

MEDICAL PROPERTIES TRUST INC

Form 10-K/A

May 11, 2009

**Table of Contents**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-K/A  
(Amendment No. 1)**

**(Mark One)**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2008**

**or**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**Commission file number 001-32559**

**Medical Properties Trust, Inc.**

*(Exact Name of Registrant as Specified in Its Charter)*

**Maryland**

*(State or Other Jurisdiction of Incorporation or  
Organization)*

**20-0191742**

*(IRS Employer Identification No.)*

**1000 Urban Center Drive, Suite 501**

**Birmingham, AL**

*(Address of Principal Executive Offices)*

**35242**

*(Zip Code)*

**(205) 969-3755**

*(Registrant's Telephone Number, Including Area Code)*

**Securities registered pursuant to Section 12(b) of the Act:**

**Title of Each Class**

**Name of Each Exchange on Which Registered**

Common Stock, par value \$0.001 per share

New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act:**

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment of this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting  
company

(Do not check if a smaller  
reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

As of June 30, 2008, the aggregate market value of the 64,166,383 shares of common stock, par value \$0.001 per share ( Common Stock ), held by non-affiliates of the Registrant was \$649,363,796 based upon the last reported sale price of \$10.12 on the New York Stock Exchange. For purposes of the foregoing calculation only, all directors and executive officers of the Registrant have been deemed affiliates.

As of March 1, 2009, 78,356,000 shares of the Registrant's Common Stock were outstanding.

Portions of the Registrant's definitive Proxy Statement for the Annual Meeting of Stockholders to be held on May 21, 2009 are incorporated by reference into Part III, Items 10 through 14 of this Annual Report on Form 10-K.

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**MEDICAL PROPERTIES TRUST, INC.  
AMENDMENT NO. 1 TO ANNUAL REPORT ON FORM 10-K  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2008**

This Amendment No. 1 to the Annual Report on Form 10-K for the fiscal year ended December 31, 2008 of Medical Properties Trust, Inc. is filed for the sole purpose of adding the consolidated financial statements of Prime Healthcare Services, Inc. and Subsidiaries ( Prime ) as Exhibit 99.1 and of including consents from our independent registered public accounting firms and that of our significant lessee. At December 31, 2008, our properties leased to Prime were more than 20% of our assets. Since these properties are leased to Prime under long-term, triple-net leases that transfer substantially all operating costs to Prime, financial information about Prime may be relevant to investors. The audited financial statements of Prime for the years ended December 31, 2008 and 2007 are attached to this report as Exhibit 99.1. Refer to our 2007 Form 10-K/A filed on July 11, 2008 for the audited financial statements of Prime for the years ended December 31, 2007 and 2006. These financial statements were provided to us by Prime and Medical Properties Trust, Inc. did not participate in their preparation or review. Accordingly, Item 15 of Part IV has also been amended to reflect the filing of these exhibits.

Other than as expressly set forth above, this Amendment does not, and does not purport to, update or restate the information in any other Item of the originally filed annual report.

**Table of Contents**

|  |                       |    |
|--|-----------------------|----|
|  | <b><u>PART IV</u></b> |    |
| <u>Item 15. Exhibits and Financial Statement Schedules</u> |                       | 3  |
| <u>SIGNATURES</u>  |                       | 17 |
| <b><u>INDEX TO EXHIBITS</u></b>                            |                       | 17 |
| <u>EX-23.1 CONSENT OF PRICEWATERHOUSECOOPERS LLP</u>       |                       |    |
| <u>EX-23.2 CONSENT OF KPMG LLP</u>                         |                       |    |
| <u>EX-23.3 CONSENT OF MOSS ADAMS LLP</u>                   |                       |    |
| <u>EX-31.1 SECTION 302. CERTIFICATION OF THE CEO</u>       |                       |    |
| <u>EX-31.2 SECTION 302. CERTIFICATION OF THE CFO</u>       |                       |    |
| <u>EX-99.1 CONSOLIDATED FINANCIAL STATEMENTS</u>           |                       |    |

**Table of Contents**

PART IV

**Item 15. Exhibits and Financial Statement Schedules.**

(a) Financial Statements and Financial Statement Schedules

The financial statements and financial statement schedules were previously filed with the Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed on March 13, 2009.

(b) Exhibits

**Exhibit  
Number**

**Exhibit Title**

|          |  |
|----------|--|
| 3.1(1)   | Registrant's Second Articles of Amendment and Restatement  |
| 3.2(2)   | Registrant's Amended and Restated Bylaws   |
| 3.3(3)   | Articles of Amendment of Registrant's Second Articles of Amendment and Restatement   |
| 4.1(1)   | Form of Common Stock Certificate   |
| 4.2(4)   | Indenture, dated July 14, 2006, among Registrant, MPT Operating Partnership, L.P. and the Wilmington Trust Company, as trustee   |
| 4.3(5)   | Indenture, dated November 6, 2006, among Registrant, MPT Operating Partnership, L.P. and the Wilmington Trust Company, as trustee  |
| 4.4(5)   | Registration Rights Agreement among Registrant, MPT Operating Partnership, L.P. and UBS Securities LLC and J.P. Morgan Securities Inc., as representatives of the initial purchasers, dated as of November 6, 2006 |
| 4.5(16)  | Indenture, dated as of March 26, 2008, among MPT Operating Partnership, L.P., as Issuer, Medical Properties Trust, Inc., as Guarantor, and Wilmington Trust Company, as Trustee.                                   |
| 4.6(16)  | Registration Rights Agreement among MPT Operating Partnership, L.P., Medical Properties Trust, Inc. and UBS Securities LLC, as representative of the initial purchasers of the notes, dated as of March 26, 2008   |
| 10.1(11) | Second Amended and Restated Agreement of Limited Partnership of MPT Operating Partnership, L.P.  |
| 10.2(6)  | Amended and Restated 2004 Equity Incentive Plan  |
| 10.3(7)  | Form of Stock Option Award   |
| 10.4(7)* | Form of Restricted Stock Award   |
| 10.5(7)* | Form of Deferred Stock Unit Award  |
| 10.6(1)* | Employment Agreement between Registrant and Edward K. Aldag, Jr., dated September 10, 2003   |
| 10.7(1)* | First Amendment to Employment Agreement between Registrant and Edward K. Aldag, Jr., dated March 8, 2004   |

