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Doc#: 0701918072 Fee: \$60.00
Eugene "Gene" Moore RHSP Fee: \$10.00
Cook County Recorder of Deeds
Date: 01/19/2007 03:27 PM Pg: 1 of 19

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Latham & Watkins LLP
650 Town Center Drive, Suite 2000
Costa Mesa, California 92626
Attention: Hilary A. Shalla, Esq.

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
WHHB1 Realty, L.L.C.

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

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
5102 W. Laurel Street, Suite 700 Tampa FL 33607 USA

1d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL ID #, if any
limited liability co. Delaware 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
WHBHT Real Estate Limited Partnership

OR 2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
5102 W. Laurel Street, Suite 700 Tampa FL 33607 USA

2d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any
limited partnership Delaware 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
HCP HB2 Waterside Retirement Estates, LLC

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

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
3760 Kilroy Airport Way, Suite 300 Long Beach CA 90806 USA

4. This FINANCING STATEMENT covers the following collateral:

The types or items of personal property covered by this Financing Statement are described on Exhibit "A" attached hereto and fully incorporated herein by this reference.

This Financing Statement is to be filed in the real estate records in the County of Cook, State of Illinois.

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER A.G. LIEN NON-UCC FILING

6. This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (if applicable) (ADDITIONAL FEE) (optional) All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA

Cook County, Illinois Precautionary (012910-0592) [Olympia Fields]

713287-015

AC1 ✓

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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 WHHB1 Realty, L.L.C.		
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

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 Senior Lifestyle Newport Limited Partnership				
OR	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
11c. MAILING ADDRESS 5102 W. Laurel Street, Suite 700		CITY Tampa	STATE FL	POSTAL CODE 33607	COUNTRY USA
11d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION limited partnership	11f. JURISDICTION OF ORGANIZATION Delaware	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)

	12a. ORGANIZATION'S NAME HCP HB2 Park at Golf Mill, LLC				
OR	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
12c. MAILING ADDRESS 3760 Kilroy Airport Way, Suite 300		CITY Long Beach	STATE CA	POSTAL CODE 90806	COUNTRY USA

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 Schedule 1 attached hereto and fully incorporated herein by this reference.

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

HCP HB2 Greenwich - East-West Bay - Olympia Fields, LLC
3760 Kilroy Airport Way, Suite 300
Long Beach, California 90806

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

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UCC FINANCING STATEMENT ADDITIONAL PARTY

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

19. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT			
19a. ORGANIZATION'S NAME			
OR WHHB1 Realty, L.L.C.			
19b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX	

20. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

21. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (21a or 21b) - do not abbreviate or combine names					
21a. ORGANIZATION'S NAME					
OR West Bay Manor, L.L.C.					
21b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX		
21c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
5102 W. Laurel Street, Suite 700		Tampa	FL	33607	USA
21d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	21e. TYPE OF ORGANIZATION	21f. JURISDICTION OF ORGANIZATION		21g. ORGANIZATIONAL ID #, if any
		limited liability co.	Delaware		<input type="checkbox"/> NONE

22. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (22a or 22b) - do not abbreviate or combine names					
22a. ORGANIZATION'S NAME					
OR Integrated Living Communities of Sarasota, L.L.C.					
22b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX		
22c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
5102 W. Laurel Street, Suite 700		Tampa	FL	33607	USA
22d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	22e. TYPE OF ORGANIZATION	22f. JURISDICTION OF ORGANIZATION		22g. ORGANIZATIONAL ID #, if any
		limited liability co.	Delaware		<input type="checkbox"/> NONE

23. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (23a or 23b) - do not abbreviate or combine names					
23a. ORGANIZATION'S NAME					
OR Integrated Management - Carrington Pointe, L.L.C.					
23b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX		
23c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
5102 W. Laurel Street, Suite 700		Tampa	FL	33607	USA
23d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	23e. TYPE OF ORGANIZATION	23f. JURISDICTION OF ORGANIZATION		23g. ORGANIZATIONAL ID #, if any
		limited liability co.	Delaware		<input type="checkbox"/> NONE

24. ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - insert only one name (24a or 24b)					
24a. ORGANIZATION'S NAME					
OR HCP HB2 Manor - Pointe Newport Place, LLC					
24b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX		
24c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
3760 Kilroy Airport Way, Suite 300		Long Beach	CA	90806	USA

25. ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - insert only one name (25a or 25b)					
25a. ORGANIZATION'S NAME					
OR HCP HB2 Pinecrest Place, LLC					
25b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX		
25c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
3760 Kilroy Airport Way, Suite 300		Long Beach	CA	90806	USA

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19. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT		
19a. ORGANIZATION'S NAME		
OR WHHB1 Realty, L.L.C.		
19b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

