

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

**SECURITIES AND EXCHANGE
COMMISSION,**

Plaintiff,

v.

DWAYNE EDWARDS, et al.,

Defendants,

-and-

OXTON SENIOR LIVING, LLC, et al.,

Relief Defendants.

17. Civ. 393 (ES)

**~~[PROPOSED]~~ ORDER TO SHOW CAUSE, TEMPORARY RESTRAINING ORDER,
AND ORDER FREEZING ASSETS AND GRANTING OTHER RELIEF**

On the application of Plaintiff Securities and Exchange Commission (“Plaintiff” or “Commission”) for an Order:

- (1) directing defendants Dwayne Edwards (“Edwards”), Todd Barker (“Barker”), Senior Solutions of Social Circle, LLC, Oxtan Place of Douglas, LLC, d/b/a Oxtan Real Estate of Douglas, LLC, Rome ALF, LLC, Savannah ALF, LLC, Gainesville ALF, LLC, Waterford Place ALF, LLC, Montgomery ALF, LLC, Columbus ALF, LLC, and Opelika ALF, LLC (collectively, with the exception of Edwards and Barker, the “Borrower Defendants”), and relief defendants Oxtan Senior Living, LLC, Manor House Senior Living, LLC, Susan Edwards a/k/a Susan Rogers (“Susan Edwards”), Sharon Nunamaker a/k/a Sharon Hadden (“Nunamaker”), and SDH Design, LLC (“SDH”) (collectively, the “Relief Defendants”) to show cause why an order should not be entered, pending a final disposition of this action:

- (a) preliminarily enjoining Edwards and the Borrower Defendants from violating Section 17(a) of the Securities Act of 1933 (“Securities Act”) [15 U.S.C. § 77q(a)] and Section 10(b) of the Securities Exchange Act of 1934 (the “Exchange Act”) [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5];
- (b) freezing the personal assets of Edwards and Nunamaker, and the assets of SDH, including the bank accounts listed on Exhibit A to this Order, except for amounts allowed by the Court, upon application by Edwards or Nunamaker, for reasonable living expenses;
- (c) appointing a receiver (“Receiver”) over the facilities, Borrower Defendants, and management companies listed on Exhibit B as follows: (i) for each facility, Borrower Defendant, and management company in Group 1, immediately; (ii) for each facility, Borrower Defendant, and management company in Group 2, once their respective state or federal court receiver orders are vacated; and (iii) for each facility, Borrower Defendant, and management company in Group 3, once each of the respective Chapter 11 bankruptcy cases are dismissed (collectively, and upon inclusion in the receivership, the “Receivership Entities”);
- (d) enjoining the filing of any new bankruptcy, foreclosure, receivership or other actions by or against the Receivership Entities;
- (e) directing Edwards and the Borrower Defendants to provide a verified accounting of (i) Edwards’, Susan Edwards’, and the Receivership Entities’ assets, money and property held directly or indirectly by Edwards, Susan Edwards, the Receivership Entities, or by others for the direct and indirect beneficial interest of

Edwards, Susan Edwards, and the Receivership Entities; and (ii) the use of all investor funds raised by Edwards and the Receivership Entities through the nine conduit municipal bond offerings described in the complaint (the “Offerings”); and

- (g) prohibiting the destruction, alteration or concealment of documents by Edwards, Barker, the Borrower Defendants, and the Relief Defendants; and

(2) pending adjudication of the foregoing, an Order:

- (a) temporarily restraining Edwards and the Borrower Defendants from violating Section 17(a) of the Securities Act of 1933 (“Securities Act”) [15 U.S.C. § 77q(a)] and Section 10(b) of the Securities Exchange Act of 1934 (the “Exchange Act”) [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5];
- (b) freezing the personal assets of Edwards and Nunamaker, and the assets of SDH, including the bank accounts listed on Exhibit A to this Order, except for amounts allowed by the Court, upon application by Edwards or Nunamaker, for reasonable living expenses;
- (c) appointing a Receiver over the Receivership Entities as described above;
- (d) enjoining the filing of any new bankruptcy, foreclosure, receivership, or other actions by or against the Receivership Entities;
- (e) directing Edwards and the Borrower Defendants to provide a verified accounting of (i) Edwards’, Susan Edwards’, and the Receivership Entities’ assets, money and property held directly or indirectly by Edwards, Susan Edwards, the Receivership Entities, or by others for the direct and indirect beneficial interest of