- 10.8(1)\* Employment Agreement between Registrant and R. Steven Hamner, dated September 10, 2003
- 10.9 Not used
- 10.10(1)\* Employment Agreement between Registrant and Emmett E. McLean, dated September 10, 2003
- 10.11(1)\* Employment Agreement between Registrant and Michael G. Stewart, dated April 28, 2005
- 10.12(1)\* Form of Indemnification Agreement between Registrant and executive officers and directors
- 10.13(8) Credit Agreement dated October 27, 2005, among MPT Operating Partnership, L.P., as borrower, and Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services, Inc., as Administrative Agent and Lender, and Additional Lenders from Time to Time a Party thereto
- 10.14(1) Third Amended and Restated Lease Agreement between 1300 Campbell Lane, LLC and 1300 Campbell Lane Operating Company, LLC, dated December 20, 2004

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| <b>Exhibit<br/>Number</b> | <b>Exhibit Title</b>   |
|---------------------------|--|
| 10.15(1)                  | First Amendment to Third Amended and Restated Lease Agreement between 1300 Campbell Lane, LLC and 1300 Campbell Lane Operating Company, LLC, dated December 31, 2004   |
| 10.16(1)                  | Second Amended and Restated Lease Agreement between 92 Brick Road, LLC and 92 Brick Road, Operating Company, LLC, dated December 20, 2004  |
| 10.17(1)                  | First Amendment to Second Amended and Restated Lease Agreement between 92 Brick Road, LLC and 92 Brick Road, Operating Company, LLC, dated December 31, 2004   |
| 10.18(1)                  | Ground Lease Agreement between West Jersey Health System and West Jersey/Mediplex Rehabilitation Limited Partnership, dated July 15, 1993  |
| 10.19(1)                  | Third Amended and Restated Lease Agreement between San Joaquin Health Care Associates Limited Partnership and 7173 North Sharon Avenue Operating Company, LLC, dated December 20, 2004   |
| 10.20(1)                  | First Amendment to Third Amended and Restated Lease Agreement between San Joaquin Health Care Associates Limited Partnership and 7173 North Sharon Avenue Operating Company, LLC, dated December 31, 2004  |
| 10.21(1)                  | Second Amended and Restated Lease Agreement between 8451 Pearl Street, LLC and 8451 Pearl Street Operating Company, LLC, dated December 20, 2004   |
| 10.22(1)                  | First Amendment to Second Amended and Restated Lease Agreement between 8451 Pearl Street, LLC and 8451 Pearl Street Operating Company, LLC, dated December 31, 2004  |
| 10.23(1)                  | Second Amended and Restated Lease Agreement between 4499 Acushnet Avenue, LLC and 4499 Acushnet Avenue Operating Company, LLC, dated December 20, 2004   |
| 10.24(1)                  | First Amendment to Second Amended and Restated Lease Agreement between 4499 Acushnet Avenue, LLC and 4499 Acushnet Avenue Operating Company, LLC, dated December 31, 2004  |
| 10.25(1)                  | Purchase and Sale Agreement among MPT Operating Partnership, L.P., MPT of Bucks County Hospital, L.P., Bucks County Oncoplastic Institute, LLC, Jerome S. Tannenbaum, M.D., M. Stephen Harrison and DSI Facility Development, LLC, dated March 3, 2005   |
| 10.26(1)                  | Amendment to Purchase and Sale Agreement among MPT Operating Partnership, L.P., MPT of Bucks County Hospital, L.P., Bucks County Oncoplastic Institute, LLC, DSI Facility Development, LLC, Jerome S. Tannenbaum, M.D., M. Stephen Harrison and G. Patrick Maxwell, M.D., dated April 29, 2005 |
| 10.27(1)                  | Lease Agreement between Bucks County Oncoplastic Institute, LLC and MPT of Bucks County, L.P., dated September 16, 2005  |
| 10.28(1)                  | Development Agreement among DSI Facility Development, LLC, Bucks County Oncoplastic Institute, LLC and MPT of Bucks County, L.P., dated September 16, 2005   |

