

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 checked="" type="checkbox"/> INDIVIDUAL (LAST NAME FIRST) Summerville at Virginia Creek, L.L.C. (Lessee)		1A. SOCIAL SECURITY OR FEDERAL TAX NO.	
1B. MAILING ADDRESS 5285 Shawnee Road, Suite 401		1C. CITY, STATE Alexandria, VA	1D. ZIP CODE 22312-2328
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. <input type="checkbox"/> ADDITIONAL DEBTOR(S) ON ATTACHED SHEET			
4. SECURED PARTY NAME HCRI Nevada Properties, Inc. (Lessor) MAILING ADDRESS One SeaGate, Suite 1500, P.O. Box 1475 CITY Toledo STATE OH ZIP CODE 43603-1475		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).
This financing statement covers the personal property listed in Exhibit A attached hereto. The personal property has been leased pursuant to a lease intended by Lessor and Lessee to be a true lease. The filing of this statement does not indicate that the lease is intended to create a security interest. However, if it is determined for other reasons that the lease is so intended, Lessor's security interest in the leased property is perfected by the filing of this statement. Lessee shall be deemed to be the Debtor and Lessor shall be deemed to be the Secured Party.

6A. _____ SIGNATURE OF RECORD OWNER
 6B. _____ (TYPE) RECORD OWNER OF REAL PROPERTY
 6C. \$ _____ MAXIMUM AMOUNT OF INDEBTEDNESS TO BE SECURED AT ANY ONE TIME (OPTIONAL)
 No. of Additional Sheets Presented: 1

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 104.9403

9. (Date) April 1 19 98
Summerville at Virginia Creek, L.L.C. (Lessee)
 By [Signature] **Secretary of Administrative Member**
 SIGNATURE(S) OF DEBTOR(S) (TITLE)
Arthur Hiemhold, Secretary Administrative Member
HCRI Nevada Properties, Inc. (Lessor)
 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)

C1232843-02 4/9

08388

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)

438825

EXHIBIT A TO FINANCING STATEMENT

LESSEE (Debtor):

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

LESSOR (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:

1. All machinery, furniture, equipment, trade fixtures, appliances, and all other goods and personal property [as "equipment" and "goods" are defined for purposes of Article 9 ("Article 9") of the Uniform Commercial Code as adopted in the State of Nevada, now or hereafter located in or on or used or usable in connection with the Land, Improvements, or Fixtures and replacements, additions, and accessions thereto.
2. The products and proceeds of the preceding listed property, including without limitation cash and non-cash proceeds, proceeds of proceeds, and insurance proceeds.

REQUESTED BY
CT Core Systems
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

'98 MAY -4 AM 1:40

438825

LINDA SLATER
RECORDER

\$16.00 PAID *ka* DEPUTY