME		
	Baptist Health System, Inc.		
	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

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11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

OR	11a. ORGANIZATION'S NAME			
	Walker Regional Medical Center, Inc.			
	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
P.O. Box 3547		Jasper	AL	35502
				COUNTRY
				USA
11d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any
				<input type="checkbox"/> NONE

12. ☐ ADDITIONAL SECURED PARTY'S or ☐ ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

OR	12a. ORGANIZATION'S NAME			
	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY

13. This FINANCING STATEMENT covers ☐ timber to be cut or ☐ as-extracted collateral, or is filed as a ☒ fixture filing.

14. Description of real estate:

See Exhibit B

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

16. Additional collateral description:

17. Check only if applicable and check only one box.

Debtor is a ☐ Trust or ☐ Trustee acting with respect to property held in trust or ☐ Decedent's Estate

18. Check only if applicable and check only one box.

- ☐ Debtor is a TRANSMITTING UTILITY
- ☐ Filed in connection with a Manufactured-Home Transaction — effective 30 years
- ☐ Filed in connection with a Public-Finance Transaction — effective 30 years

STATEMENT OF EXEMPTION FROM RECORDING TAX

The debtor herein, The Special Care Facilities Financing Authority of the City of Birmingham – Baptist Medical Centers (herein, the “Authority”), is exempt from the recording tax otherwise required for this Uniform Commercial Code fixture filing (herein, the “Filing”) in the office of the Judge of Probate, pursuant to Alabama Code § 11-62-18(c), which states:

No privilege or license taxes payable in respect of the recording or filing for record of any mortgage, deed or other instrument, including, without limitation, the privilege taxes now imposed by Chapter 22 of Title 40, shall be levied, charged or collected in connection with the recording or filing for record of any mortgage, deed or other instrument evidencing a conveyance to or the creation of any property interest in an authority, any agreement or instrument to which an authority is a party and any mortgage, deed or other instrument evidencing a conveyance from an authority to another party or the creation by an authority of any property interest in another party.

The Authority is an authority pursuant to Alabama Code § 11-62-1 *et seq.* and is a party to the Filing. Therefore, Alabama Code § 11-62-18(c) exempts the Authority from payment of the recording tax.

EXHIBIT "A" TO UCC FINANCING STATEMENT

The Equipment leased or sub-leased pursuant to that certain Master Lease and Sublease Agreement dated as of June 1, 2004 among Siemens Financial Services, Inc., a Delaware corporation, as Lessor and Servicer (with its successors and assigns, the “Lessor” or the “Servicer”), The Special Care Facilities Financing Authority of the City of Birmingham – Baptist Medical Centers, a public corporation organized under the laws of the State of Alabama (the “State”), as Lessee (with its successors and assigns, the “Lessee”), Regions Bank, an Alabama banking corporation (with its successors and assigns, the “Escrow Agent”), and Baptist Health System, Inc., a nonprofit corporation existing under the laws of the State, as Sub-Lessee (with its successors and assigns as permitted hereunder, the “Sub-Lessee”) (the "Lease"), as described on Exhibit A-1 attached hereto, together with all replacement parts, additions, repairs, accessions, and accessories incorporated therein and/or affixed to such personal property and replacements and substitutions therefor and proceeds and products thereof, and all securities, funds, moneys, deposits and other property at any time held in or subject to the account for Schedule 1 to the Lease in the Acquisition Escrow Fund held thereunder.

EXHIBIT A-1 EQUIPMENT

**BAPTIST HEALTH SYSTEM, INC.
JUNE 2004**

FACILITY	EQUIPMENT	I
Dekalb	Tomography Radiograph Tomography Radiograph Sonos Imaging System Cardiocap Monitors (3) Washer/Sterilizer Film Processor	
Citizens	Sequoia Ultrasound EEG machine EEG machine Transducer	
Montclair	OR Tables (2) Cath Lab Phillips EP Lab (GE) Advanta Bed System (15) Patient Monitoring System Neurosurgical Microscope Emageon System Revolution X-Ray Table Revolution X-Ray Table Open MRI Microselectron Ventilator Baby Log Ventilator Esprit (6) Telemetry System Ureterorenofiberscope Colonoscopes (3) Gastroscope Defibrillators (4) Mobile C Arm 9800 Lithoclast Ultra System Dinamap Procare 320 (16) CT Scanner Nuclear Camera Ultrasound Portable X-ray Unit C-Arm	
Princeton	OR Lights & Controls Dryview 8700 Mammolux Ventilator Esprit (3) Opti Vu Equipment OR Table - Bariatric Video Laproscopic Urology Table Revolution XR/D Wall Revolution XR/D Table Emageon System Soft Copy Inter. Imager-Dryview 8700 Video Equipment/Scope Mammography System Recliners (30) Monitor MRI Pt Vitals	