- 10.29(1) Funding Agreement among DSI Facility Development, LLC, Bucks County Oncoplastic Institute, LLC and MPT of Bucks County, L.P., dated September 16, 2005
- 10.30(1) Purchase and Sale Agreement between MPT of North Cypress, L.P. and North Cypress Medical Center Operating Company, Ltd., dated as of June 1, 2005
- 10.31(1) Contract for Purchase and Sale of Real Property between North Cypress Property Holdings, Ltd. and MPT of North Cypress, L.P., dated as of June 1, 2005
- 10.32(1) Sublease Agreement between MPT of North Cypress, L.P. and North Cypress Medical Center Operating Company, Ltd., dated as of June 1, 2005

4

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**Table of Contents**

| <b>Exhibit<br/>Number</b> | <b>Exhibit Title</b>  |
|---------------------------|---|
| 10.33(1)                  | Net Ground Lease between North Cypress Property Holdings, Ltd. and MPT of North Cypress, L.P., dated as of June 1, 2005   |
| 10.34(1)                  | Lease Agreement between MPT of North Cypress, L.P. and North Cypress Medical Center Operating Company, Ltd., dated as of June 1, 2005   |
| 10.35(1)                  | Net Ground Lease between Northern Healthcare Land Ventures, Ltd. and MPT of North Cypress, L.P., dated as of June 1, 2005   |
| 10.36(1)                  | Construction Loan Agreement between North Cypress Medical Center Operating Company, Ltd. and MPT Finance Company, LLC, dated June 1, 2005   |
| 10.37(1)                  | Purchase, Sale and Loan Agreement among MPT Operating Partnership, L.P., MPT of Covington, LLC, MPT of Denham Springs, LLC, Covington Healthcare Properties, L.L.C., Denham Springs Healthcare Properties, L.L.C., Gulf States Long Term Acute Care of Covington, L.L.C. and Gulf States Long Term Acute Care of Denham Springs, L.L.C., dated June 9, 2005 |
| 10.38(1)                  | Lease Agreement between MPT of Covington, LLC and Gulf States Long Term Acute Care of Covington, L.L.C., dated June 9, 2005   |
| 10.39(1)                  | Promissory Note made by Denham Springs Healthcare Properties, L.L.C. in favor of MPT of Denham Springs, LLC, dated June 9, 2005   |
| 10.40(1)                  | Purchase and Sale Agreement among MPT Operating Partnership, L.P., MPT of Redding, LLC, Vibra Healthcare, LLC and Northern California Rehabilitation Hospital, LLC, dated June 30, 2005   |
| 10.41(1)                  | Lease Agreement between Northern California Rehabilitation Hospital, LLC and MPT of Redding, LLC, dated June 30, 2005   |

**Table of Contents**

| <b>Exhibit<br/>Number</b> | <b>Exhibit Title</b>   |
|---------------------------|--|
| 10.42(1)                  | Amendment No. 1 to Ground Lease Agreement between National Medical Specialty Hospital of Redding, Inc. and Ocadian Care Centers, Inc., dated November 29, 2001   |
| 10.43(1)                  | Purchase and Sale Agreement among MPT Operating Partnership, L.P., MPT of Bloomington, LLC, Southern Indiana Medical Park II, LLC and Monroe Hospital, LLC, dated October 7, 2005  |
| 10.44(1)                  | Lease Agreement between Monroe Hospital, LLC and MPT of Bloomington, LLC, dated October 7, 2005  |
| 10.45(1)                  | Development Agreement among Monroe Hospital, LLC, Monroe Hospital Development, LLC and MPT of Bloomington, LLC, dated October 7, 2005  |
| 10.46(1)                  | Funding Agreement between Monroe Hospital, LLC and MPT of Bloomington, LLC, dated October 7, 2005  |
| 10.47(1)                  | Purchase and Sale Agreement among MPT Operating Partnership, L.P., MPT of Chino, LLC, Prime Healthcare Services, LLC, Veritas Health Services, Inc., Prime Healthcare Services, Inc., Desert Valley Hospital, Inc. and Desert Valley Medical Group, Inc., dated November 30, 2005  |
| 10.48(1)                  | Lease Agreement among Veritas Health Services, Inc., Prime Healthcare Services, LLC and MPT of Chino, LLC, dated November 30, 2005   |
| 10.49(1)                  | Purchase and Sale Agreement among MPT Operating Partnership, L.P., MPT of Sherman Oaks, LLC, Prime A Investments, L.L.C., Prime Healthcare Services II, LLC, Prime Healthcare Services, Inc., Desert Valley Medical Group, Inc. and Desert Valley Hospital, Inc., dated December 30, 2005  |
| 10.50(1)                  | Lease Agreement between MPT of Sherman Oaks, LLC and Prime Healthcare Services II, LLC, dated December 30, 2005  |
| 10.51(11)*                | Form of Medical Properties Trust, Inc. 2007 Multi-Year Incentive Plan Award Agreement (LTIP Units)   |
| 10.52(11)*                | Form of Medical Properties Trust, Inc. 2007 Multi-Year Incentive Plan Award Agreement (Restricted Shares)  |
| 10.53(12)                 | Term Loan Credit Agreement among Medical Properties Trust, Inc., MPT Operating Partnership, L.P., as Borrower, the Several Lenders from Time to Time Parties Thereto, KeyBank National Association, as Syndication Agent, and JP Morgan Chase Bank, N.A. as Administrative Agent, with J.P. Morgan Securities Inc. and KeyBank National Association, as Joint Lead Arrangers and Bookrunners |
| 10.54(10)                 | First Amendment to Term Loan Agreement   |
| 10.55(16)                 | Revolving Credit and Term Loan Agreement, dated November 30, 2007, among Medical Properties Trust, Inc., MPT Operating Partnership, L.P., as Borrower, the Several Lenders from Time to Time Parties Thereto, KeyBank National Association, as Syndication Agent, and JPMorgan Chase Bank,   |