Edwards, Susan Edwards, and the Receivership Entities; and (ii) the use of all investor funds raised by Edwards, the Borrower Defendants, and the Receivership Entities through the Offerings;

- (f) providing that the parties may take expedited discovery in preparation for a preliminary injunction hearing on this Order to Show Cause; and
- (g) prohibiting Edwards, Barker, the Borrower Defendants, and the Relief Defendants from destroying, altering or concealing documents.

The Court has considered (1) the Complaint filed by Plaintiff on January 20, 2017; (2) the Declaration of David H. Tutor, executed on January 19, 2017, and the exhibits thereto; (3) the Declaration of Kerri L. Palen, executed on January 19, 2017, and the exhibits thereto; (4) the Declaration of Lee A. Greenwood, pursuant to Local Civil Rule 65.1, executed on January 20, 2017; (5) the motion for an order to show cause, dated January 20, 2017; and (6) the memorandum of law in support of Plaintiff's emergency application for an order to show cause, temporary restraining order, preliminary injunction, receiver, asset freeze, and other relief, dated January 20, 2017.

Based upon the foregoing documents, the Court finds that a proper showing, as required by Section 20(b) of the Securities Act, and Section 21(d) of the Exchange Act, has been made for the relief granted herein, for the following reasons:

1. It appears from the evidence presented that, unless temporarily restrained, Edwards and the Borrower Defendants have violated, and will continue to violate, Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)] and Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], as charged in the Complaint.

2. It appears that Edwards, Nunamaker, and SDH may attempt to dissipate, deplete, or transfer from the jurisdiction of this Court, funds, property and other assets that could be subject to an order of disgorgement or an order imposing civil penalties. It appears that an order freezing the assets of Edwards, Nunamaker, and SDH, as specified herein, is necessary to preserve the *status quo*, to protect investors from further transfers of funds and misappropriation, to protect this Court's ability to award equitable relief in the form of disgorgement of illegal profits from fraud and civil penalties, and to preserve the Court's ability to approve a fair distribution for victims of the fraud.

3. It appears that an order requiring Edwards and the Borrower Defendants to provide a verified accounting of (a) Edwards', Susan Edwards', and the Receivership Entities' assets, money and property held directly or indirectly by Edwards, Susan Edwards, the Receivership Entities, or by others for the direct and indirect beneficial interest of Edwards, Susan Edwards, and the Receivership Entities; and (b) the use of all investor funds raised by Edwards, the Borrower Defendants, and the Receivership Entities through the Offerings, is necessary to effectuate and ensure compliance with the freeze imposed on Edwards', Nunamaker's, and SDH's assets and to locate assets for the benefit of investors.

4. It appears that Edwards, Barker, the Borrower Defendants, and the Relief Defendants may attempt to destroy, alter or conceal documents, and that an order preventing the destruction, alteration or concealment of documents is necessary.

5. It appears that the appointment of a Receiver for the Receivership Entities, in the manner described above, is necessary to: (a) preserve the status quo, (b) ascertain the extent of commingling of funds among the Receivership Entities; (c) ascertain the true financial condition of the Receivership Entities and the disposition of investor funds; (d) prevent further dissipation

of the property and assets of the Receivership Entities; (e) prevent the encumbrance or disposal of property or assets of the Receivership Entities and the investors; (f) preserve the books, records and documents of the Receivership Entities; (g) be available to respond to investor inquiries; (h) protect investors' assets; and (i) determine whether one or more of the Receivership Entities should undertake bankruptcy filings.

6. Good and sufficient reasons have been shown why procedure other than by notice of motion is necessary.

7. This Court has jurisdiction over the subject matter of this action and over Edwards, Barker, the Borrower Defendants, and the Relief Defendants, and venue properly lies in this District.

NOW, THEREFORE,

I.

