

**STATE OF NEVADA**  
**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) <input checked="" type="checkbox"/> LEGAL BUSINESS NAME <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST) <b>Summerville at Virginia Creek, L.L.C.</b>		1A. SOCIAL SECURITY OR FEDERAL TAX NO.	
1B. MAILING ADDRESS <b>5285 Shawnee Road, Suite 401</b>		1C. CITY, STATE <b>Alexandria, VA</b>	1D. ZIP CODE <b>22312-2328</b>
1E. RESIDENCE ADDRESS		1F. CITY, STATE	1G. ZIP CODE
2. ADDITIONAL DEBTOR (IF ANY) (ONE NAME ONLY) <input type="checkbox"/> LEGAL BUSINESS NAME <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST)		2A. SOCIAL SECURITY OR FEDERAL TAX NO.	
2B. MAILING ADDRESS		2C. CITY, STATE	2D. ZIP CODE
2E. RESIDENCE ADDRESS		2F. CITY, STATE	2G. ZIP CODE

3.  ADDITIONAL DEBTOR(S) ON ATTACHED SHEET

4. SECURED PARTY NAME <b>HCRI Nevada Properties, Inc.</b> MAILING ADDRESS <b>One SeaGate, Suite 1500, P.O. Box 1475</b> CITY <b>Toledo</b> STATE <b>OH</b> ZIP CODE <b>43603-1475</b>		4A. SOCIAL SECURITY NO. FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO.	
5. ASSIGNEE OF SECURED PARTY (IF ANY) NAME MAILING ADDRESS CITY STATE ZIP CODE		5A. SOCIAL SECURITY NO. FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO.	

6. This FINANCING STATEMENT covers the following types or items of property (if crops or timber, include description of real property on which growing or to be grown and name of record owner of such real estate; if fixtures, include description of real property to which affixed or to be affixed and name of record owner of such real estate; if oil, gas or minerals, include 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 BE SECURED AT ANY ONE TIME (OPTIONAL)
6B. _____ (TYPE) RECORD OWNER OF REAL PROPERTY	

No. of Additional Sheets Presented: 2

7. Check if Applicable <input checked="" type="checkbox"/>	A. <input checked="" type="checkbox"/> Proceeds of collateral are also covered	B. <input checked="" type="checkbox"/> Products of collateral are also covered	C. <input type="checkbox"/> Proceeds of above described original collateral in which a security interest was perfected (Debtor's Signature Not Required)	D. <input type="checkbox"/> Collateral was brought into this State subject to security interest in another jurisdiction (Debtor's Signature Not Required)
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8. Check if Applicable  DEBTOR IS A "TRANSMITTING UTILITY" IN ACCORDANCE WITH NRS 704.205 AND 704.9403

9. \_\_\_\_\_ (Date) April 1 19 98  
**Summerville at Virginia Creek, L.L.C.**  
 By Arthur Hienbold Secretary of Administrative Member  
 HCR I Nevada Properties, Inc.  
 By SIGNATURE NOT REQUIRED  
 SIGNATURE(S) OF SECURED PARTY(IES) (TITLE)

11. This Space for Use of Filing Officer: (Date, Time, File Number and Filing Officer)

**C 1232843-04 4/9**

**08387**

10. Return Copy to:

NAME ADDRESS CITY, STATE AND ZIP	Return To CT Corporation Systems UCC Division 17 South High St. #1100 Columbus, OH 43215
	Trust Account Number (If Applicable)

**438824**

**BK 0598PG0412**

THIS SPACE FOR USE OF FILING OFFICER

## 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.

5. 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.

6. The products and proceeds of the preceding listed property, including 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.

COPY

REQUESTED BY  
CT Corporation System  
IN OFFICIAL RECORDS OF  
DOUGLAS CO., NEVADA

'98 MAY -4 A11:39

438824

LINDA SLATER  
RECORDER  
\$17<sup>00</sup> PAID K2 DEPUTY