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N.A. as Administrative Agent, with J.P. Morgan Securities Inc. and KeyBank National Association,  
as Joint Lead Arrangers and Bookrunners

10.56(16)\* Second Amendment to Employment Agreement between Registrant and Edward K. Aldag, Jr., dated  
September 29, 2006

10.57(16)\* First Amendment to Employment Agreement between Registrant and R. Steven Hamner, dated  
September 29, 2006

**Table of Contents**

| <b>Exhibit<br/>Number</b> | <b>Exhibit Title</b>   |
|---------------------------|--|
| 10.58(1)*                 | First Amendment to Employment Agreement between Registrant and Emmett E. McLean, dated September 29, 2006  |
| 10.59(16)*                | First Amendment to Employment Agreement between Registrant and Michael G. Stewart, dated September 29, 2006  |
| 10.60(8)                  | Second Amended and Restated 2004 Equity Incentive Plan   |
| 10.61(14)                 | First Amendment to Revolving Credit and Term Loan Agreement dated March 13, 2008   |
| 10.62(14)                 | Purchase and Sale Agreement among MPT Operating Partnership, L.P., HCP Inc., FAEC Holdings(BC), LLC, HCPI Trust, HCP Das Petersburg VA, LP, and Texas HCP Holdings, L.P. dated as of March 13, 2008                    |
| 10.63(14)                 | First Amendment to Purchase and Sale Agreement among MPT Operating Partnership, L.P., HCP Inc., FAEC Holdings(BC), LLC, HCPI Trust, HCP Das Petersburg VA, LP, and Texas HCP Holdings, L.P. dated as of March 28, 2008 |
| 10.64(15)                 | Second Amendment to Purchase and Sale Agreement among MPT Operating Partnership, L.P., HCP Inc., FAEC Holdings(BC), LLC, HCPI Trust, HCP Das Petersburg VA, LP, and Texas HCP Holdings, L.P. dated as of April 1, 2008 |
| 10.65(15)                 | Third Amendment to Purchase and Sale Agreement among MPT Operating Partnership, L.P., HCP Inc., FAEC Holdings(BC), LLC, HCPI Trust, HCP Das Petersburg VA, LP, and Texas HCP Holdings, L.P. dated as of April 17, 2008 |
| 10.66(15)                 | Fourth Amendment to Purchase and Sale Agreement among MPT Operating Partnership, L.P., HCP Inc., FAEC Holdings(BC), LLC, HCPI Trust, HCP Das Petersburg VA, LP, and Texas HCP Holdings, L.P. dated as of May 14, 2008  |
| 10.67(15)                 | Fifth Amendment to Purchase and Sale Agreement among MPT Operating Partnership, L.P., HCP Inc., FAEC Holdings(BC), LLC, HCPI Trust, HCP Das Petersburg VA, LP, and Texas HCP Holdings, L.P. dated as of June 18, 2008  |
| 10.68(15)                 | Sixth Amendment to Purchase and Sale Agreement among MPT Operating Partnership, L.P., HCP Inc., FAEC Holdings(BC), LLC, HCPI Trust, HCP Das Petersburg VA, LP, and Texas HCP Holdings, L.P. dated as of June 30, 2008  |
| 10.71(17)*                | Second Amendment to Employment Agreement between Registrant and William G. McKenzie, dated February 27, 2009   |
| 10.72(17)*                | Second Amendment to Employment Agreement between Registrant and Michael G. Stewart, dated January 1, 2008  |
| 10.73(17)*                | Third Amendment to Employment Agreement between Registrant and Michael G. Stewart, dated January 1, 2009   |

- 10.74(17)\* Second Amendment to Employment Agreement between Registrant and Emmett E. McLean, dated January 1, 2008
- 10.75(17)\* Third Amendment to Employment Agreement between Registrant and Emmett E. McLean, dated January 1, 2009
- 10.76(17)\* Second Amendment to Employment Agreement between Registrant and Richard S. Hamner, dated January 1, 2008

**Table of Contents**

| <b>Exhibit<br/>Number</b> | <b>Exhibit Title</b>   |
|---------------------------|--|
| 10.77(17)*                | Third Amendment to Employment Agreement between Registrant and R. Steven Hamner, dated January 1, 2009   |
| 10.78(17)*                | Third Amendment to Employment Agreement between Registrant and Edward K. Aldag, Jr., dated January 1, 2008   |
| 10.79(17)*                | Fourth Amendment to Employment Agreement between Registrant and Edward K. Aldag, Jr., dated January 1, 2009  |
| 10.80(17)*                | Third Amendment to Employment Agreement between Registrant and William G. McKenzie, dated January 1, 2008  |
| 10.81(17)*                | Fourth Amendment to Employment Agreement between Registrant and William G. McKenzie, dated January 1, 2009   |
| 21.1(17)                  | Subsidiaries of Registrant   |
| 23.1(19)                  | Consent of PricewaterhouseCoopers LLP  |
| 23.2(19)                  | Consent of KPMG LLP  |
| 23.3(19)                  | Consent of Moss Adams LLP  |
| 31.1(19)                  | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934  |
| 31.2(19)                  | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934  |
| 32(17)                    | Certification of Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350 |
| 99.1(18)(19)              | Consolidated Financial Statements of Prime Healthcare Services, Inc. as of December 31, 2008 and 2007  |

\* A management contract or compensatory plan or arrangement required to be filed as an exhibit pursuant to Item 15(b) of Form 10-K.

