

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

Tax Parcel D7-556-0004



W2747681

E# 2747681 PG 1 OF 5
Leann H. Kilts, WEBER COUNTY RECORDER
27-Jul-15 11:24 AM FEE \$18.00 DEP DS
REC FOR: FOUNDERS TITLE COMPANY
ELECTRONICALLY RECORDED

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|--|
| A. NAME & PHONE OF CONTACT AT FILER (optional) Blair Schiff, Esq. |
| B. E-MAIL CONTACT AT FILER (optional) |
| C. SEND ACKNOWLEDGMENT TO: (Name and Address) Pepper Hamilton LLP 600 14 th Street, NW Washington, DC 20005 Attn: Blair L. Schiff, Esq. |

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

| | | | |
|---|--------------------------|---------------------|--|
| 1a. ORGANIZATION'S NAME OGDEN RP SNF, LLC | | | |
| OR | 1b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) SUFFIX |
| 1c. MAILING ADDRESS 142 N. Union Avenue, Suite 230 | | CITY Farmington | STATE POSTAL CODE COUNTRY UT 84025-2907 USA |

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

| | | | |
|-------------------------|--------------------------|---------------------|--------------------------------------|
| 2a. ORGANIZATION'S NAME | | | |
| OR | 2b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) SUFFIX |
| 2c. MAILING ADDRESS | | CITY | STATE POSTAL CODE COUNTRY |

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

| | | | |
|---|--------------------------|---------------------|---|
| 3a. ORGANIZATION'S NAME BERKADIA COMMERCIAL MORTGAGE LLC | | | |
| OR | 3b. INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) SUFFIX |
| 3c. MAILING ADDRESS 323 Norristown Road, Suite 300 | | CITY Ambler | STATE POSTAL CODE COUNTRY PA 19002 USA |

4. COLLATERAL: This financing statement covers the following collateral:

Pine View Transitional Rehab, FHA Project No. 105-22061
See Exhibits A and B attached hereto and made a part hereof.

| | |
|---|--|
| 5. Check <u>only</u> if applicable and check <u>only</u> one box: Collateral <input type="checkbox"/> held in a Trust (see UCC1Ad, item 17 and instructions) <input type="checkbox"/> being administered by a Decedent's Personal Representative | |
| 6a. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Public-Finance Transaction <input type="checkbox"/> Manufactured-Home Transaction <input type="checkbox"/> A Debtor is a Transmitting Utility | 6b. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Agricultural Lien <input type="checkbox"/> Non-UCC Filing |
| 7. ALTERNATIVE DESIGNATION (if applicable): <input type="checkbox"/> Lessee/Lessor <input type="checkbox"/> Consignee/Consignor <input type="checkbox"/> Seller/Buyer <input type="checkbox"/> Bailee/Bailor <input type="checkbox"/> Licensee/Licenser | |

8. OPTIONAL FILER REFERENCE DATA:
Borrower - File in the Official Records of Weber County, Utah

International Association of Commercial Administrators (IACA)

F86704W

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

| | | | | | |
|---|--|---------------------|-------------------------------|-------------|---------|
| 9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here <input type="checkbox"/> | | | | | |
| 9a. ORGANIZATION'S NAME | | | | | |
| OGDEN RP SNF, LLC | | | | | |
| OR | | | | | |
| 9b. INDIVIDUAL'S SURNAME | | | | | |
| INDIVIDUAL'S FIRST PERSON NAME | | | | | |
| INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S) | | | | SUFFIX | |
| THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY | | | | | |
| 10. DEBTOR'S NAME: Provide (10a or 10b) only <u>one</u> additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (use exact, full name; | | | | | |
| 10a. ORGANIZATION'S NAME | | | | | |
| OR | | | | | |
| 10b. INDIVIDUAL'S SURNAME | | | | | |
| INDIVIDUAL'S FIRST PERSON NAME | | | | | |
| INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S) | | | | | |
| 10c. MAILING ADDRESS | | CITY | STATE | POSTAL CODE | COUNTRY |
| | | | | | |
| 11. <input checked="" type="checkbox"/> ADDITIONAL SECURED PARTY'S NAME or <input type="checkbox"/> ASSIGNOR SECURED PARTY'S NAME: Provide only <u>one</u> name (11a or 11b) | | | | | |
| 11a. ORGANIZATION'S NAME | | | | | |
| OR | | | | | |
| SECRETARY OF HOUSING AND URBAN DEVELOPMENT- OFFICE OF RESIDENTIAL CARE FACILITIES | | | | | |
| 11b. INDIVIDUAL'S SURNAME | | | | | |
| | | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| | | | | | |
| 11c. MAILING ADDRESS | | CITY | STATE | POSTAL CODE | COUNTRY |
| 451 Seventh Street, SW | | Washington | DC | 20410 | USA |