20. MISCELLANEOUS:

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21. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only <u>one</u> name (21a or 21b) - do not abbreviate or combine names				
21a. ORGANIZATION'S NAME				
OR South Bay Manor, L.L.C.				
21b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
21c. MAILING ADDRESS				
5102 W. Laurel Street, Suite 700		CITY	STATE	POSTAL CODE
		Tampa	FL	33607
				COUNTRY
				USA
21d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	21e. TYPE OF ORGANIZATION	21f. JURISDICTION OF ORGANIZATION	21g. ORGANIZATIONAL ID #, if any
		limited liability co.	Delaware	
				<input type="checkbox"/> NONE

22. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only <u>one</u> name (22a or 22b) - do not abbreviate or combine names				
22a. ORGANIZATION'S NAME				
OR Senior Lifestyle Prosperity Limited Partnership				
22b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
22c. MAILING ADDRESS				
5102 W. Laurel Street, Suite 700		CITY	STATE	POSTAL CODE
		Tampa	FL	33607
				COUNTRY
				USA
22d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	22e. TYPE OF ORGANIZATION	22f. JURISDICTION OF ORGANIZATION	22g. ORGANIZATIONAL ID #, if any
		limited partnership	Delaware	
				<input type="checkbox"/> NONE

23. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only <u>one</u> name (23a or 23b) - do not abbreviate or combine names				
23a. ORGANIZATION'S NAME				
OR Senior Lifestyle Pinecrest Limited Partnership				
23b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
23c. MAILING ADDRESS				
5102 W. Laurel Street, Suite 700		CITY	STATE	POSTAL CODE
		Tampa	FL	33607
				COUNTRY
				USA
23d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	23e. TYPE OF ORGANIZATION	23f. JURISDICTION OF ORGANIZATION	23g. ORGANIZATIONAL ID #, if any
		limited partnership	Delaware	
				<input type="checkbox"/> NONE

24. ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - insert only <u>one</u> name (24a or 24b)				
24a. ORGANIZATION'S NAME				
OR HCP HB2 South Bay Manor, LLC				
24b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
24c. MAILING ADDRESS				
3760 Kilroy Airport Way, Suite 300		CITY	STATE	POSTAL CODE
		Long Beach	CA	90806
				COUNTRY
				USA

25. ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - insert only <u>one</u> name (25a or 25b)				
25a. ORGANIZATION'S NAME				
OR HCP HB2 Herons Run, LLC				
25b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
25c. MAILING ADDRESS				
3760 Kilroy Airport Way, Suite 300		CITY	STATE	POSTAL CODE
		Long Beach	CA	90806
				COUNTRY
				USA

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

19a. ORGANIZATION'S NAME

WHHB1 Realty, L.L.C.

OR

19b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME, SUFFIX

20. MISCELLANEOUS:

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21. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (21a or 21b) - do not abbreviate or combine names

21a. ORGANIZATION'S NAME

Olympia Fields Senior Housing, L.L.C.

OR

21b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

21c. MAILING ADDRESS

5102 W. Laurel Street, Suite 700

CITY

Tampa

STATE

FL

POSTAL CODE

33607

COUNTRY

USA

21d. SEE INSTRUCTIONS

ADD'L INFO RE
ORGANIZATION
DEBTOR21e. TYPE OF ORGANIZATION
limited liability co.21f. JURISDICTION OF ORGANIZATION
Delaware

21g. ORGANIZATIONAL ID #, if any

 NONE

22. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (22a or 22b) - do not abbreviate or combine names

22a. ORGANIZATION'S NAME

Senior Lifestyle North Bay Limited Partnership

OR

22b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

22c. MAILING ADDRESS

5102 W. Laurel Street, Suite 700

CITY

Tampa

STATE

FL

POSTAL CODE

33607

COUNTRY

USA

22d. SEE INSTRUCTIONS

ADD'L INFO RE
ORGANIZATION
DEBTOR22e. TYPE OF ORGANIZATION
limited partnership22f. JURISDICTION OF ORGANIZATION
Delaware

22g. ORGANIZATIONAL ID #, if any

 NONE

23. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (23a or 23b) - do not abbreviate or combine names

23a. ORGANIZATION'S NAME

Integrated Living Communities of West Palm Beach, L.L.C.

OR

23b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

23c. MAILING ADDRESS

5102 W. Laurel Street, Suite 700

CITY

Tampa

STATE

FL

POSTAL CODE

33607

COUNTRY

USA

23d. SEE INSTRUCTIONS

ADD'L INFO RE
ORGANIZATION
DEBTOR23e. TYPE OF ORGANIZATION
limited liability co.23f. JURISDICTION OF ORGANIZATION
Delaware

23g. ORGANIZATIONAL ID #, if any

 NONE

24. ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - insert only one name (24a or 24b)

24a. ORGANIZATION'S NAME

HCP HB2 Park at Vernon Hills, LLC

OR

24b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

24c. MAILING ADDRESS

3760 Kilroy Airport Way, Suite 300

CITY

Long Beach

STATE

CA

POSTAL CODE

90806

COUNTRY

USA

25. ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - insert only one name (25a or 25b)