- (1) Incorporated by reference to Registrant's Registration Statement on Form S-11 filed with the Commission on October 26, 2004, as amended (File No. 333-119957).
- (2) Incorporated by reference to Registrant's quarterly report on Form 10-Q for the quarter ended June 30, 2005, filed with the Commission on July 26, 2005.
- (3) Incorporated by reference to Registrant's quarterly report on Form 10-Q for the quarter ended September 30, 2005, filed with the Commission on November 10, 2005.
- (4) Incorporated by reference to Registrant's current report on Form 8-K, filed with the Commission on July 20, 2006.
- (5) Incorporated by reference to Registrant's current report on Form 8-K, filed with the Commission on

November 13,  
2006.

- (6) Incorporated by reference to Registrant's definitive proxy statement on Schedule 14A, filed with the Commission on September 13, 2005.



**Table of Contents**

- (7) Incorporated by reference to Registrant's current report on Form 8-K, filed with the Commission on October 18, 2005.
  
- (8) Incorporated by reference to Registrant's definitive proxy statement on Schedule 14A, filed with the Commission on April 14, 2007.
  
- (9) Incorporated by reference to Registrant's current report on Form 8-K, filed with the Commission on February 28, 2007.
  
- (10) Incorporated by reference to Registrant's quarterly report on Form 10-Q for the quarter ended September 30, 2007, filed with the Commission on November 9, 2007.
  
- (11) Incorporated by reference to Registrant's current report on Form 8-K, filed with the Commission on August 6, 2007.
  
- (12) Incorporated by reference to Registrant's current report on Form 8-K, filed with the Commission on August 15, 2007.

- (13) Incorporated by reference to Registrant's current report on Form 8-K, filed with the Commission on March 26, 2008.
- (14) Incorporated by reference to Registrant's quarterly report on Form 10-Q for the quarter ended March 31, 2008, filed with the Commission on May 9, 2008.
- (15) Incorporated by reference to Registrant's quarterly report on Form 10-Q for the quarter ended June 30, 2008, filed with the Commission on August 8, 2008.
- (16) Incorporated by reference to Registrant's annual report on Form 10-K/A for the period ended December 31, 2007, filed with the Commission on July 11, 2008.
- (17) Previously filed as an exhibit to Registrant's Annual Report on Form 10-K, filed with the Commission on March 13, 2009.
- (18) Since affiliates of Prime Healthcare Services, Inc. lease more than 20% of

our total assets under triple net leases, the financial status of Prime may be considered relevant to investors. Prime's most recently available audited consolidated financial statements (as of and for the years ended December 31, 2008 and 2007) are attached as Exhibit 99.1 to this Amendment No. 1 to the Annual Report on Form 10-K. Refer to our 2007 Form 10-K/A filed on July 11, 2008 for the audited financial statements of Prime for the years ended December 31, 2007 and 2006. We have not participated in the preparation of Prime's financial statements nor do we have the right to dictate the form of any financial statements provided to us by Prime.

(19) Included in this Form 10-K/A.

**Table of Contents**

**INDEX TO EXHIBITS**

| <b>Exhibit<br/>Number</b> | <b>Exhibit Title</b>   |
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| 3.1(1)                    | Registrant's Second Articles of Amendment and Restatement  |
| 3.2(2)                    | Registrant's Amended and Restated Bylaws   |
| 3.3(3)                    | Articles of Amendment of Registrant's Second Articles of Amendment and Restatement   |
| 4.1(1)                    | Form of Common Stock Certificate   |
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| 10.3(7)                   | Form of Stock Option Award   |
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| 10.9                      | Not used   |

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- 10.10(1)\* Employment Agreement between Registrant and Emmett E. McLean, dated September 10, 2003
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**Table of Contents**

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| 10.19(1)                  | Third Amended and Restated Lease Agreement between San Joaquin Health Care Associates Limited Partnership and 7173 North Sharon Avenue Operating Company, LLC, dated December 20, 2004   |
| 10.20(1)                  | First Amendment to Third Amended and Restated Lease Agreement between San Joaquin Health Care Associates Limited Partnership and 7173 North Sharon Avenue Operating Company, LLC, dated December 31, 2004  |
| 10.21(1)                  | Second Amended and Restated Lease Agreement between 8451 Pearl Street, LLC and 8451 Pearl Street Operating Company, LLC, dated December 20, 2004   |
| 10.22(1)                  | First Amendment to Second Amended and Restated Lease Agreement between 8451 Pearl Street, LLC and 8451 Pearl Street Operating Company, LLC, dated December 31, 2004  |
| 10.23(1)                  | Second Amended and Restated Lease Agreement between 4499 Acushnet Avenue, LLC and 4499 Acushnet Avenue Operating Company, LLC, dated December 20, 2004   |
| 10.24(1)                  | First Amendment to Second Amended and Restated Lease Agreement between 4499 Acushnet Avenue, LLC and 4499 Acushnet Avenue Operating Company, LLC, dated December 31, 2004  |
| 10.25(1)                  | Purchase and Sale Agreement among MPT Operating Partnership, L.P., MPT of Bucks County Hospital, L.P., Bucks County Oncoplastic Institute, LLC, Jerome S. Tannenbaum, M.D., M. Stephen Harrison and DSI Facility Development, LLC, dated March 3, 2005   |
| 10.26(1)                  | Amendment to Purchase and Sale Agreement among MPT Operating Partnership, L.P., MPT of Bucks County Hospital, L.P., Bucks County Oncoplastic Institute, LLC, DSI Facility Development, LLC, Jerome S. Tannenbaum, M.D., M. Stephen Harrison and G. Patrick Maxwell, M.D., dated April 29, 2005 |
| 10.27(1)                  | Lease Agreement between Bucks County Oncoplastic Institute, LLC and MPT of Bucks County, L.P., dated September 16, 2005  |
| 10.28(1)                  | Development Agreement among DSI Facility Development, LLC, Bucks County Oncoplastic Institute, LLC and MPT of Bucks County, L.P., dated September 16, 2005   |