IT IS HEREBY ORDERED that Edwards, the Borrower Defendants, and Relief Defendants show cause, if there be any, to this Court at 11:00 a.m. on Thursday, January 26, 2017, in Courtroom 5A of the Martin Luther King Building and United States Courthouse, 50 Walnut Street, Newark, New Jersey 07101, why this Court should not enter an Order pursuant to Rule 65 of the Federal Rules of Civil Procedure, Section 20 of the Securities Act, and Section 21 of the Exchange Act, preliminarily enjoining Edwards and the Borrower Defendants from violating Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)] and Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5].

II.

IT IS FURTHER ORDERED that Edwards, Nunamaker, and SDH show cause at that time why this Court should not also enter an Order directing that, pending a final disposition of this action, Edwards, Nunamaker, and SDH, and each of their officers, agents, servants, employees and attorneys and those persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise, including facsimile transmission, electronic mail, or overnight delivery service, shall hold and retain funds and other assets of Edwards, Nunamaker, or SDH and presently held by them, for their direct or indirect benefit, under their direct or indirect control or over which they exercise actual or apparent investment or other authority (including assets held in the name of or for the benefit of Edwards, Nunamaker, or SDH), in whatever form such assets may presently exist and wherever located, and shall prevent any withdrawal, sale, payment (including, but not limited to, any charges on any credit card or draws on any other credit arrangement), transfer, dissipation, assignment, pledge, alienation, encumbrance, disposal, or diminution in value of any such funds or other assets, which are hereby frozen, including, but not limited to, such funds held in the accounts listed on Exhibit A, except for amounts allowed by the Court, upon application by Edwards, or Nunamaker, for reasonable living and/or legal expenses.

III.

IT IS FURTHER ORDERED that Edwards, Nunamaker, and SDH show cause at that time why this Court should not also enter an Order directing that, pending a hearing and determination of Plaintiff's Application for a Preliminary Injunction, all banks, brokerage and other financial institutions and other persons or entities which receive actual notice of this Order by personal service or otherwise, including facsimile transmissions, electronic mail, or overnight

delivery service, holding any funds or other assets in the name, for the direct or indirect benefit, or under the direct or indirect control of Edwards, Nunamaker, or SDH or over which Edwards, Nunamaker, or SDH exercise actual or apparent investment or other authority (including assets in the name of Edwards, Nunamaker, or SDH), in whatever form such assets may presently exist and wherever located, including but not limited to all such funds held in the accounts listed in Exhibit A, shall hold and retain within their control and prohibit the withdrawal, removal, sale, payment (including, but not limited to, any charges on any credit card or draws on any other credit arrangement), transfer, dissipation, assignment, pledge, alienation, encumbrance, diminution in value, or other disposal of any such funds or other assets; and that such funds and assets are hereby frozen, except for amounts allowed by the Court, upon application by Edwards or Nunamaker, for reasonable living and/or legal expenses.

IV.

IT IS FURTHER ORDERED that Edwards and the Borrower Defendants show cause at that time why this Court should not also enter an Order appointing or continuing the appointment of a Receiver for the Receivership Entities, as described above, to (a) preserve the status quo; (b) ascertain the extent of commingling of funds among the Receivership Entities and all entities they control or have an ownership interest in; (c) ascertain the true financial condition of the Receivership Entities and the disposition of investor funds; (d) prevent further dissipation of the property and assets of the Receivership Entities and all entities they control or have an ownership interest in; (e) prevent the encumbrance or disposal of property or assets of the Receivership Entities and the investors; (f) preserve the books, records and documents of the Receivership Entities; (g) be available to respond to investor inquiries; (h) protect the assets of the Receivership Entities; and (i) determine whether one or more of the Receivership Entities should

undertake bankruptcy filings.

V.

IT IS FURTHER ORDERED that Edwards and the Borrower Defendants show cause at that time why this Court should not also enter an Order enjoining the filing of any new bankruptcy, foreclosure, receivership or other actions by or against the Receivership Entities.

VI.