25a. ORGANIZATION'S NAME

HCP HB3 Spring Shadows Place, LLC

OR

25b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

25c. MAILING ADDRESS

3760 Kilroy Airport Way, Suite 300

CITY

Long Beach

STATE

CA

POSTAL CODE

90806

COUNTRY

USA

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19. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT			
19a. ORGANIZATION'S NAME			
OR WHHB1 Realty, L.L.C.			
19b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX	

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21. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (21a or 21b) - do not abbreviate or combine names				
21a. ORGANIZATION'S NAME				
OR Senior Lifestyle Heritage, L.L.C.				
21b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
21c. MAILING ADDRESS				
5102 W. Laurel Street, Suite 700		CITY	STATE	POSTAL CODE
		Tampa	FL	33607
				COUNTRY
				USA
21d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	21e. TYPE OF ORGANIZATION	21f. JURISDICTION OF ORGANIZATION	21g. ORGANIZATIONAL ID #, if any
		limited liability co.	Delaware	<input type="checkbox"/> NONE

22. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (22a or 22b) - do not abbreviate or combine names				
22a. ORGANIZATION'S NAME				
OR Greenwich Bay, L.L.C.				
22b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
22c. MAILING ADDRESS				
5102 W. Laurel Street, Suite 700		CITY	STATE	POSTAL CODE
		Tampa	FL	33607
				COUNTRY
				USA
22d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	22e. TYPE OF ORGANIZATION	22f. JURISDICTION OF ORGANIZATION	22g. ORGANIZATIONAL ID #, if any
		limited liability co.	Delaware	<input type="checkbox"/> NONE

23. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (23a or 23b) - do not abbreviate or combine names				
23a. ORGANIZATION'S NAME				
OR Senior Lifestyle Emerald Bay Limited Partnership				
23b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
23c. MAILING ADDRESS				
5102 W. Laurel Street, Suite 700		CITY	STATE	POSTAL CODE
		Tampa	FL	33607
				COUNTRY
				USA
23d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	23e. TYPE OF ORGANIZATION	23f. JURISDICTION OF ORGANIZATION	23g. ORGANIZATIONAL ID #, if any
		limited partnership	Delaware	<input type="checkbox"/> NONE

24. ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - insert only one name (24a or 24b)				
24a. ORGANIZATION'S NAME				
OR HCP HB3 Willowbrook, LLC				
24b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
24c. MAILING ADDRESS				
3760 Kilroy Airport Way, Suite 300		CITY	STATE	POSTAL CODE
		Long Beach	CA	90806
				COUNTRY
				USA

25. ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - insert only one name (25a or 25b)				
25a. ORGANIZATION'S NAME				
OR HCP HB3 First Colony, LLC				
25b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
25c. MAILING ADDRESS				
3760 Kilroy Airport Way, Suite 300		CITY	STATE	POSTAL CODE
		Long Beach	CA	90806
				COUNTRY
				USA

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19. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT			
19a. ORGANIZATION'S NAME			
OR WHHB1 Realty, L.L.C.			
19b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX	

20. MISCELLANEOUS:

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21. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (21a or 21b) - do not abbreviate or combine names					
21a. ORGANIZATION'S NAME					
OR Cherry Hills Club, L.L.C.					
21b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX		
21c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
5102 W. Laurel Street, Suite 700		Tampa	FL	33607	USA
21d. <u>SEE INSTRUCTIONS</u>	ADD'L INFO RE ORGANIZATION DEBTOR	21e. TYPE OF ORGANIZATION	21f. JURISDICTION OF ORGANIZATION	21g. ORGANIZATIONAL ID #, if any	
		limited liability co.	Delaware		
<input type="checkbox"/> NONE					

22. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (22a or 22b) - do not abbreviate or combine names					
22a. ORGANIZATION'S NAME					
OR Senior Lifestyle East Bay Limited Partnership					
22b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX		
22c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
5102 W. Laurel Street, Suite 700		Tampa	FL	33607	USA
22d. <u>SEE INSTRUCTIONS</u>	ADD'L INFO RE ORGANIZATION DEBTOR	22e. TYPE OF ORGANIZATION	22f. JURISDICTION OF ORGANIZATION	22g. ORGANIZATIONAL ID #, if any	
		limited partnership	Delaware		
<input type="checkbox"/> NONE					

23. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (23a or 23b) - do not abbreviate or combine names					
23a. ORGANIZATION'S NAME					
OR Senior Lifestyle Sakonnet Bay Limited Partnership					
23b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX		
23c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
5102 W. Laurel Street, Suite 700		Tampa	FL	33607	USA
23d. <u>SEE INSTRUCTIONS</u>	ADD'L INFO RE ORGANIZATION DEBTOR	23e. TYPE OF ORGANIZATION	23f. JURISDICTION OF ORGANIZATION	23g. ORGANIZATIONAL ID #, if any	
		limited partnership	Delaware		
<input type="checkbox"/> NONE					

24. ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - insert only one name (24a or 24b)					
24a. ORGANIZATION'S NAME					
OR HCP HB2 Greenwich - East-West Bay - Olympia Fields, LLC					
24b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX		
24c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
3760 Kilroy Airport Way, Suite 300		Long Beach	CA	90806	USA

25. ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - insert only one name (25a or 25b)					
25a. ORGANIZATION'S NAME					
OR HCP HB2 Carrington-Cherry Hills, LLC					
25b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX		
25c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
3760 Kilroy Airport Way, Suite 300		Long Beach	CA	90806	USA

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19. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT		
19a. ORGANIZATION'S NAME		
OR WHHB1 Realty, L.L.C.		
19b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

20. MISCELLANEOUS:

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21. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (21a or 21b) - do not abbreviate or combine names					
21a. ORGANIZATION'S NAME					
OR Niles Lifestyle Limited Partnership					
21b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX		
21c. MAILING ADDRESS					
5102 W. Laurel Street, Suite 700		CITY	STATE	POSTAL CODE	COUNTRY
		Tampa	FL	33607	USA
21d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	21e. TYPE OF ORGANIZATION	21f. JURISDICTION OF ORGANIZATION	21g. ORGANIZATIONAL ID #, if any	
		limited partnership	Illinois		
<input type="checkbox"/> NONE					

22. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (22a or 22b) - do not abbreviate or combine names					
22a. ORGANIZATION'S NAME					
OR					
22b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX		
22c. MAILING ADDRESS					
		CITY	STATE	POSTAL CODE	COUNTRY
22d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	22e. TYPE OF ORGANIZATION	22f. JURISDICTION OF ORGANIZATION	22g. ORGANIZATIONAL ID #, if any	
<input type="checkbox"/> NONE					

23. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (23a or 23b) - do not abbreviate or combine names					
23a. ORGANIZATION'S NAME					
OR					
23b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX		
23c. MAILING ADDRESS					
		CITY	STATE	POSTAL CODE	COUNTRY
23d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	23e. TYPE OF ORGANIZATION	23f. JURISDICTION OF ORGANIZATION	23g. ORGANIZATIONAL ID #, if any	
<input type="checkbox"/> NONE					

24. ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - insert only one name (24a or 24b)					
24a. ORGANIZATION'S NAME					
OR HCP HB2 Heritage Palmeras, LLC					
24b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX		
24c. MAILING ADDRESS					
3760 Kilroy Airport Way, Suite 300		CITY	STATE	POSTAL CODE	COUNTRY
		Long Beach	CA	90806	USA

25. ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - insert only one name (25a or 25b)					
25a. ORGANIZATION'S NAME					
OR HCP HB2 Prosperity Oaks, LLC					
25b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX		
25c. MAILING ADDRESS					
3760 Kilroy Airport Way, Suite 300		CITY	STATE	POSTAL CODE	COUNTRY
		Long Beach	CA	90806	USA

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UCC FINANCING STATEMENT ADDITIONAL PARTY

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

19. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT			
19a. ORGANIZATION'S NAME			
OR WHHB1 Realty, L.L.C.			
19b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX	

20. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

21. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (21a or 21b) - do not abbreviate or combine names				
21a. ORGANIZATION'S NAME				
OR				
21b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
21c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY
21d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	21e. TYPE OF ORGANIZATION	21f. JURISDICTION OF ORGANIZATION	21g. ORGANIZATIONAL ID #, if any

22. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (22a or 22b) - do not abbreviate or combine names				
22a. ORGANIZATION'S NAME				
OR				
22b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
22c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY
22d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	22e. TYPE OF ORGANIZATION	22f. JURISDICTION OF ORGANIZATION	22g. ORGANIZATIONAL ID #, if any

23. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (23a or 23b) - do not abbreviate or combine names				
23a. ORGANIZATION'S NAME				
OR				
23b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
23c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY
23d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	23e. TYPE OF ORGANIZATION	23f. JURISDICTION OF ORGANIZATION	23g. ORGANIZATIONAL ID #, if any

24. ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - insert only one name (24a or 24b)				
24a. ORGANIZATION'S NAME				
OR HCP HB2 North Bay Manor, LLC				
24b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
24c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
3760 Kilroy Airport Way, Suite 300		Long Beach	CA	90806
				COUNTRY
				USA

25. ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - insert only one name (25a or 25b)				
25a. ORGANIZATION'S NAME				
OR HCP HB2 Emerald Bay Manor, LLC				
25b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
25c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
3760 Kilroy Airport Way, Suite 300		Long Beach	CA	90806
				COUNTRY
				USA

UNOFFICIAL COPY

UCC FINANCING STATEMENT ADDITIONAL PARTY

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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

19a. ORGANIZATION'S NAME

OR WHHB1 Realty, L.L.C.