- 10.29(1) Funding Agreement among DSI Facility Development, LLC, Bucks County Oncoplastic Institute, LLC and MPT of Bucks County, L.P., dated September 16, 2005
- 10.30(1) Purchase and Sale Agreement between MPT of North Cypress, L.P. and North Cypress Medical Center Operating Company, Ltd., dated as of June 1, 2005
- 10.31(1) Contract for Purchase and Sale of Real Property between North Cypress Property Holdings, Ltd. and MPT of North Cypress, L.P., dated as of June 1, 2005
- 10.32(1) Sublease Agreement between MPT of North Cypress, L.P. and North Cypress Medical Center Operating Company, Ltd., dated as of June 1, 2005

**Table of Contents**

| <b>Exhibit<br/>Number</b> | <b>Exhibit Title</b>  |
|---------------------------|---|
| 10.33(1)                  | Net Ground Lease between North Cypress Property Holdings, Ltd. and MPT of North Cypress, L.P., dated as of June 1, 2005   |
| 10.34(1)                  | Lease Agreement between MPT of North Cypress, L.P. and North Cypress Medical Center Operating Company, Ltd., dated as of June 1, 2005   |
| 10.35(1)                  | Net Ground Lease between Northern Healthcare Land Ventures, Ltd. and MPT of North Cypress, L.P., dated as of June 1, 2005   |
| 10.36(1)                  | Construction Loan Agreement between North Cypress Medical Center Operating Company, Ltd. and MPT Finance Company, LLC, dated June 1, 2005   |
| 10.37(1)                  | Purchase, Sale and Loan Agreement among MPT Operating Partnership, L.P., MPT of Covington, LLC, MPT of Denham Springs, LLC, Covington Healthcare Properties, L.L.C., Denham Springs Healthcare Properties, L.L.C., Gulf States Long Term Acute Care of Covington, L.L.C. and Gulf States Long Term Acute Care of Denham Springs, L.L.C., dated June 9, 2005 |
| 10.38(1)                  | Lease Agreement between MPT of Covington, LLC and Gulf States Long Term Acute Care of Covington, L.L.C., dated June 9, 2005   |
| 10.39(1)                  | Promissory Note made by Denham Springs Healthcare Properties, L.L.C. in favor of MPT of Denham Springs, LLC, dated June 9, 2005   |
| 10.40(1)                  | Purchase and Sale Agreement among MPT Operating Partnership, L.P., MPT of Redding, LLC, Vibra Healthcare, LLC and Northern California Rehabilitation Hospital, LLC, dated June 30, 2005   |
| 10.41(1)                  | Lease Agreement between Northern California Rehabilitation Hospital, LLC and MPT of Redding, LLC, dated June 30, 2005   |



