UNIFORM COMMERCIAL CODE -- FINANCING STATEMENT -- FORM UCC-1 This FINANCING STATEMENT is presented for filing pursuant to the Nevada Uniform Commercial Code

Filed With: Douglas Receipt No.			
1. DEBTOR (ONE NAME ONLY)		1A. SOCIAL SECURITY OR FEDERAL T	AX NO.
TILEGAL BUSINESS NAME HINDIVIDUAL (LAST NAME FIRST) Summerville at Virgini	a Creek, L.L.C.	1	לום במחל
1B. MAILING ADDRESS	IC. CITY, STATE		ZIP CODE 22312- 2328
5285 Shawnee Road, Suite 401 If RESIDENCE ADDRESS	Alexandria, 1F. CITY, STATE	VA 16.	2328 ZIP CODE
IE. RESIDENCE ADDRESS			
Z. ADDITIONAL DEBTOR (IF ANY) (ONE NAME ONLY)			
LEGAL BUSINESS NAME INDIVIDUAL (LAST NAME FIRST)			
28. MAILING ADDRESS	2C. CITY, STATE	20.	ZIP CODE
		000	710 0005
2E. RESIDENCE ADDRESS	2F. CITY, STATE	26.	ZIP CODE
ADDITIONAL DEBTOR(S) ON ATTACHED SHEET	_		
4. SECURED PARTY 4A. SOCIAL SECURITY NO. FEDERAL TAX NO.			
MANE HCRI Nevada Properties, Inc.		OR BANK TRANSIT AND A.B.A. NO	
WAILING ADDRESS One SeaGate, Suite 1500, P.			\
CITY Toledo STATE OH	ZIP CODE 43603-14	The state of the s	
5. ASSIGNEE OF SECURED PARTY (IF ANY)		5A. SOCIAL SECURITY NO. FEDERAL OR BANK TRANSIT AND A.B.A. NO	
NAME .	/ / \	VII DAIR HARION AND A.D.A. NO	\setminus \setminus
M AILING ADDRESS	ZIP CODE		
CITY STATE 6. This FINANCING STATEMENT covers the following types or items of property (if crops			
description of real property from which to be extracted). All accounts, contract rights, instruments, documents, chattel paper, general intangibles, equipment, inventory, goods and all other personal property of Debtor, now existing or hereafter acquired, relating to the facility described on Exhibit A and as more completely described on Exhibit A.			
6A. SIGNATURE OF RECORD OWNER 6C. \$ MAXIMUM AMOUNT OF INDEBTEDNESS TO			
6B. BE SECURED AT ANY ONE TIME (OPTIONAL)			
(TYPE) RECORD OWNER OF REAL PROPERTY No. of Additional Sheets Presented: 2			
7. Check A. X Proceeds of S. X Products of collinary lateral are also		D. Collateral was brought into this S	
Applicable Applicable Signature Applicable Applicab	collateral in which a security interest was perfected (Debtor's Signature Not Required)	to security interest in another juris (Debtor's Signature Not Required	diction
8. Check			11
if Applicable Debtor is a "transmitting utility" in accordance with NRS 704.205 and 104.9403 C 1232943-0449			
			17
9. (Date)	/\pr./ 19 78_	This Space for Use of Filing Officer. (Date, I Number and Filing Officer)	ime, rile
Summerville at Virginia Creek, L.L.C		• •	
By MAN CASAMMAL Secretary of Administrative 08387			
SIGNATURE(8) OF DEBTOR(S)	(TITLE) Member		
Arthur Hiembold, Secretary of Admin	istrative Member		
HCRI Nevada Properties, Inc.			
By SIGNATURE NOT REQUIRED SIGNATURE(S) OF SECURED PARTY(IES)	(TITLE)		
SIGNATURE(S) OF SECURED PARTITIES)	(IIILE)		
			-
10. Return Copy to:			
Return To	ļ		
NAME CT Corporation Systems	Trust Account		
RUBRESS 17 South High St. #1100	Number		
AND ZIP Columbus, OH 43215	(If Applicable)	•	
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EXHIBIT A TO FINANCING STATEMENT

DEBTOR:

Summerville at Virginia Creek, L.L.C. 5285 Shawnee Road, Suite 401 Alexandria, Virginia 22312

SECURED PARTY:

HCRI Nevada Properties, Inc One SeaGate, Suite 1500 P.O. Box 1475 Toledo, Ohio 43603

For purposes herein, "Real Property" means the land located at 1565 Virginia Ranch Road, Gardnerville, Nevada. "Improvements" means all buildings and other improvements now or hereafter erected or placed upon the Real Property, and "Fixtures" means fixtures of every kind and nature whatsoever now or hereafter affixed to the Real Property or Improvements. This financing statement relates to the assisted living, independent living, and skilled nursing facility consisting of 44 assisted living units, 52 independent living units, and 60 skilled nursing beds known as Virginia Creek Continuing Care Retirement Community.

This financing statement covers the following property, whether now owned or hereafter arising or acquired by Debtor:

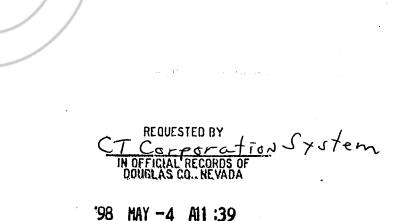
- 1. All machinery, furniture, equipment, trade fixtures, appliances, inventory and all other goods [as "equipment," "inventory" and "goods" are defined for purposes of Article 9 ("Article 9") of the Uniform Commercial Code as adopted in the State of Nevada] and any leasehold interest of Debtor in any of the foregoing, now or hereafter located in or on or used or usable in connection with the Real Property, Improvements, or Fixtures and replacements, additions, and accessions thereto, including, without limitation, those items which are to become fixtures or which are building supplies and materials to be incorporated into an Improvement or Fixture.
- 2. All accounts, contract rights, general intangibles, instruments, documents, and chattel paper [as "accounts," "contract rights," "general intangibles," "instruments," "documents," and "chattel paper" are defined for purposes of Article 9] now or hereafter arising in connection with the business located in or on or used or usable in connection with the Real Property, Improvements, or Fixtures, and replacements, additions, and accessions thereto.
- 3. All franchises, permits, licenses, operating rights, certifications, approvals, consents, authorizations and other general intangibles regarding the use, occupancy or operation of the Improvements, or any part thereof, including, without limitation, certificates of need, state health care facility licenses, and Medicare and Medicaid provider agreements, to the extent permitted by law.
- 4. Unless expressly prohibited by the terms thereof, all contracts, agreements, contract rights and materials relating to the design, construction, operation and management of the Improvements, including, but not limited to, the Architect's Agreement between Debtor and ServiceMaster Facility Design Services, the Construction Contract between Debtor and Sierra Builders of Nevada dated, each as amended from time to time, management agreements, plans,

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specifications, drawings, blueprints, models, mock-ups, brochures, flyers, advertising and promotional materials and mailing lists.

- All ledger sheets, files, records, computer programs, tapes, other electronic data processing materials, and other documentation relating to the preceding listed property or otherwise used or usable in connection with the Real Property and Improvements.
- The products and proceeds of the preceding listed property, including 6. without limitation cash and non-cash proceeds, proceeds of proceeds, and insurance proceeds.

Debtor has no authority to sell any of the above-described collateral, except for inventory sold in the ordinary course of business.



RECORDER PAID 12 DEPUTY BKO598PG0414

3/30/98