19b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME, SUFFIX

20. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

21. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (21a or 21b) - do not abbreviate or combine names

21a. ORGANIZATION'S NAME

OR 21b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

21c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

21d. SEE INSTRUCTIONS

ADD'L INFO RE ORGANIZATION DEBTOR

21e. TYPE OF ORGANIZATION

21f. JURISDICTION OF ORGANIZATION

21g. ORGANIZATIONAL ID #, if any

NONE

22. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (22a or 22b) - do not abbreviate or combine names

22a. ORGANIZATION'S NAME

OR 22b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

22c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

22d. SEE INSTRUCTIONS

ADD'L INFO RE ORGANIZATION DEBTOR

22e. TYPE OF ORGANIZATION

22f. JURISDICTION OF ORGANIZATION

22g. ORGANIZATIONAL ID #, if any

NONE

23. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (23a or 23b) - do not abbreviate or combine names

23a. ORGANIZATION'S NAME

OR 23b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

23c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

23d. SEE INSTRUCTIONS

ADD'L INFO RE ORGANIZATION DEBTOR

23e. TYPE OF ORGANIZATION

23f. JURISDICTION OF ORGANIZATION

23g. ORGANIZATIONAL ID #, if any

NONE

24. ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - insert only one name (24a or 24b)

24a. ORGANIZATION'S NAME

OR HCP HB2 Sakonnet Bay Manor, LLC

24b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

24c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

3760 Kilroy Airport Way, Suite 300

Long Beach

CA

90806

USA

25. ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - insert only one name (25a or 25b)

25a. ORGANIZATION'S NAME

OR HCP HB3 Terrace Memorial City, LLC

25b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

25c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

3760 Kilroy Airport Way, Suite 300

Long Beach

CA

90806

USA

UNOFFICIAL COPY

UCC FINANCING STATEMENT ADDITIONAL PARTY

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

19. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT		
19a. ORGANIZATION'S NAME		
OR WHHB1 Realty, L.L.C.		
19b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

20. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

21. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only <u>one</u> name (21a or 21b) - do not abbreviate or combine names				
21a. ORGANIZATION'S NAME				
OR				
21b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
21c. MAILING ADDRESS				
		CITY	STATE	POSTAL CODE
				COUNTRY
21d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	21e. TYPE OF ORGANIZATION	21f. JURISDICTION OF ORGANIZATION	21g. ORGANIZATIONAL ID #, if any
				<input type="checkbox"/> NONE

22. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only <u>one</u> name (22a or 22b) - do not abbreviate or combine names				
22a. ORGANIZATION'S NAME				
OR				
22b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
22c. MAILING ADDRESS				
		CITY	STATE	POSTAL CODE
				COUNTRY
22d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	22e. TYPE OF ORGANIZATION	22f. JURISDICTION OF ORGANIZATION	22g. ORGANIZATIONAL ID #, if any
				<input type="checkbox"/> NONE

23. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only <u>one</u> name (23a or 23b) - do not abbreviate or combine names				
23a. ORGANIZATION'S NAME				
OR				
23b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
23c. MAILING ADDRESS				
		CITY	STATE	POSTAL CODE
				COUNTRY
23d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	23e. TYPE OF ORGANIZATION	23f. JURISDICTION OF ORGANIZATION	23g. ORGANIZATIONAL ID #, if any
				<input type="checkbox"/> NONE

24. ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - insert only <u>one</u> name (24a or 24b)				
24a. ORGANIZATION'S NAME				
OR HCP HB3 Terrace West, LLC				
24b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
24c. MAILING ADDRESS				
3760 Kilroy Airport Way, Suite 300		Long Beach	CA	90806
				USA

25. ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - insert only <u>one</u> name (25a or 25b)				
25a. ORGANIZATION'S NAME				
OR HCP HB3 Clear Lake, LLC				
25b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
25c. MAILING ADDRESS				
3760 Kilroy Airport Way, Suite 300		Long Beach	CA	90806
				USA

UNOFFICIAL COPYATTACHMENT TO UCC-1 FINANCING STATEMENT

DEBTOR/LESSEE: WHHB1 REALTY, L.L.C., a Delaware limited liability company; WHBHT REAL ESTATE LIMITED PARTNERSHIP, a Delaware limited partnership; SENIOR LIFESTYLE NEWPORT LIMITED PARTNERSHIP, a Delaware limited partnership; WEST BAY MANOR, L.L.C., a Delaware limited liability company; INTEGRATED LIVING COMMUNITIES OF SARASOTA, L.L.C., a Delaware limited liability company; INTEGRATED MANAGEMENT – CARRINGTON POINTE, L.L.C., a Delaware limited liability company; SOUTH BAY MANOR, L.L.C., a Delaware limited liability company; SENIOR LIFESTYLE PROSPERITY LIMITED PARTNERSHIP, a Delaware limited partnership; SENIOR LIFESTYLE PINECREST LIMITED PARTNERSHIP, a Delaware limited partnership; OLYMPIA FIELDS SENIOR HOUSING, L.L.C., a Delaware limited liability company; SENIOR LIFESTYLE NORTH BAY LIMITED PARTNERSHIP, a Delaware limited partnership; INTEGRATED LIVING COMMUNITIES OF WEST PALM BEACH, L.L.C., a Delaware limited liability company; SENIOR LIFESTYLE HERITAGE, L.L.C., a Delaware limited liability company; GREENWICH BAY, L.L.C., a Delaware limited liability company; SENIOR LIFESTYLE EMERALD BAY LIMITED PARTNERSHIP, a Delaware limited partnership; CHERRY HILLS CLUB, L.L.C., a Delaware limited liability company; SENIOR LIFESTYLE EAST BAY LIMITED PARTNERSHIP, a Delaware limited partnership; SENIOR LIFESTYLE SAKONNET BAY LIMITED PARTNERSHIP, a Delaware limited partnership; and NILES LIFESTYLE LIMITED PARTNERSHIP, an Illinois limited partnership

