

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.  
One Financial Center  
Boston, MA 02111



20120120000023930 1/5 \$35.00  
Shelby Cnty Judge of Probate, AL  
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THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME  
STV One Nineteen Senior Living, LLC

OR 1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY  
c/o Dominion Partners, 2700 Corporate Drive, Suite 125 Birmingham AL 35242 USA

1d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL ID #, if any  
LLC Delaware 4428272 ☐ NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR 2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any  
☐ NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME  
Fundamental Advisors LP, as Agent for Fundamental Partners LP

OR 3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY  
745 Fifth Avenue, 30th Floor New York NY 10151

4. This FINANCING STATEMENT covers the following collateral:

All that Collateral more particularly described on Exhibit I, attached hereto and made a part hereof.

reference instrument number 2011221000387430

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER AG. LIEN NON-UCC FILING

6. ☒ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable] 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [ADDITIONAL FEE] [optional] All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA

Filed: AL Shelby County Probate Court 36914-018

**UCC FINANCING STATEMENT ADDITIONAL PARTY**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

**19. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT**

19a. ORGANIZATION'S NAME		
Fundamental Advisors LP, as Agent for Fundamental Partners LP		
OR	19b. INDIVIDUAL'S LAST NAME	FIRST NAME MIDDLE NAME, SUFFIX

**20. MISCELLANEOUS:**20120120000023930 2/5 \$35.00  
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**21. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (21a or 21b) - do not abbreviate or combine names**

21a. ORGANIZATION'S NAME				
OR	21b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
21c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY
21d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	21e. TYPE OF ORGANIZATION	21f. JURISDICTION OF ORGANIZATION	21g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE

**22. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (22a or 22b) - do not abbreviate or combine names**

22a. ORGANIZATION'S NAME				
OR	22b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
22c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY
22d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	22e. TYPE OF ORGANIZATION	22f. JURISDICTION OF ORGANIZATION	22g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE

**23. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (23a or 23b) - do not abbreviate or combine names**

23a. ORGANIZATION'S NAME				
OR	23b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
23c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY
23d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	23e. TYPE OF ORGANIZATION	23f. JURISDICTION OF ORGANIZATION	23g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE

**24. ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - insert only one name (24a or 24b)**

24a. ORGANIZATION'S NAME				
OR	Fundamental Advisors LP, as Agent for Fundamental Partners II LP			
	24b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
24c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY
745 Fifth Avenue, 30th Floor		New York	NY	10151 USA

**25. ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - insert only one name (25a or 25b)**

25a. ORGANIZATION'S NAME				
OR	Fundamental Advisors LP, as Agent for Fundamental Partners (Tax-Exempt) LP			
	25b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
25c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY
745 Fifth Avenue, 30th Floor		New York	NY	10151 USA



**Exhibit I to UCC-1  
(Shelby County Alabama)**



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**Secured Parties:**

Fundamental Advisors LP, as Agent for Fundamental Partners LP  
Fundamental Advisors LP, as Agent for Fundamental Partners II LP  
and Fundamental Advisors LP, as Agent for Fundamental Partners (Tax-Exempt) LP

**Debtor:**

STV One Nineteen Senior Living, LLC

**Collateral.**

Borrower hereby grants Lender, to secure the payment and performance in full of all of its obligations under the Loan, a continuing security interest in, and pledges to Lenders, the following property, wherever located, whether now owned or hereafter acquired by or arising from Borrower, and all proceeds and products thereof (the "Collateral"):

(i) All that tract or parcel or parcels of land and estates particularly described on **Exhibit A** attached hereto and made a part hereof (the "**Land**");

(ii) All buildings, structures, and improvements of every nature whatsoever now or hereafter situated on the Land, and all fixtures, fittings, building materials, machinery, equipment, furniture and furnishings and personal property of every nature whatsoever now or hereafter owned by the Borrower and used or intended to be used in connection with or with the operation of said property, buildings, structures or other improvements, including all extensions, additions, improvements, betterments, renewals, substitutions, replacements and accessions to any of the foregoing, whether such fixtures, fittings, building materials, machinery, equipment, furniture, furnishings and personal property actually are located on or adjacent to the Land or not, and whether in storage or otherwise, and wheresoever the same may be located (the "**Improvements**");

(iii) All accounts, general intangibles, deposit accounts, securities accounts, goods (each as presently or hereafter defined in the UCC), general intangibles, goods, contracts and contract rights relating to the Land and Improvements, whether now owned or existing or hereafter created, acquired or arising, including without limitation, all construction contracts, architectural services contracts, management contracts, leasing agent contracts, purchase and sales contracts, put or other option contracts, and all other contracts and agreements relating to the construction of improvements on, or the operation, management and sale of all or any part of the Land and Improvements;

(iv) Together with all easements, rights of way, gores of land, streets, ways, alleys, passages, sewer rights, waters, water courses, water rights and powers, and all estates, leases, subleases, licenses, rights, titles, interests,



