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LISA SMITH, COUNTY RECORDER
MADISON COUNTY IOWA

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
B. SEND ACKNOWLEDGMENT TO: (Name and Address)
Prepared by / Return to: Access Bank 8712 West Dodge Road Omaha, NE 68114
ph# 402-763-6000

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME QHC MADISON SQUARE, LLC				
OR 1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS 8350 HICKMAN RD SUITE 16	CITY CLIVE	STATE IA	POSTAL CODE 50325	COUNTRY USA
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION LLC	1f. JURISDICTION OF ORGANIZATION IA	1g. ORGANIZATIONAL ID #, if any <input checked="" type="checkbox"/> NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME				
OR 2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
2c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	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 one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME Access Bank				
OR 3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS 8712 West Dodge Road	CITY Omaha	STATE NE	POSTAL CODE 68114	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

All Assets including but not limited to:

All inventory, equipment, accounts (including but not limited to all health-care insurance receivables), chattel paper, instruments (including but not limited to all promissory notes), letter-of-credit rights, letters of credit, documents, deposit accounts, investment property, money, other rights to payment and performance, and general intangibles (including but not limited to all software and all payment intangibles); all oil, gas and other minerals before extraction; all oil, gas, other minerals and accounts constituting as-extracted collateral; all fixtures; all timber to be cut; all attachments, accessions, accessories, fittings, increases, tools, parts, repairs, supplies, and commingled goods relating to the foregoing property, and all additions, replacements of and substitutions for all or any part of the foregoing property; all insurance refunds relating to the foregoing property; all good will relating to the foregoing property; all records and data and embedded software relating to the foregoing property, and all equipment, inventory and software to utilize, create, maintain and process any such records and data on electronic media; and all supporting obligations relating to the foregoing property; all whether now existing or hereafter arising, whether now owned or hereafter acquired or whether now or hereafter subject to any rights in the foregoing

(Continued on attached Financing Statement Addendum)

5. ALTERNATIVE DESIGNATION (if applicable):	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAIOLR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [if applicable] (ADDITIONAL FEE)		All Debtors		Debtor 1	Debtor 2

8. OPTIONAL FILER REFERENCE DATA

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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

9a. ORGANIZATION'S NAME QHC MADISON SQUARE, LLC			
OR	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

11a. ORGANIZATION'S NAME				
OR	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

11c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
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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
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12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME				
OR	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

12c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
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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 "A" attached hereto and made a part thereof.

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:
property; and all products and proceeds (including but not limited to all insurance payments) of or relating to the foregoing property.

All Furniture and Fixtures as described in the "Fixture Filing Exhibit" attached hereto and made a part thereof; whether any of the foregoing is owned now or acquired later; all accessions, additions, replacements, and substitutions relating to any of the foregoing; all records of any kind relating to any of the foregoing.

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
 Filed in connection with a Public-Finance Transaction

Unit #101, #102, #103, #104, #106, #107, #108, #201, #202, #203, #204, #205, #206, #208, #301, #302, #303, #304, #305, #306, #307, and #308 of Jefferson Place in the City of Winterset, Madison County, Iowa, and an undivided 22/23rd interest in the common elements and areas of Jefferson Place as shown in the Declaration of Condominium of Jefferson Place filed for record on April 14, 1995 in Town Lot Deed Record 60 at page 159 in the Madison County Recorder's Office.

