Omnicell®

LEASE/LOAN ASSIGNMENT AGREEMENT

THIS ASSIGNMENT AGREEMENT, dated as of August 2, 2010, is executed pursuant to that certain MASTER LEASE/LOAN PURCHASE PROGRAM AGREEMENT, dated as of **December 12, 2008**, by and between **Omnicell, Inc.**, a Delaware corporation ("Omnicell"), and **Med One Capital** ("Buyer"), a Utah corporation ("Agreement").

All capitalized terms used herein without definition shall have the meanings given them in the Agreement.

The Contract to which this Assignment Agreement pertains is described below. The Purchase Price for (i) the Assigned Rental Payments specified below, (ii) the security interest in, or title (subject to the terms and conditions of Section 4.4 of the Agreement) to, the related Equipment, and (iii) if specified below, the right to certain Assigned Service Payments conveyed hereunder (collectively "Assets to Be Sold") (which was determined in accordance with Section B of Exhibit C to the Agreement) is $304,758.92.

Buyer agrees that it shall pay to Omnicell the full amount of the Purchase Price, subject to the terms and conditions contained in the Agreement, and, subject to and upon Omnicell's receipt of the full amount of the Purchase Price, the Assets to Be Sold shall be deemed to have been assigned, sold and conveyed to Buyer on such date.

1. EFFECTIVE DATE OF ASSIGNMENT: The date of Omnicell's receipt of the Purchase Price payment from Buyer

2. CUSTOMER: Community Hospital CSN: 22643

3. CONTRACT: *Pricing Supplement No.* 1-188O64
   SO: 10002664

4. INITIAL TERM OF CONTRACT: 60

5. INVOICE DATE OF CONTRACT: August 2, 2010

6. ASSIGNED RENTAL PAYMENTS:

   (a) Number of Assigned Rental Payments: 60
   (b) Frequency of Assigned Rental Payments: Monthly
   (c) Amount of each Assigned Rental Payment: $5,606.16

7. ASSIGNED SERVICE PAYMENTS

   (a) Number of Assigned Service Payments: 60
   (b) Frequency of Assigned Service Payments: Monthly
   (c) Amount of each Assigned Service Payment: $698.00

8. SYSTEM (EQUIPMENT AND SOFTWARE) DESCRIPTION: As described in the Pricing Supplement identified in 3 above.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment Agreement to be executed effective as of the Effective Date of Assignment described in 1 above.

OMNICELL, INC.	BUYER : MED ONE CAPITAL
BY:	BY:
PRINT NAME: Tam Tran	PRINT NAME: Robb Stevens
TITLE: Sr. Manager, Sales Order Management	TITLE: Assistant VP- Sales

Omnicell™

Master Agreement: 22643-01
Pricing Supplement: 1-188O64
Financed Products - Lease to Own

Start Date 07/30/2009
End Date 12/30/2009

Created 07/30/2009
Printed 12/23/2009 10:22

Ship To: Community Memorial Hospital, CSN: 22643
748 S Main St
Cheboygan, MI 49721-2299

Bill To: Community Memorial Hospital
748 S Main St
Cheboygan, MI 49721-2299

Price list: Novation>200K

Quote Summary (Product and Service)