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privileges, liberties, tenements, hereditaments, and appurtenances whatsoever, in any way belonging, relating or appertaining to any of the property hereinabove described, or which hereafter shall in any way belong, relate or be appurtenant thereto, whether now owned or hereafter acquired by the Borrower, and the reversion and reversions, remainder and remainders, rents, issues and profits thereof, and all the estate, right, title, interest, property, possession, claim and demand whatsoever at law, as well as in equity, of the Borrower of, in and to the same, including but not limited to:

- (A) All rents, royalties, profits, issues and revenues of the Land and Improvements from time to time accruing, whether under leases or tenancies now existing or hereafter created; and
- (B) All judgments, awards of damages and settlements hereafter made resulting from condemnation proceedings or the taking of the Land and Improvements or any part thereof under the power of eminent domain, or for any damage (whether caused by such taking or otherwise) to the Land and Improvements or any part thereof, or to any rights appurtenant thereto, including any award for change of grade or streets.
- (v) Any and all licenses, development permits, building permits, utility supply agreements, sewer and water discharge permits and agreements, and other licenses, permits and agreements relating to the use, development, construction, occupancy and operation of the Land and Improvements, whether now or hereafter issued or executed, and all modifications, amendments, replacements or re-issuances of the foregoing;
- (vi) All cash and non-cash proceeds and all products of any of the foregoing items or types of property described in (i), (ii), (iii), (iv) or (v) above, including, but not limited to, all insurance, contract and tort proceeds and claims, and including all inventory, accounts, chattel paper, documents, instruments, equipment, fixtures, consumer goods and general intangibles acquired with cash proceeds of any of the foregoing items or types of property described in (i), (ii), (iii), (iv) or (v) above.

Borrower represents, warrants, and covenants that the security interest granted herein with respect to the Collateral is and shall at all times continue to be a first priority perfected security interest in the Collateral.



## EXHIBIT A

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### Description of Real Property

Lot 1-B according to St. Vincent's Hospital Highway No 119 Survey as recorded in Map Book 39, page 103 in the office of the Judge of Probate of Shelby County, Alabama. Also known as:

A Part of LOT 1, GREYSTONE - 3RD SECTOR as recorded in Map Book 14, Page 79 in the office of the Judge of Probate of Shelby County, Alabama and situated in the NW 1/4 and the NE 1/4 of Section 32, Township 18 South, Range 1 West Shelby County, Alabama and being more particularly described as follows:

Begin at the Southeasterly Corner of LOT 1, GREYSTONE - 3RD SECTOR as recorded in Map Book 14, Page 79 in the office of the Judge of Probate of Shelby County, Alabama, said point being on the Northerly right-of-way line of Greystone Way as recorded in Map Book 29, Page 123 in the office of the Judge of Probate of Shelby County, Alabama, and run in a Northeasterly direction along the Southeasterly line of said Lot 1 a distance of 569.13 feet to a point thence  $3^{\circ}53'00''$  to the left in a Northeasterly direction along the Southeasterly line of said Lot 1 and its prolongation a distance of 424.81 feet to a point; thence  $76^{\circ}04'07''$  to the left in a Northwesterly direction a distance of 352.05 feet to a point; thence  $58^{\circ}04'29''$  to the left in a Southwesterly direction a distance of 72.43 feet to a point on a curve to the right having a radius of 655.00 feet and a central angle of  $47^{\circ}12'36''$ ; thence  $78^{\circ}56'03''$  to the left (angle measured to tangent) in a Southeasterly, Southerly and Southwesterly direction along the arc of said curve a distance of 539.0 feet to the P.T. (Point of Tangent) of said curve; thence tangent to said curve in a Southwesterly direction a distance of 39.65 feet to a point; thence  $90^{\circ}00'00''$  to the right in a Northwesterly direction a distance of 25.00 feet to a point; thence  $90^{\circ}00'00''$  to the left in a Southwesterly direction a distance of 70.27 feet to the P.C. (Point of Curve) of a curve to the right having a radius of 517.00 feet and a central angle of  $24^{\circ}29'13''$ ; thence in a Southwesterly direction along the arc of said curve a distance of 220.95 feet to the P.R.C. (Point of Reverse Curve) of a curve to the left having a radius of 370.50 feet and a central angle of  $23^{\circ}26'54''$ ; thence in a Southwesterly direction along the arc of said curve a distance of 151.63 feet to the P.T. (Point of Tangent) of said curve; thence tangent to said curve in a Southwesterly direction a distance of 72.81 feet to a point on the Northerly right-of-way line of Greystone Way; thence  $91^{\circ}09'24''$  to the left in a Southeasterly direction along the Northerly right-of-way line of Greystone Way a distance of 207.31 feet to the P.C. (Point of Curve) of a curve to the left having a radius of 410.00 feet and a central angle of  $43^{\circ}51'30''$ ; thence in a Southeasterly, Easterly, and Northeasterly direction along the Northerly right-of-way line of Greystone Way and along the arc of said curve a distance of 313.64 feet to the POINT OF BEGINNING.

Together with an easement for ingress and egress as described in that certain Restrictive Covenant and Reciprocal Easement Agreement between Seton Property Corporation of North Alabama and STV One Nineteen Senior Living, LLC, dated December 28, 2007 and recorded in Instrument No. 20071228000583600.