**Table of Contents**

| <b>Exhibit<br/>Number</b> | <b>Exhibit Title</b>   |
|---------------------------|--|
| 10.42(1)                  | Amendment No. 1 to Ground Lease Agreement between National Medical Specialty Hospital of Redding, Inc. and Ocadian Care Centers, Inc., dated November 29, 2001   |
| 10.43(1)                  | Purchase and Sale Agreement among MPT Operating Partnership, L.P., MPT of Bloomington, LLC, Southern Indiana Medical Park II, LLC and Monroe Hospital, LLC, dated October 7, 2005  |
| 10.44(1)                  | Lease Agreement between Monroe Hospital, LLC and MPT of Bloomington, LLC, dated October 7, 2005  |
| 10.45(1)                  | Development Agreement among Monroe Hospital, LLC, Monroe Hospital Development, LLC and MPT of Bloomington, LLC, dated October 7, 2005  |
| 10.46(1)                  | Funding Agreement between Monroe Hospital, LLC and MPT of Bloomington, LLC, dated October 7, 2005  |
| 10.47(1)                  | Purchase and Sale Agreement among MPT Operating Partnership, L.P., MPT of Chino, LLC, Prime Healthcare Services, LLC, Veritas Health Services, Inc., Prime Healthcare Services, Inc., Desert Valley Hospital, Inc. and Desert Valley Medical Group, Inc., dated November 30, 2005  |
| 10.48(1)                  | Lease Agreement among Veritas Health Services, Inc., Prime Healthcare Services, LLC and MPT of Chino, LLC, dated November 30, 2005   |
| 10.49(1)                  | Purchase and Sale Agreement among MPT Operating Partnership, L.P., MPT of Sherman Oaks, LLC, Prime A Investments, L.L.C., Prime Healthcare Services II, LLC, Prime Healthcare Services, Inc., Desert Valley Medical Group, Inc. and Desert Valley Hospital, Inc., dated December 30, 2005  |
| 10.50(1)                  | Lease Agreement between MPT of Sherman Oaks, LLC and Prime Healthcare Services II, LLC, dated December 30, 2005  |
| 10.51(11)*                | Form of Medical Properties Trust, Inc. 2007 Multi-Year Incentive Plan Award Agreement (LTIP Units)   |
| 10.52(11)*                | Form of Medical Properties Trust, Inc. 2007 Multi-Year Incentive Plan Award Agreement (Restricted Shares)  |
| 10.53(12)                 | Term Loan Credit Agreement among Medical Properties Trust, Inc., MPT Operating Partnership, L.P., as Borrower, the Several Lenders from Time to Time Parties Thereto, KeyBank National Association, as Syndication Agent, and JP Morgan Chase Bank, N.A. as Administrative Agent, with J.P. Morgan Securities Inc. and KeyBank National Association, as Joint Lead Arrangers and Bookrunners |
| 10.54(10)                 | First Amendment to Term Loan Agreement   |
| 10.55(16)                 | Revolving Credit and Term Loan Agreement, dated November 30, 2007, among Medical Properties Trust, Inc., MPT Operating Partnership, L.P., as Borrower, the Several Lenders from Time to Time Parties Thereto, KeyBank National Association, as Syndication Agent, and JPMorgan Chase Bank,   |

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N.A. as Administrative Agent, with J.P. Morgan Securities Inc. and KeyBank National Association,  
as Joint Lead Arrangers and Bookrunners

10.56(16)\* Second Amendment to Employment Agreement between Registrant and Edward K. Aldag, Jr., dated  
September 29, 2006

10.57(16)\* First Amendment to Employment Agreement between Registrant and R. Steven Hamner, dated  
September 29, 2006

**Table of Contents**

| <b>Exhibit<br/>Number</b> | <b>Exhibit Title</b>   |
|---------------------------|--|
| 10.58(1)*                 | First Amendment to Employment Agreement between Registrant and Emmett E. McLean, dated September 29, 2006  |
| 10.59(16)*                | First Amendment to Employment Agreement between Registrant and Michael G. Stewart, dated September 29, 2006  |
| 10.60(8)                  | Second Amended and Restated 2004 Equity Incentive Plan   |
| 10.61(14)                 | First Amendment to Revolving Credit and Term Loan Agreement dated March 13, 2008   |
| 10.62(14)                 | Purchase and Sale Agreement among MPT Operating Partnership, L.P., HCP Inc., FAEC Holdings(BC), LLC, HCPI Trust, HCP Das Petersburg VA, LP, and Texas HCP Holdings, L.P. dated as of March 13, 2008                    |
| 10.63(14)                 | First Amendment to Purchase and Sale Agreement among MPT Operating Partnership, L.P., HCP Inc., FAEC Holdings(BC), LLC, HCPI Trust, HCP Das Petersburg VA, LP, and Texas HCP Holdings, L.P. dated as of March 28, 2008 |
| 10.64(15)                 | Second Amendment to Purchase and Sale Agreement among MPT Operating Partnership, L.P., HCP Inc., FAEC Holdings(BC), LLC, HCPI Trust, HCP Das Petersburg VA, LP, and Texas HCP Holdings, L.P. dated as of April 1, 2008 |
| 10.65(15)                 | Third Amendment to Purchase and Sale Agreement among MPT Operating Partnership, L.P., HCP Inc., FAEC Holdings(BC), LLC, HCPI Trust, HCP Das Petersburg VA, LP, and Texas HCP Holdings, L.P. dated as of April 17, 2008 |
| 10.66(15)                 | Fourth Amendment to Purchase and Sale Agreement among MPT Operating Partnership, L.P., HCP Inc., FAEC Holdings(BC), LLC, HCPI Trust, HCP Das Petersburg VA, LP, and Texas HCP Holdings, L.P. dated as of May 14, 2008  |
| 10.67(15)                 | Fifth Amendment to Purchase and Sale Agreement among MPT Operating Partnership, L.P., HCP Inc., FAEC Holdings(BC), LLC, HCPI Trust, HCP Das Petersburg VA, LP, and Texas HCP Holdings, L.P. dated as of June 18, 2008  |
| 10.68(15)                 | Sixth Amendment to Purchase and Sale Agreement among MPT Operating Partnership, L.P., HCP Inc., FAEC Holdings(BC), LLC, HCPI Trust, HCP Das Petersburg VA, LP, and Texas HCP Holdings, L.P. dated as of June 30, 2008  |
| 10.71(17)*                | Second Amendment to Employment Agreement between Registrant and William G. McKenzie, dated February 27, 2009   |
| 10.72(17)*                | Second Amendment to Employment Agreement between Registrant and Michael G. Stewart, dated January 1, 2008  |
| 10.73(17)*                | Third Amendment to Employment Agreement between Registrant and Michael G. Stewart, dated January 1, 2009   |