Lease Term: 60 Months
Service Term: 60 Months

Product	Description	Qty	Per Unit Monthly List Lease Price	Per Unit Monthly Net Lease Price	Extended Monthly Net Lease	Per Unit Monthly Gold Service Price	Extended Monthly Service
OSCT344RX	Three-Cell OmniSupplier, Color Touch	2	$493.39	$406.66	$813.32	$103.00	$206.00
OS56HRXCT	Half-Cell OmniSupplier, Color Touch	2	$278.10	$235.67	$471.34	$58.00	$116.00
ODMRAIL	OmniDispenser Rail	2	$3.68	$3.68	$7.36		
OERB1	External Return Bin	4	$53.83	$44.36	$177.44		
OLL12	12-Bin Locking Drawer	6	$71.77	$59.16	$354.96		
OLL24	24-Bin Locking Drawer	2	$71.77	$59.16	$118.32		
OSL12	12-Bin Sensing Drawer	3	$59.21	$48.81	$146.43		
OLMD24	24-Bin Lighted Matrix Drawer	21	$34.99	$28.84	$605.64		
OLL6	6-Bin Locking Drawer	1	$71.77	$59.16	$59.16		
OSL24	24-Bin Sensing Drawer	5	$59.21	$48.81	$244.05		
OS3DRXU	Three Drawer Pharmacy Module	2	$125.59	$106.14	$212.28		
OSRXU	Nine Drawer Pharmacy Module	3	$100.93	$83.18	$249.54		
14-1249	SafetyStock OmniCenter Suite (Scanner, Printer, Labels)	1	$97.67	$80.67	$80.67	$20.00	$20.00
14-1244	SafetyStock w/ IntelliStand (Aries, OmniRx, TT, Half-Cell, Sure-Med)	2	$28.61	$23.57	$47.14	$6.00	$12.00
14-1245	SafetyStock Omni (One, Two or Three Cell) w/ Gooseneck (9' and 20' Cable)	2	$28.61	$23.57	$47.14	$6.00	$12.00
OSPPO	Profile Driven Option	3	$55.62	$45.84	$137.52	$12.00	$36.00
CPCR	OmniCenter Server (CPC) Rack PC, No Monitor, Printer, or UPS Included	1	$179.42	$179.42	$179.42	$120.00	$120.00
OCRX	OmniCenter and Pharmacy Software	1	$627.96	$402.85	$402.85		
OCRA1	OmniCenter Remote Access(single user)	1	$134.56	$110.90	$110.90	$40.00	$40.00
ADT	Admission/Discharge/Transfer Interface	1	$115.01	$115.01	$115.01		
RXC	Patient Billing - Pharmacy Interface	1	$115.01	$115.01	$115.01		
RXP	Medication Orders Software	1	$115.01	$115.01	$115.01		
RXI	Med Orders Installation	1	$263.25	$263.25	$263.25		
TRAINRX	System Administrator Training (Pharmacy)	1	$39.35				
OSOMDP	Option Kit, OmniDispenserPlus3	2	$322.95	$266.20	$532.40	$68.00	$136.00
ALGALT	Allergy Alerts	4					
	Totals				$5,606.16		$698.00
	Monthly Lease Payment + Monthly Service Fees				$6,304.16		
	Lease Payments Total for 60 Months				$336,369.60		
	Service Fees Total for 60 months						$41,880.00
	Total of Lease Payments and Service Fees				$378,249.60		
	Shipping and Handling				$4,440.86		
	Total of Lease Payments, Service Fees and Shipping & Handling				$382,690.46		
	Lease discounts included in the pricing above						
Sales Operations	Contract Discount		$39.35				
Sales Operations	Incentive Discount		$1,143.16				
Total	Lease Discounts		$1,182.51				

Contract discount represents one (1) free System Administrator training.

Pricing contingent upon credit approval

This financed transactions shall be considered a "lease to own." Upon payment in full for the Financed Products as found on this Pricing Supplement, title to the Financed Products shall transfer to Customer. Should Customer elect to pay the lease obligation in full prior to the end of the Term, any such early termination fee shall be waived.

The language on this Pricing Supplement shall supersede language contained within Master Agreement No. 22643-01 with respect to this transaction

Omnicell

Master Agreement: 22643-01
Pricing Supplement: 1-188O64
Financed Products - Lease to Own

Start Date 07/30/2009
End Date 12/30/2009

Created 07/30/2009
Printed 12/23/2009 10:22

Ship To: Community Memorial Hospital, CSN: 22643
748 S Main St
Cheboygan, MI 49721-2299

Bill To: Community Memorial Hospital
748 S Main St
Cheboygan, MI 49721-2299

Price list: Novation>200K

1. This Pricing Supplement is subject to and incorporates by reference all of the terms and conditions as set forth within the Master Agreement identified above.

2. The monthly payments referenced on this Pricing Supplement shall be invoiced to Customer pursuant to Purchase Order # 82980. The terms and conditions on any such Purchase Order issued in conjunction with this Pricing Supplement shall be for reference purposes only and shall not become a part of the terms and conditions of this Pricing Supplement.

3. Customer acknowledges and agrees that it is Customer's obligation to pay the monthly payments as set forth on this Pricing Supplement and for the Lease Term and Service Term referenced above. Such payment obligations are governed by the terms and conditions of the above referenced Master Agreement including all applicable schedules, attachments, letters of assignment and exhibits.

4. The undersigned hereby acknowledges that he/she has the authority to sign this Pricing Supplement and bind the Customer to the terms and conditions of this Pricing Supplement.

OMNICELL, INC.	CUSTOMER
Signature:	Signature: Holly J Campa
Print Name: Rob Stern	Print Name: Holly J. Campa
Title: CFO	Title: VP of Finance
Date: 1-12-10	Date: 12/30/09

** *Please fax all document pages to (650) 251-6240 and send original signed documents via Federal Express, (account 4001-8024-5) to the following:*

Attn: Sales Operations
Omnicell, Inc.
2025 Stierlin Court
Mountain View, CA 94043
Phone: (650) 251-6000
Fax: (650) 251-6240

[redacted]

Michigan Department of State - Uniform Commercial Code

2010110309-0 08/16/10 05:00 PM

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
Phone:(800) 331-3282 Fax: (818) 662-4141