SECURED PARTY/LESSOR: HCP HB2 WATERSIDE RETIREMENT ESTATES, LLC, a Delaware limited liability company; HCP HB2 PARK AT GOLF MILL, LLC, a Delaware limited liability company; HCP HB2 MANOR – POINTE NEWPORT PLACE, LLC, a Delaware limited liability company; HCP HB2 PINECREST PLACE, LLC, a Delaware limited liability company; HCP HB2 SOUTH BAY MANOR, LLC, a Delaware limited liability company; HCP HB2 HERONS RUN, LLC, a Delaware limited liability company; HCP HB2 PARK AT VERNON HILLS, LLC; a Delaware limited liability company; HCP HB3 SPRING SHADOWS PLACE, LLC, a Delaware limited liability company; HCP HB3 WILLOWBROOK, LLC, a Delaware limited liability company; HCP HB3 FIRST COLONY, LLC, a Delaware limited liability company;

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SECURED PARTY/LESSOR: HCP HB2 GREENWICH – EAST-WEST BAY – OLYMPIA
FIELDS, LLC, a Delaware limited liability company; HCP
HB2 CARRINGTON-CHERRY HILLS, LLC, a Delaware
limited liability company; HCP HB2 HERITAGE
PALMERAS, LLC, a Delaware limited liability company;
HCP HB2 PROSPERITY OAKS, LLC, a Delaware limited
liability company; HCP HB2 NORTH BAY MANOR, LLC, a
Delaware limited liability company; HCP HB2 EMERALD
BAY MANOR, LLC, a Delaware limited liability company;
HCP HB2 SAKONNET BAY MANOR, LLC, a Delaware
limited liability company; HCP HB3 TERRACE MEMORIAL
CITY, LLC, a Delaware limited liability company; HCP HB3
TERRACE WEST, LLC, a Delaware limited liability
company; and HCP HB3 CLEAR LAKE, LLC, a Delaware limited
liability company

Property of Cook County Clerk's Office

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EXHIBIT A

DESCRIPTION OF COLLATERAL

This collateral is subject to a true lease by and between Debtor, as the current "Tenant," and Secured Party, as the current "Landlord," dated as of October 5, 2006, as amended by that certain First Amendment to Amended and Restated Master Lease Agreement dated as of December 15, 2006, and certain matters therein which have been confirmed by that certain Confirmation of Restatement Date dated as of December 21, 2006 (as the same may be further amended or modified pursuant to its terms, collectively, the "Lease"); however, this filing is for precautionary purposes only.

This filing covers all improvements, related rights and fixtures, and personal property, tangible or intangible and any additions to, substitutions for, changes in, or replacements of the whole or any part thereof including but not limited to:

- (a) the Facility(ies) (as hereinafter defined), all buildings, structures and other improvements of every kind, including, but not limited to, all roofs, plumbing systems, electric systems and HVAC systems, roadways, alleyways, parking areas, sidewalks, curbs, connecting tunnels, utility pipes, conduits and lines (on-site and off-site) appurtenant to or presently situated upon the Land (as hereinafter defined) (collectively, the "Leased Improvements");;
- (b) all easements, rights and appurtenances relating to the Land and the Leased Improvements;
- (c) all P&E (as hereinafter defined) and Inventory (as hereinafter defined);
- (d) all movable machinery, equipment, furniture, furnishings, moveable walls or partitions, computers or trade fixtures located on or in the Leased Improvements, and all modifications, replacements, alterations and additions to such property, but specifically excluding all items included within the category of Tenant's Personal Property (as hereinafter defined);
- (e) all of the Leased Intangible Property (as hereinafter defined);
- (f) any and all subleases of space in the Leased Improvements to subtenants thereof; and
- (g) all proceeds of any and all of the foregoing collateral. For purposes of this Financing Statement, the term "proceeds" includes whatever is receivable or received when any of the collateral or proceeds are sold, exchanged, collected or otherwise disposed of; whether such disposition is voluntary or involuntary.