- 10.74(17)\* Second Amendment to Employment Agreement between Registrant and Emmett E. McLean, dated January 1, 2008
- 10.75(17)\* Third Amendment to Employment Agreement between Registrant and Emmett E. McLean, dated January 1, 2009
- 10.76(17)\* Second Amendment to Employment Agreement between Registrant and Richard S. Hamner, dated January 1, 2008

**Table of Contents**

| <b>Exhibit<br/>Number</b> | <b>Exhibit Title</b>   |
|---------------------------|--|
| 10.77(17)*                | Third Amendment to Employment Agreement between Registrant and R. Steven Hamner, dated January 1, 2009   |
| 10.78(17)*                | Third Amendment to Employment Agreement between Registrant and Edward K. Aldag, Jr., dated January 1, 2008   |
| 10.79(17)*                | Fourth Amendment to Employment Agreement between Registrant and Edward K. Aldag, Jr., dated January 1, 2009  |
| 10.80(17)*                | Third Amendment to Employment Agreement between Registrant and William G. McKenzie, dated January 1, 2008  |
| 10.81(17)*                | Fourth Amendment to Employment Agreement between Registrant and William G. McKenzie, dated January 1, 2009   |
| 21.1(17)                  | Subsidiaries of Registrant   |
| 23.1(19)                  | Consent of PricewaterhouseCoopers LLP  |
| 23.2(19)                  | Consent of KPMG LLP  |
| 23.3(19)                  | Consent of Moss Adams LLP  |
| 31.1(19)                  | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934  |
| 31.2(19)                  | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934  |
| 32(17)                    | Certification of Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350 |
| 99.1(18)(19)              | Consolidated Financial Statements of Prime Healthcare Services, Inc. as of December 31, 2008 and 2007  |

\* A management contract or compensatory plan or arrangement required to be filed as an exhibit pursuant to Item 15(b) of Form 10-K.

- (1) Incorporated by reference to Registrant's Registration Statement on Form S-11 filed with the Commission on October 26, 2004, as amended (File No. 333-119957).
- (2) Incorporated by reference to Registrant's quarterly report on Form 10-Q for the quarter ended June 30, 2005, filed with the Commission on July 26, 2005.
- (3) Incorporated by reference to Registrant's quarterly report on Form 10-Q for the quarter ended September 30, 2005, filed with the Commission on November 10, 2005.
- (4) Incorporated by reference to Registrant's current report on Form 8-K, filed with the Commission on July 20, 2006.
- (5) Incorporated by reference to Registrant's current report on Form 8-K, filed with the Commission on

November 13,  
2006.

- (6) Incorporated by reference to Registrant's definitive proxy statement on Schedule 14A, filed with the Commission on September 13, 2005.

**Table of Contents**

- (7) Incorporated by reference to Registrant's current report on Form 8-K, filed with the Commission on October 18, 2005.
  
- (8) Incorporated by reference to Registrant's definitive proxy statement on Schedule 14A, filed with the Commission on April 14, 2007.
  
- (9) Incorporated by reference to Registrant's current report on Form 8-K, filed with the Commission on February 28, 2007.
  
- (10) Incorporated by reference to Registrant's quarterly report on Form 10-Q for the quarter ended September 30, 2007, filed with the Commission on November 9, 2007.
  
- (11) Incorporated by reference to Registrant's current report on Form 8-K, filed with the Commission on August 6, 2007.
  
- (12) Incorporated by reference to Registrant's current report on Form 8-K, filed with the Commission on August 15, 2007.



- (13) Incorporated by reference to Registrant's current report on Form 8-K, filed with the Commission on March 26, 2008.
- (14) Incorporated by reference to Registrant's quarterly report on Form 10-Q for the quarter ended March 31, 2008, filed with the Commission on May 9, 2008.
- (15) Incorporated by reference to Registrant's quarterly report on Form 10-Q for the quarter ended June 30, 2008, filed with the Commission on August 8, 2008.
- (16) Incorporated by reference to Registrant's annual report on Form 10-K/A for the period ended December 31, 2007, filed with the Commission on July 11, 2008.
- (17) Previously filed as an exhibit to Registrant's Annual Report on Form 10-K, filed with the Commission on March 13, 2009.
- (18) Since affiliates of Prime Healthcare Services, Inc. lease more than 20% of

our total assets under triple net leases, the financial status of Prime may be considered relevant to investors. Prime's most recently available audited consolidated financial statements (as of and for the years ended December 31, 2008 and 2007) are attached as Exhibit 99.1 to this Amendment No. 1 to the Annual Report on Form 10-K. Refer to our 2007 Form 10-K/A filed on July 11, 2008 for the audited financial statements of Prime for the years ended December 31, 2007 and 2006. We have not participated in the preparation of Prime's financial statements nor do we have the right to dictate the form of any financial statements provided to us by Prime.

(19) Included in this Form 10-K/A.

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

MEDICAL PROPERTIES TRUST, INC.

By: /s/ R. Steven Hamner  
R. Steven Hamner  
Executive Vice President and  
Chief Financial Officer  
(Principal Financial and  
Accounting Officer)

Date: May 11, 2009

**INDEX TO EXHIBITS**

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 23.1                      | Consent of PricewaterhouseCoopers LLP   |
| 23.2                      | Consent of KPMG LLP   |
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| 31.2                      | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934 |
| 99.1                      | Consolidated Financial Statements of Prime Healthcare Services, Inc. as of December 31, 2008 and 2007         |