IT IS FURTHER ORDERED that Defendant show cause at that time why this Court should not also enter an Order directing Edwards and the Borrower Defendants to serve upon Plaintiff, within ten (10) business days, or within such extension of time as the Plaintiff agrees to, a verified written accounting signed by Edwards identifying (a) Edwards', Susan Edwards', and the Receivership Entities' assets, money and property held directly or indirectly by Edwards, Susan Edwards, the Receivership Entities, or by others for the direct and indirect beneficial interest of Edwards, Susan Edwards, and the Receivership Entities; and (b) the use of all investor funds raised by Edwards and the Receivership Entities through the Offerings.

VII.

IT IS FURTHER ORDERED that Edwards, Barker, the Borrower Defendants, and the Relief Defendants show cause at that time why this Court should not also enter an Order enjoining and restraining them, and any person or entity acting at their direction or on their behalf, or any other person, from destroying, altering, concealing or otherwise interfering with the access of Plaintiff and the Receiver to any and all documents, books and records, that are in the possession, custody or control of Edwards, Barker, the Borrower Defendants, or the Relief Defendants, and each of their officers, agents, employees, servants, accountants, financial or brokerage institutions, attorneys-in-fact, subsidiaries, affiliates, predecessors, successors and

related entities, that refer, reflect or relate to the allegations in the Complaint, including, without limitation, documents, books, and records referring, reflecting or relating to Edwards', the Borrower Defendants' and the Receivership Entities' finances or business operations.

VIII.

IT IS FURTHER ORDERED that, pending a hearing and determination of Plaintiff's Application for a Preliminary Injunction, Edwards and the Borrower Defendants are temporarily restrained from violating Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)], in the offer or sale of any security by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) to obtain money or property by means of any untrue statement of a material fact or any omission of a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading;
or
- (c) to engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser.

IT IS FURTHER ORDERED that, as provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive actual notice of this Order by personal service or otherwise: (a) Edwards' or the Borrower Defendants' officers, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Edwards or the Borrower Defendants or with anyone described in (a).

IX.

IT IS FURTHER ORDERED that, pending a hearing and determination of Plaintiff's Application for a Preliminary Injunction, Edwards and the Borrower Defendants are temporarily restrained from violating Section 10 of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange, in connection with the purchase or sale of any security:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) to make any untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or
- (c) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

IT IS FURTHER ORDERED that, as provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive actual notice of this Order by personal service or otherwise: (a) Edwards' or the Borrower Defendants' officers, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Edwards or the Borrower Defendants or with anyone described in (a).

X.

IT IS FURTHER ORDERED that, pending a hearing and determination of Plaintiff's Application for a Preliminary Injunction, Edwards, Nunamaker, and SDH, and each of their officers, agents, servants, employees and attorneys and those persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise,

including facsimile transmission, electronic mail, or overnight delivery service, shall hold and retain funds and other assets of Edwards, Nunamaker, or SDH and presently held by them, for their direct or indirect benefit, under their direct or indirect control or over which they exercise actual or apparent investment or other authority (including assets held in the name of or for the benefit of Edwards, Nunamaker, or SDH), in whatever form such assets may presently exist and wherever located, and shall prevent any withdrawal, sale, payment (including, but not limited to, any charges on any credit card or draws on any other credit arrangement), transfer, dissipation, assignment, pledge, alienation, encumbrance, disposal, or diminution in value of any such funds or other assets, which are hereby frozen, including, but not limited to, such funds held in the accounts listed on Exhibit A, except \$3,500 allowed for by the Court for reasonable living expenses for each of Edwards and Nunamaker, and any further amounts allowed by the Court upon application for reasonable living and/or legal expenses, shall not be subject to the asset freeze in this paragraph.¹

XI.

IT IS FURTHER ORDERED that, pending a hearing and determination of Plaintiff's Application for a Preliminary Injunction, all banks, brokerage and other financial institutions and other persons or entities which receive actual notice of this Order by personal service or otherwise, including facsimile transmissions, electronic mail, or overnight delivery service, holding any funds or other assets in the name, for the direct or indirect benefit, or under the direct or indirect control of Edwards, Nunamaker, or SDH or over which they exercise actual or apparent investment or other authority (including assets in the name of Edwards, Nunamaker, or

¹ The Commission is authorized to transmit a version of Exhibit A that contains the full bank account numbers subject to this Order to the relevant financial institutions listed on Exhibit A.