**BAPTIST HEALTH SYSTEM, INC.
JUNE 2004**

FACILITY	EQUIPMENT	
	Video Cameras (4)	
	Telemetry System	
	Telemetry System	
	Sigma Excite MRI	
	Cath Lab	
	PET Scanner	
Shelby	Telemetry System	
	Microscope Surgical	
	Cardlocap 5 Anesthesia (2)	
	Miniview Hospital PL	
	Patient Monitor D3K (12)	
	Anesthesia Machine (8)	
	Harmony Dual 500 FLA (2)	
	OR Table with Power (2)	
	Sterilizer 20 IN CEN	
	Washer REL 444	
	Sterilizer 16 IN CEN	
	Imagemaker Full W/IN (6)	
	Bed Affinity Three K (6)	
	Emageon System	
	Revolution XR/D Table	
	Dryview 8700	
	Empower CT Injector	
	Microscope ZMS-OPMI	
	Laproscope with Autoclave (6)	
	Cardiocap Monitor	
	Cabinets Warming (6)	
	Stretchers (12)	
	Digital Mobile C-ARM	
	Datascope w/recorder	
	CT (2)	
	Steam Sterilizer	
	OR Table with Power (2)	
	Digital Warming Cabinets (2)	
	Novasure Uterine Ablation Sys	
	Midas Rex Legend System	
Walker	Digital C Arm 9800	
	Anesthesia Machine	
	Anesthesia Monitor	
	Open MRI Signa	
	Microfilm Reader	
	Stainer Automatic SL	
	Stretcher-Transport (4)	
	CT	
	Manual Crank Beds (3)	
	Neonatal Monitor (2)	
	Ventilator System (2)	
Corporate	IBM RS/6000 P650 System	
	Server 7060 H70 Pharmacy	
	Total Equipment	

EXHIBIT B.

A portion of the E $\frac{1}{2}$ of SE $\frac{1}{4}$ of NE $\frac{1}{4}$ of Section 35, Township 20 South, Range 3 West, and a portion of the W $\frac{1}{2}$ of SW $\frac{1}{4}$ of NW $\frac{1}{4}$ of Section 36, Township 20 South, Range 3 West, of Huntsville Principal Meridian, Shelby County, Alabama, being more particularly described as follows:

Begin at the SE corner of the E $\frac{1}{2}$ of SE $\frac{1}{4}$ of NE $\frac{1}{4}$ of said Section 35; thence in Westerly direction along South boundary line of E $\frac{1}{2}$ of SE $\frac{1}{4}$ of NE $\frac{1}{4}$ of Section 35, 197.24 feet to the point of intersection with the arc of a curve turning to the left, which is Easterly boundary of right of way of U.S. Highway No. 31, said arc having a radius of 38,287.20 feet, and being subtended by a central angle of $0^{\circ}12'38''$, having a chord of 140.68 feet in length, said chord forming an angle of $96^{\circ}04'19''$ to the right from last mentioned course, having a length of 197.24 feet; thence along said arc of said curve 140.68 feet to the point of intersection with a straight line tangent to said arc; thence continuing along said straight line which is Easterly boundary of said Highway right of way 659.32 feet; then turning an angle of $84^{\circ}00'30''$ to the right in an Easterly direction 94.68 feet to the point of intersection with East boundary line of said Section 35; thence continuing East into Section 36, Township 20 South, Range 3 West, along said last mentioned course which is a straight line 659.49 feet to the point of intersection with the East boundary of W $\frac{1}{2}$ of SW $\frac{1}{4}$ of NW $\frac{1}{4}$ of Section 36, Township 20 South, Range 3 West; thence turning an angle of $88^{\circ}40'30''$ to the right in Southerly direction along East boundary of said W $\frac{1}{2}$ of SW $\frac{1}{4}$ of NW $\frac{1}{4}$ of said Section 36, 795.80 feet to the Southeast corner of W $\frac{1}{2}$ of SW $\frac{1}{4}$ of NW $\frac{1}{4}$ of said Section 36; thence turning an angle of $91^{\circ}19'30''$ to the right along South boundary of W $\frac{1}{2}$ of SW $\frac{1}{4}$ of NW $\frac{1}{4}$ of said Section 36, 659.16 feet to the point of beginning; being situated in Shelby County, Alabama.