For purposes of this Financing Statement, the following terms shall have the following meanings:

"Affiliated Person" shall mean, with respect to any Person, (i) any Person directly or indirectly Controlling, Controlled by or under common Control with any such Person, (ii) in the case of any such Person which is a partnership, any general partner in such partnership, (iii) in the case of any such Person which is a limited liability company, any managing member of such company, and (iv) any other Person which is a Parent, a Subsidiary, or a Subsidiary of a

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EXHIBIT A - CONTINUED

Parent with respect to such Person or to one or more of the Persons referred to in the preceding clauses (i) through (iii). Provided, however, a Person shall not be deemed to be an Affiliated Person solely by virtue of the ownership of shares of stock registered under the Securities Act of 1934, as amended, unless such Person, as holder of such stock, is required to file a Schedule 13 D, pursuant to Section 13(d) of such Act and Rule 13 d-1 promulgated thereunder.

“Control” (including the correlative meanings of the terms “Controlling,” “Controlled by,” and “under common control with”) as used with respect to any Person, shall mean the possession, directly or indirectly, of the power to direct or cause the direction of the management policies of such Person whether through the ownership of voting securities, by contract or otherwise.

“Entity” shall mean any corporation, general or limited partnership, limited liability company, partnership, stock company or association, joint venture, association, company, trust, bank, trust company, land trust, business trust, cooperative, any government agency or political subdivision thereof or any other entity.

“Facility” shall mean each facility being (and to be) operated on the applicable Land.

“Initial Landlord P&E” shall mean and refer to with respect to each Facility, all P&E of any kind or description which are located on or in the Leased Improvements of such Facility as of the applicable commencement date for such Facility, but specifically excluding any specific items of Tenant’s Personal Property identified on Exhibit B attached hereto and made a part hereof.

“Inventories” shall mean all inventories, as such term is customarily used and defined in its most broad and inclusive sense including, but not limited to, all inventories of food, beverages and other consumables held by Debtor for sale or use at or from the leased property of any Facility, and soap, cleaning supplies, paper supplies, operating supplies, china, glassware, silver, linen, uniforms, building and maintenance supplies, spare parts and attic stock, medical supplies, drugs and all other such goods, wares and merchandise held by Debtor for sale to or for consumption by residents of the leased property of such Facility and all such other goods returned to or repossessed by Debtor.

“Land” shall mean, collectively, all of those certain tracts, pieces and parcels of land, as more particularly described on Schedule 1 annexed hereto and made a part hereof.

“Leased Intangible Property” shall mean all transferable or assignable (a) governmental permits, including licenses and authorizations, required for the construction, ownership and operation of the Leased Improvements of each Facility, including, but not limited to, licenses related to the Permitted Use of such Facility, certificates of occupancy, building permits, signage permits, site use approvals, zoning certificates, environmental and land use permits and any and all necessary approvals from state or local authorities and other approvals granted by any public body or by any private party pursuant to a recorded instrument relating to such Leased Improvements or the Land; (b) development rights, trade names, telephone

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EXHIBIT A - CONTINUED

exchange numbers identified with the leased property of each Facility, if any (specifically excluding, however, any specific items of Tenant's Personal Property identified on Exhibit B hereto); and (c) certificates, licenses, warranties and guarantees and contracts other than such permits, operating permits, certificates, licenses and approvals which are to be held by, or transferred to, the Debtor in order to permit the Debtor to operate such Leased Improvements of each Facility in accordance with the terms of the Lease.

"Manager" shall mean the Person designated by, and acting as Manager with respect to any Facility pursuant to, a management agreement.

"F & E" shall mean with respect to each Facility, all items of personal property, as defined under the Model Uniform Commercial Code, including, but not limited to, but without duplication: (a) all equipment, machinery, fixtures, and other items of property, now or hereafter permanently affixed to or incorporated into the Leased Improvements of such Facility, including, but not limited to, all furnaces, boilers, heaters, electrical equipment, heating, plumbing, lighting, ventilating, refrigerating, incineration, air and water pollution control, waste disposal, air-cooling and air-conditioning systems and apparatus, sprinkler systems and fire and theft protection equipment, all of which, to the maximum extent permitted by law, are hereby deemed by the parties hereto to constitute real estate, together with all replacements, modifications, alterations and additions thereto; (b) all furniture, furnishings, movable walls or partitions, computers or trade fixtures or other personal property of any kind or description used or useful in Debtor's business on or in the Leased Improvements of such Facility, and located on or in the Leased Improvements of such Facility, and all modifications, replacements, alterations and additions to such personal property; (c) all linen, china, glassware, tableware, uniforms and similar items, whether used in connection with public space or tenant rooms; and (d) "Property and Equipment," "P&E," and "FF&E" (as such terms are customarily used and defined in the most broad and inclusive sense), as well as all other items included within the category of Inventory; and all including, but not limited to, the Initial Landlord P&E, but not including, however, any item of Tenant's Personal Property.

"Parent" shall mean, with respect to any Person, any Person which directly, or indirectly through one or more Subsidiaries or Affiliated Persons, (i) owns more than fifty percent (50%) of the voting or beneficial interest in, or (ii) otherwise has the right or power (whether by contract, through ownership of securities or otherwise) to control, such Person.