SDH), in whatever form such assets may presently exist and wherever located, including but not limited to all such funds held in the accounts listed in Exhibit A, shall hold and retain within their control and prohibit the withdrawal, removal, sale, payment (including, but not limited to, any charges on any credit card or draws on any other credit arrangement), transfer, dissipation, assignment, pledge, alienation, encumbrance, diminution in value, or other disposal of any such funds or other assets; and that such funds and assets are hereby frozen, except \$3,500 allowed for by the Court for reasonable living expenses for each of Edwards and Nunamaker, and any further amounts allowed by the Court upon application for reasonable living and/or legal expenses, shall not be subject to the asset freeze in this paragraph.

XII.

IT IS FURTHER ORDERED that Derek Pierce, until further order of this Court, be and hereby is appointed to act as Receiver for the Receivership Entities subject to all of the terms and conditions set forth in the Order Appointing Receiver.

XIII.

IT IS FURTHER ORDERED that no person or entity, including any creditor or claimant against any of the Receivership Entities, or any person acting on behalf of such creditor or claimant, shall take any action to interfere with the taking control, possession, or management of the assets, including, but not limited to the filing of any lawsuits, liens or encumbrances or bankruptcy cases to impact the property and assets subject to this Order and the Order Appointing Receiver.

XIV.

IT IS FURTHER ORDERED that, pending a hearing and determination of Plaintiff's Application for a Preliminary Injunction, Edwards and the Borrower Defendants shall file with

this Court and serve upon Plaintiff, within ten (10) business days, or within such extension of time as the Plaintiff agrees to, a verified written accounting signed by Edwards, under penalty of perjury, for the period January 1, 2014 through the present, of:

- (1) All assets, liabilities and property currently held, directly or indirectly, by or for the benefit of Edwards, Susan Edwards, and the Receivership Entities, including, without limitation, bank accounts, brokerage accounts, investments, business interests, loans, lines of credit, credit cards, debit cards, and real and personal property wherever situated, over which Edwards or Susan Edwards exercises control, describing each asset and liability, its current location and amount; and
- (2) All funds received by Edwards and the Receivership Entities, and each of them, in any way related, directly or indirectly, to the conduct alleged in the Complaint in connection with the Offerings, including, among other things, the uses of all such funds and current location of such funds.

Edwards shall serve such sworn statements of asset identifying information by either hand delivery or email (sent to GreenwoodL@sec.gov) on Plaintiff's counsel, Lee A. Greenwood, Esq., Securities and Exchange Commission, New York Regional Office, 200 Vesey Street, Suite 400, New York, New York 10281.

XV.

IT IS FURTHER ORDERED that discovery, to follow the Court's hearing on this Order to Show Cause, but in advance of a hearing on Plaintiff's Application for a Preliminary Injunction, is expedited as follows: pursuant to Rules 26, 30, 31, 33, 34, 36 and 45 of the Federal Rules of Civil Procedure, and without the requirement of a meeting pursuant to Fed. R. Civ. P. 26(f), the parties and the Receiver may:

- (1) Take depositions, subject to three (3) calendar days' notice by facsimile, email, or otherwise;
- (2) Obtain the production of documents, within four (4) calendar days from service by facsimile, email, or otherwise of a request or subpoena from any persons or entities, including non-party witnesses;
- (3) Service of any discovery requests, notices, or subpoenas may be made by email, personal service, facsimile, overnight courier, or first-class mail on an individual, entity or the individual's or entity's attorney; and
- (4) The Receiver may take discovery in this action without further order of the Court.

XVI.

