

Baystate Medical Center

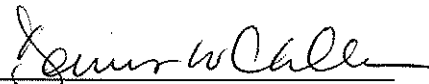
Springfield, MA 01199

Re: Series M 2012 Direct Bank Placement between Baystate Medical Center, Inc. and Baystate Total Home Care, Inc. (Borrower) and TD Bank, N.A.

On August 1, 2012, Massachusetts Development Finance Agency Revenue Bond, Baystate Medical Center Issue, Series M (2012) in the principal amount of \$40,137,000 was issued. The Series M Revenue Bonds were acquired through direct purchase by the bank. Proceeds of the Bond were used to refund the Issuer's Series 2002F Bonds. Significant terms are listed below:

1. Issue price of \$40,137,000 with final maturity date of July 1, 2033
2. Fixed rate term
3. Principal payments on July 1st beginning in 2013 through 2033
4. Bonds are secured under Borrower's Master Trust Indenture
5. No additional covenants of a material nature
6. No material adverse event trigger

Respectfully submitted,



Dennis W. Chalke
Sr. Vice President, CFO and Treasurer

Date: 11/12/12