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):

| | |
|--|---|
| 13. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed [for record] (or recorded in the REAL ESTATE RECORDS (if applicable) | 14. This FINANCING STATEMENT <input type="checkbox"/> covers timber to be cut <input type="checkbox"/> covers as-extracted collateral <input checked="" type="checkbox"/> is filed as a fixture filing |
| 15. Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest): | 16. Description of real estate Pine View Transitional Rehab FHA Project No. 105-22061 See Exhibits A and B attached hereto and made a part hereof. |
| 17. MISCELLANEOUS | |

EXHIBIT B
DESCRIPTION OF COLLATERAL

This Exhibit "B" refers to the following collateral, which may be now or hereafter located on the premises of, relate to, or be used in connection with, the acquisition or refinancing, repair, ownership, management and operation of a certain adult care home known as Pine View Transitional Rehab, FHA Project No. 105-22061 (the "Project"), located on certain real estate in Weber County, Utah more particularly described in Exhibit "A" (the "Property") and owned by the Debtor:

- (1) the Land;
- (2) the Healthcare Facility;
- (3) the Improvements;
- (4) the Fixtures;
- (5) the Personalty;
- (6) all current and future rights, including air rights, development rights, zoning rights and other similar rights or interests, easements, tenements, rights-of-way, strips and gores of land, streets, alleys, roads, sewer rights, waters, watercourses, and appurtenances related to or benefiting the Land or the Improvements, or both, and all rights-of-way, streets, alleys and roads which may have been or may in the future be vacated;
- (7) all insurance policies covering any of the Mortgaged Property, and all proceeds paid or to be paid by any insurer of the Land, the Improvements, the Fixtures, the Personalty or any other part of the Mortgaged Property, whether or not Borrower obtained the insurance pursuant to Lender's requirement;
- (8) all awards, payments and other compensation made or to be made by any Governmental Authority with respect to the Land, the Improvements, the Fixtures, the Personalty or any other part of the Mortgaged Property, including any awards or settlements resulting from condemnation proceedings or the total or partial taking of the Land, the Improvements, the Fixtures, the Personalty or any other part of the Mortgaged Property under the power of eminent domain or otherwise and including any conveyance in lieu thereof;
- (9) all contracts, options and other agreements for the sale of the Land, the Improvements, the Fixtures, the Personalty or any other part of the Mortgaged Property entered into by Borrower now or in the future, including cash or securities deposited to secure performance by parties of their obligations;
- (10) all proceeds (cash or non-cash), liquidated claims or other consideration from the conversion, voluntary or involuntary, of any of the Mortgaged Property and the right to collect such proceeds, liquidated claims or other consideration;
- (11) all revenue generated by any portion of the Mortgaged Property and any Leases;
- (12) all earnings, royalties, instruments, accounts (including any deposit accounts), Accounts Receivable, supporting obligations, issues and profits from the Land, the Improvements, the Healthcare Facility, or any other part of the Mortgaged Property, and all undisbursed proceeds of the Loan;

- (13) all Imposition Deposits;
- (14) all refunds or rebates of Impositions by any Governmental Authority or insurance company (other than refunds applicable to periods before the real property tax year in which this Security Instrument is dated);
- (15) all forfeited security deposits under any Lease;
- (16) all names under or by which any of the above Mortgaged Property may be operated or known, and all trademarks, trade names, and goodwill relating to any of the Mortgaged Property;
- (17) all deposits and/or escrows held by or on behalf of Lender under Ancillary Agreements;
- (18) all awards, payments, settlements or other compensation resulting from litigation involving the Project;
- (19) any and all licenses, bed authority, and/or certificates of need required to operate the Healthcare Facility and receive the benefits and reimbursements under a provider agreement with Medicaid, Medicare, any State or local programs, healthcare insurers or other assistance providers relied upon by HUD to insure this Security Instrument, to the extent allowed by law, and regardless of whether such rights and contracts are held by Borrower or an operator; and
- (20) all receipts, revenues, income and other moneys received by or on behalf of the Healthcare Facility, including all Accounts Receivable, all contributions, donations, gifts, grants, bequests, all revenues derived from the operation of the Healthcare Facility and all rights to receive the same, whether in the form of Accounts Receivable, contract rights, chattel paper, instruments or other rights whether now owned or held or later acquired by or in connection with the operation of the Healthcare Facility.