"Permitted Use" shall mean with respect to each Facility, any use of the leased property of such Facility permitted pursuant to Section 4.1.1 of the Lease.

"Person" shall mean any individual or Entity, and the heirs, executors, administrators, legal representatives, successors and assigns of such Person where the context so admits.

"Subsidiary" shall mean, with respect to any Person, any Entity in which such Person directly, or indirectly through one or more Subsidiaries or Affiliated Persons, (a) owns more than fifty percent (50%) of the voting or beneficial interest or (b) which such Person

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EXHIBIT A - CONTINUED

otherwise has the right or power to Control (whether by contract, through ownership of securities or otherwise).

“Tenant’s Personal Property” shall mean with respect to each Facility, any specific items of P&E listed on Exhibit B to this Financing Statement, or replacements for such items or items within any specific categories of P&E listed on Exhibit B to this Financing Statement which hereafter are acquired by Debtor with its own funds after the applicable commencement date for such Facility and located at the leased property of such Facility.

The filing of this financing statement shall not be construed to derogate from or impair the lien or provisions of the Lease, from Debtor/Lessee, for the benefit of Secured Party/Lessor. The intention of Debtor/Lessee and Secured Party/Lessor is that everything used in connection with the production of income from the Land or Leased Improvements or adapted for use therein is, and at all times and for all purposes and in all proceedings, both legal and equitable, shall be regarded as property and part of the real property encumbered by such Lease, irrespective of whether or not the same is physically attached to the improvements thereon. Similarly, nothing in this financing statement shall be construed to alter any of the rights of Secured Party/Lessor as determined by the Lease or the priority of the Secured Party’s/Lessor’s lien created thereby. This financing statement is declared to be for the protection of Secured Party/Lessor in the event any court shall at any time hold that notice of Secured Party’s/Lessor’s priority of interest in any property or interests described in such Lease must be, in order to be effective against a particular class of persons, including, but not limited to, the United States Government and any agencies thereof, be filed in the office wherein this financing statement is filed.

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EXHIBIT B

INITIAL TENANT PERSONAL PROPERTY

Initial Tenant Personal Property shall mean, with respect to the leased property: (i) any right, title or interest in the names "Horizon Bay" or "Horizon Bay Senior Communities" or any combination or variation thereof or any other trademark or trade name filed by Manager or Debtor; (ii) all property owned by Debtor or any of its Affiliated Persons, not normally located at the leased property and used, but not exclusively, in connection with the operation of the leased property; (iii) all items, tangible or intangible, consisting of Proprietary Information (as defined below); (iv) computer software and accompanying documentation (including all future upgrades, enhancements, additions, substitutions and modifications thereof), which are used by Debtor or Manager or any Affiliated Person of Debtor or Manager in connection with the property management system and all future electronic systems developed by Debtor or Manager or any of its or their Affiliated Persons for use with respect to the leased property; (v) all books, ledger sheets, files and records, but not any information therein relating to the leased property except as otherwise excluded hereunder; (vi) all contracts pertaining to the operation of the leased property other than any contracts assigned to Secured Party or its predecessor in interest in connection with the acquisition of the Facility; (vii) software, manuals, brochures or directives used by Debtor or Manager or any of its or their Affiliated Persons, in the operation of the leased property (not including data regarding the leased property as opposed to leased property operations), (viii) any van, car or other motor vehicle, and (ix) any care licenses (e.g., skilled nursing, assisted living, and Alzheimer's dementia care licenses) and liquor licenses.

As used herein, "Proprietary Information" shall mean (a) all computer software and accompanying documentation (including all future upgrades, enhancements, additions, substitutions and modifications thereof), other than that which is commercially available, which are used by Debtor or the Manager or any of its or their Affiliated Persons in connection with the property management system and all future electronic systems developed by the Debtor or the Manager or any of its or their Affiliated Persons for use with respect to the leased property, (b) all manuals, brochures and directives used by the Debtor or the Manager or any of its or their Affiliated Persons with respect to the procedures and techniques to be used in operating the leased property, and (c) employee records which must remain confidential either under applicable legal requirements or under reasonable corporate policies of the Debtor or the Manager or any of its or their Affiliated Persons.

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SCHEDULE 1

LEGAL DESCRIPTION (Olympia Fields)

All that real property located in the County of Cook, State of Illinois, described as follows:

LOT 2 IN GOVERNORS OFFICE PARK PHASE II, BEING A SUBDIVISION OF PART OF THE NORTHWEST ¼ OF SECTION 14 AND PART OF LOTS 15 AND 16 GOVERNORS COMMERCIAL PARK 3RD ADDITION, A SUBDIVISION IN THE NORTHEAST ¼ OF SECTION 14, ON TOWNSHIP 35 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED JUNE 20, 1997 AS DOCUMENT NO. 97444523, IN COOK COUNTY, ILLINOIS.

PIN: 31-14-103-001-0000