B. SEND ACKNOWLEDGEMENT TO: (Name and Address)
CT Lien Solutions
P.O. Box 29071
Glendale, CA 91209-9071

9739 MED ONE CAPITAL
24862559
MIMI

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: COMMUNITY MEMORIAL HOSPITAL

OR

1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

1c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
748 South Main Street	Cheboygan	MI	49721-2299	USA

1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORGANIZATIONAL ID #, if any
		CORPORATION	MI	798391 ☐ 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
				☐ 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: Republic Bank

OR

3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

3c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
1560 So. Renaissance Towne Drive, Ste 260	Bountiful	UT	84010	USA

4. This FINANCING STATEMENT covers the following collateral:

Equipment more fully described in the attached Omnicell invoice #90054234 consisting of three (3) pages which hereto and by reference becomes a part hereof. Equipment Location: Community Memorial Hospital 748 South main Street Cheboygan, MI 49721-2299

5. ALTERNATIVE DESIGNATION [if applicable]: ☐ LESSEE/LESSOR ☐ CONSIGNEE/CONSIGNOR ☐ BAILEE/BAILOR ☐ SELLER/BUYER ☐ AG. LIEN ☐ NON-UCC FILING

6. ☐ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable]

7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [ADDITIONAL FEE] [optional] ☐ All Debtors ☐ Debtor 1 ☐ Debtor 2

8. OPTIONAL FILER REFERENCE DATA
24862559 CMS003561

FILING OFFICE COPY - NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

Prepared by CT Lien Solutions, P.O. Box 29071, Glendale, CA 91209-9071 Tel (800) 331-3282

MICHIGAN DEPARTMENT OF STATE

Uniform Commercial Code Section
P.O. Box 30197
Lansing, Michigan 48909-7697
www.michigan.gov/sosucc

Filing Acknowledgement

August 17, 2010

Job Number
U20100816-0741

Initial Filing Number
2010110309-0

Filing Description
Initial Financing Statement

Document Filing Number
2010110309-0

Date/Time of Filing
08/16/2010 05:00 PM

Debtors

COMMUNITY MEMORIAL HOSPITAL
748 SOUTH MAIN STREET
CHEBOYGAN MI
497212299

Secured Parties

REPUBLIC BANK
1560 SO. RENAISSANCE TOWNE DRIVE, STE 260
BOUNTIFUL UT 84010

MED ONE CAPITAL FUNDING, LLC
10712 SOUTH 1300 EAST
SANDY UT 84094

The Michigan Secretary of State, Uniform Commercial Code office has filed the attached documents. The filing date and time are shown on each document. A filing number is also affixed and can be used to reference this document in the future.

Terri Lynn Land
Secretary of State

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

OR

9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME,SUFFIX

10. MISCELLANEOUS

24862559-MI-0

9739 MED ONE CAPITAL

File with: Michigan CMS003561

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

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

11d. SEE INSTRUCTION	ADDL INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any
				☐ NONE

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

12a. ORGANIZATION'S NAME

Med One Capital Funding, LLC

OR

12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

12c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
10712 South 1300 East	Sandy	UT	84094	

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:

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

[ ] Filed in connection with a Public-Finance Transaction

FILING OFFICE COPY - NATIONAL UCC FINANCING STATEMENT ADDENDUM (FORM UCC1Ad) (REV. 05/21/09)

Prepared by CT Lien Solutions, P.O. Box 29071 Glendale, CA 91209-9071 Tel (800) 331-3282

Lien File #: 42603127
Order Confirmation #: 24862559

Omnicell

1201 Charleston Road
Mountain View, CA 94043
accounts.receivable@omnicell.com
Fax: 1-650-388-3707

Remit To: Omnicell, Inc.
Dept CH 17247
Palatine, IL 60055-7247

Page No	1/3
Invoice Date	08/02/2010
Order No	10002664
Invoice No	90054234
Shipment No.	Multiple
Billing Type	ZF23 Invoice (3r-P Lease)

Invoice

Bill To
50225
Med One Capital Funding LLC
10712 South 1300 East
SANDY, UT 84094
USA

Ship To
22643
Cheboygan Memorial Hospital
748 S Main Street
Cheboygan,MI 49721-2299
USA

Sold To
22643 Community Memorial Hospital-Cheboygan
748 S Main Street Cheboygan,MI 49721-2299

