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This STATEMENT is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code.
Debtor(s) (Last Name) and address(es) Secured Party(ies) and address(es)

For Filing Officer (Date, Time, Number, and Filing Office)

BOULEVARD CARE CENTER, INC.
3405 SOUTH MICHIGAN AVENUE
CHICAGO, ILLINOIS 60616

CAREPLUS MANAGEMENT, INC.
5940 W. TOUCHY AVENUE
SUITE 350
NILES, ILLINOIS 60714

1. This financing statement covers the following types (or items) of property:

FOR COLLATERAL, SEE EXHIBIT "A" ATTACHED HERETO.

FOR LEGAL DESCRIPTION, SEE EXHIBIT "B" ATTACHED HERETO.

ASSIGNEE OF SECURED PARTY

2. (If collateral is crops) The above described crops are growing or are to be grown on: (Describe Real Estate)

3. (If applicable) The above goods are to become fixtures on (The above timber is standing on ...) (The above minerals or the like (including oil and gas) accounts will be financed at the wellhead or minehead of the well or mine located on ...) (Strike what is inapplicable) (Describe Real Estate)

and this financing statement is to be filed in the real estate records. (If the debtor does not have an interest of record) The name of a record owner is

4. Products of Collateral are also covered.

3 Additional sheets presented.
X Filed with Recorder's Office of COOK County, Illinois.

By: _____
By: _____
Signature of (Debtor)
(Secured Party)*

FILING OFFICER COPY — ALPHABETICAL Rev. 3/75

*Signature of Debtor Required in Most Cases;
Signature of Secured Party in Cases Covered By UCC 9-402(2)

This form of financing statement is approved by the Secretary of State.

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1998-09-29 11:40:06
Cook County Recorder 35.50

Cook County Clerk's Office

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2009/0081 27 001 Page 1 of 8
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EXHIBIT A

All of the following property of the Borrower, whether now owned or existing, or hereafter acquired or coming into existence, wherever now or hereafter located (all such property being hereinafter referred to as the "Collateral"):

- (a) Accounts Receivable;
- (b) Equipment;
- (c) Inventory;
- (d) General Intangibles;
- (e) Contract Rights and documents of title;
- (f) All chattel paper and instruments evidencing, arising out of or relating to any obligation to the Debtor for goods sold or leased or services rendered, or otherwise arising out of or relating to any property described in subsections (a) through (e) above;
- (g) Intentionally Omitted;
- (h) All interest of the Debtor in any goods the sale or lease of which shall have given or shall give rise to, and in all guaranties securing the payment or performance under, any Accounts Receivable, Contract Rights, General Intangibles or any chattel paper or instruments referred to in subsection (f) above;
- (i) Any and all other property of the Debtor, of any kind or description (including, but not limited to, real estate of the Debtor), subject to a separate mortgage, pledge or other security interest in favor of the Secured Party or in which the Secured Party now or hereafter has or acquires a security interest securing any of the Obligations, pursuant to any written agreement or instrument other than this Security Agreement;
- (j) All attachments, accessions, accessories, tools, parts, supplies, increases and additions to, and all replacements of and substitutions for any property described herein;
- (k) All products of any of the property described herein;
- (l) All rents, monies, payments and all other rights, arising out of a sale, lease or other disposition of any of the property described herein;
- (m) All proceeds (including insurance proceeds) from the sale, destruction, loss or other disposition of any of the property described herein; and

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(n) All records and data relating to any of the property described herein, whether in the form of a writing, photograph, microfilm, microfiche or electronic media, together with all of the Debtor's right, title and interest in and to all computer software required to utilize, create, maintain and process any such records or data on electronic media.

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EXHIBIT B

LOTS 41, 42, 43, 44, 45, 46, 47 and 48 IN BLOCK 7 IN JOHN WENTWORTHS SUBDIVISION OF THE SOUTH 60 ACRES OF THE WEST 1/2 OF THE NORTH WEST 1/4 OF SECTION 34, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

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- (b) Equipment;
- (c) Inventory;
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- (g) Intentionally Omitted;
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- (i) Any and all other property of the Debtor, of any kind or description (including, but not limited to, real estate of the Debtor), subject to a separate mortgage, pledge or other security interest in favor of the Secured Party or in which the Secured Party now or hereafter has or acquires a security interest securing any of the Obligations, pursuant to any written agreement or instrument other than this Security Agreement;
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- (k) All products of any of the property described herein;
- (l) All rents, monies, payments and all other rights, arising out of a sale, lease or other disposition of any of the property described herein;
- (m) All proceeds (including insurance proceeds) from the sale, destruction, loss or other disposition of any of the property described herein; and

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THE NORTH WEST 1/4 OF SECTION 34, TOWNSHIP 39 NORTH, RANGE 14
EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

EXHIBIT B

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