FIXTURE FILING EXHIBIT

Borrower/Debtor: QHC MADISON SQUARE, LLC
8350 HICKMAN RD SUITE 15
CLIVE, IA 50325

Lender/Secured Party: Access Bank
8712 West Dodge Road
Omaha, NE 68114
(402) 763-6000

Debtor hereby irrevocably grants and conveys to Secured Party, in trust, with power of sale and right of entry and possession all of Debtor's estate, right, title and interest in, to and under and grant to Secured Party a security interest in any and all of the following described property which is (except where the context otherwise requires) herein collectively called the "Property", whether now owned or held or hereafter acquired, and any proceeds, products, accessories, rents, profits, and substitutions thereof or thereto, including:

A. The real property, as described in the attached document, together with all of the easements, rights, privileges, franchises agreements, licenses and/or operating agreements, and appurtenances belonging to or in any way pertaining thereto whatsoever, either at law or in equity ("Premises");

B. All structures, buildings, fixtures and improvements of every kind and description now or at any time hereafter located on or used in connection with the Premises, including any additions, renewals, substitutions, and/or replacements thereof ("Improvements"); (Premises and Improvements collectively referred to as "Real Estate");

C. All articles of personal property, including any renewals, replacements or additions thereto, including filings, furniture and furnishings, and installations, shelving, partitions, doorstops, equipment and machinery, vaults, elevators, dumbwaiters, awnings, window shades, drapes, drapery rods and brackets, venetian blinds, gas and electric light fixtures, fire hoses and brackets, and boxes for the same, fire sprinklers, security and fire alarm systems, screens, linoleum, carpets, plumbing, laundry tubs and trays, laundry equipment of any type, washers, dryers, iceboxes, refrigerators, appliances, heating units, boiler, furnaces, and heaters, stoves, ovens, water heaters, sinks, water closets, basins, pipes, faucets, and other air conditioning, plumbing and heating fixtures, communication systems, and all specifically designed installations and furnishings, now or at any time hereafter located on or used in any way in connection with the use, enjoyment, occupancy or operation of the Premises or the Improvements and owned by Debtor in which Debtor now has or hereafter acquires an interest, and all other fixtures, and personal property, building materials and equipment of whatever kind and nature, now or hereafter delivered to the Premises and intended to be installed or placed in or about the Improvements and all goods, equipment, chattels and personal property as are usually furnished or used by the Landlords in letting Premises of the character of the real estate;

D. All Right, title and interest of Debtor in and to all streets, roads and public places, opened or proposed, and all easements and rights of way, public or private, tenements, hereditaments, rights and appurtenances, now or hereafter used in connection with, belonging or appertaining to, the Premises;

E. All general intangibles relating to the development or use of the Premises, including but not limited to all governmental permits relating to construction on the Premises, all names under or by which the Premises or any improvements on the Premises may at any time be operated or any variant thereof, and all trade names, trademarks and goodwill in any way relating to the Premises;

F. All reserves, deferred payments, deposits, refunds, cost savings, and payment of any kind or nature relating to the construction of any improvements on the Premises or otherwise relating to the Premises or to any of the property described herein;

G. All presently owned or hereafter acquired rights of Debtor with respect to water taps, sewer taps, and/or utility deposits;

H. Any and all claims, judgments, awards of damages, compensation paid or payable, and settlements hereafter made as a result of or in lieu of any taking of the Premises or any part thereof or interest therein under the power of eminent domain, or for any damage (whether caused by such taking or otherwise) to the Premises or the improvements thereon or any part thereof or interest therein, including any award for change of grade of streets, and all proceeds of the conversions, voluntary or involuntary, of any of the foregoing into cash or liquidated claims;

I. All plans and specifications prepared for construction and improvements on the Premises and all studies, data, and drawings related thereto; and also all contracts and agreements of the Debtor relating to the aforesaid plans and specifications or to the aforesaid studies, data and drawings, or to the construction of improvements on the Premises;

J. All presently owned or hereafter acquired rights of Debtor under all policies of insurance covering any of the foregoing property and all proceeds, loss of payments and premium refunds which may become payable with respect to such insurance policies;

K. All of the rents, royalties, issues, profits, revenue, income and other benefits in any way arising from or relating to the Premises or Improvements, or both and all rights, title and interest of Debtor in and all leases of the Property now or hereafter entered into and all right, title and interest or Debtor thereunder, deposited thereunder to secure performance by the lessees of their obligations thereunder; subject to however, the provisions contained in the Assignment of Rents.