REQ SHIP DATE	CUSTOMER PO	INCOTERMS	SHIP INST
07/06/2010	0000082980	FOB Cheboygan	

LINE No.	ITEM NUMBER	DESCRIPTION	U/M	QTY	UNIT Price	EXT PRICE	TAX
1	14-1249-SV	SERVICE-OPTION,KIT,SAFETYSTOCK SERVER,SU	AU	1	966.85	966.85	N
2	ADT	Admission/Discharge/Transfer Interface	EA	1	5,559.87	5,559.87	N
3	CPCR	OMNICENTER SERVER (CPC) RACK MOUNT	EA	1	8,673.61	8,673.61	N
4	CPCR-SV	Service OmniCenter Servr Rk,NoMonit/Pri	AU	1	5,801.10	5,801.10	N
5	MSA-SCN-001	SAFETYSTOCK W/INTELLISTAND (TT,OMNIRX,AW	EA	2	1,139.43	2,278.86	N
6	MSA-SCN-001-SV	SERVICE-SAFETYSTOCK W/INTELLISTAND (TT,O	AU	2	290.06	580.12	N
7	MSA-SCN-002	SAFETYSTOCK OMNI W/GOOSENECK (1,2,3-CELL	EA	2	1,139.43	2,278.86	N
8	MSA-SCN-002-SV	SERVICE-SAFETYSTOCK OMNI W/GOOSENECK (1,	AU	2	290.06	580.12	N
9	OCRA1	OMNICENTER REMOTE ACCESS(SINGLE USER)	EA	1	5,361.18	5,361.18	N
10	OCRA1-SV	SERVICE OMNICENTER REMOTE ACCESS/SINGLE	AU	1	1,933.70	1,933.70	N

Omnicell
1201 Charleston Road
Mountain View, CA 94043
accounts.receivable@omnicell.com
Fax: 1-650-388-3707

Remit To: Omnicell, Inc.
Dept CH 17247
Palatine, IL 60055-7247

Page No	2/3
Invoice Date	08/02/2010
Order No	10002664
Invoice No	90054234
Shipment No.	Multiple
Billing Type	ZF23 Invoice (3r-P Lease)

LINE No.	ITEM NUMBER	DESCRIPTION	U/M	QTY	UNIT Price	EXT PRICE	TAX
11	OCRX	OMNICENTER PHARMACY SOFTWARE	EA	1	19,474.78	19,474.78	N
12	ODMRAIL	OMNIDISPENSER RAIL	EA	2	177.90	355.80	N
13	OERB1	EXTERNAL RETURN BIN	EA	4	2,144.47	8,577.88	N
14	OLL12	12-Bin Locking Drawer	EA	6	2,859.95	17,159.66	N
15	OLL24	24-Bin Locking Drawer	EA	2	2,859.94	5,719.88	N
16	OLL6	6-Bin Locking Drawer	EA	1	2,859.94	2,859.94	N
17	OLMD24	24-Bin Lighted Matrix Drawer	EA	21	1,394.20	29,278.17	N
18	OMC-SCN-002	SAFETYSTOCK OMNICENTER SUITE	EA	1	3,899.79	3,899.79	N
19	OS3DRXU	THREE DRAWER PHARMACY MODULE	EA	2	5,131.07	10,262.14	N
20	OS56HRXCT	OMNIRX HALF-CELL	EA	2	11,392.88	22,785.76	N
21	OS56HRXCT-SV	Service for OmniRx Half-Cell	AU	2	2,803.87	5,607.74	N
22	OSCT344RX	OMNIRX THREE-CELL	EA	2	19,658.96	39,317.92	N
23	OSCT344RX-SV	Service Three-Cell OmniSupplier Color To	AU	2	4,979.28	9,958.56	N
24	OSL12	12-Bin Sensing Drawer	EA	3	2,359.60	7,078.80	N
25	OSL24	24-Bin Sensing Drawer	EA	5	2,359.60	11,797.99	N
26	OSOMDP	OPTION KIT,OMNIDISPENSER PLUS 3	EA	2	12,868.78	25,737.56	N
27	OSOMDP-SV	OPTION KIT,OMNIDISPENSER PLUS 3 SERVICE	AU	2	3,287.29	6,574.58	N
28	OSPPO	Profile Driven Option	EA	3	2,216.02	6,648.06	N
29	OSPPO-SV	Service Profile Driven Option	AU	3	580.11	1,740.33	N
30	OSRXU	NINE DRAWER PHARMACY MODULE	EA	3	4,021.13	12,063.39	N
31	RXC	Patient Billing - Pharmacy Int	EA	1	5,559.87	5,559.87	N
32	RXI	Med Orders Installation	EA	1	12,726.17	12,726.17	N
33	RXP	Medication Orders Software	EA	1	5,559.87	5,559.87	N

Remit To: Omnicell, Inc.
Dept CH 17247
Palatine, IL 60055-7247

Page No	3/3
Invoice Date	08/02/2010
Order No	10002664
Invoice No	90054234
Shipment No.	Multiple
Billing Type	ZF23 Invoice (3r-P Lease)

Omnicell
1201 Charleston Road
Mountain View, CA 94043
accounts.receivable@omnicell.com
Fax: 1-650-388-3707

Billing Texts :

TERMS	DUE DATE	TAX RATE	TAX	TOTAL INVOICE
ZT00	08/02/2010		0.00	304,758.92 USD