IT IS FURTHER ORDERED that, pending a hearing and determination of Plaintiff's Application for a Preliminary Injunction, Edwards, Barker, the Borrower Defendants, and the Relief Defendants, any person or entity acting at their direction or on their behalf, and any other third party, be and hereby are (1) enjoined and restrained from destroying, altering, concealing or otherwise interfering with the access of Plaintiff and the Receiver to any and all documents, books, and records that are in the possession, custody or control of Edwards, Barker, the Borrower Defendants, the Relief Defendants, the Receivership Entities, and each of their respective officers, agents, employees, servants, accountants, financial or brokerage institutions, or attorneys-in-fact, subsidiaries, affiliates, predecessors, successors and related entities, that refer, reflect or relate to the allegations in the Complaint, including, without limitation, documents, books and records referring, reflecting or relating to Edwards', the Borrower Defendants', and the Receivership Entities' finances or business operations, or the offer, purchase or sale of securities and the use of proceeds therefrom; and (2) ordered to provide all

reasonable cooperation to the Receiver in carrying out his duties set forth herein.

XVII.

IT IS FURTHER ORDERED that a copy of this Order and the papers supporting the Plaintiff's Application for a Preliminary Injunction be served upon Edwards, Barker, the Borrower Defendants, and the Relief Defendants on or before Saturday, January 21, 2017, by personal delivery, facsimile, email, overnight courier, or first-class mail.

XVIII.

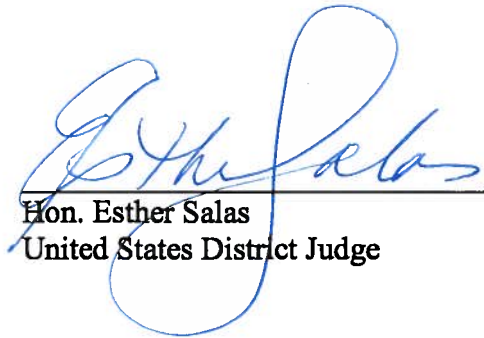
IT IS FURTHER ORDERED that Edwards, Barker, the Borrower Defendants, and the Relief Defendants shall deliver any opposing papers in response to this Order to Show Cause above no later than Tuesday, January 24, 2017, at 5:00 p.m. Service shall be made by delivering the papers, by hand delivery, email (to GreenwoodL@sec.gov), or overnight courier service on Plaintiff's counsel, Lee A. Greenwood, Esq. Securities and Exchange Commission, New York Regional Office, 200 Vesey Street, Suite 400, New York, New York 10281, or such other place as Plaintiff's counsel may direct in writing. Plaintiff shall have until Wednesday, January 25, 2017, at 5:00 p.m., to serve, by the most expeditious means available, any reply papers upon Edwards, Barker, the Borrower Defendants, and the Relief Defendants, or upon their counsel, if counsel shall have made an appearance in this action.

XIX.

IT IS FURTHER ORDERED that this Order shall be, and is, binding upon Edwards, Barker, the Borrower Defendants, and the Relief Defendants, and each of their respective officers, agents, servants, employees, attorneys-in-fact, subsidiaries, affiliates and those persons in active concert or participation with them who receive actual notice of this Order by personal service, facsimile service, or otherwise.

SO ORDERED.

Dated: Newark, New Jersey
January 20, 2017



Hon. Esther Salas
United States District Judge

Exhibit A

Account Name	Financial Institution	Account Type	Account Number
SDH Design, LLC	First Citizens Bank	Checking	Account ending in 3901
SDH Design, LLC	First Citizens Bank	Checking	Account ending in 2701
Sharon Nunamaker	First Citizens Bank	Checking	Account ending in 1609
Sharon Nunamaker	Wells Fargo Bank, N.A.	Checking	Account ending in 8756

Exhibit B

Group	Facility	Borrower Defendant	Management Companies	Pending Litigation
1	Oxton Village of Social Circle d/b/a Manor House of Social Circle 621 N. Cherokee Street Social Circle, Georgia	Senior Solutions of Social Circle, LLC	Oxton Senior Living, LLC Oxton Village of Social Circle, LLC Oxton Village Villas, LLC Manor House Senior Living, LLC Manor House of Social Circle LLC	None
1	Oxton Place of Montgomery d/b/a Manor House of Montgomery 3300 Lynchburg Drive, Montgomery, Alabama	Montgomery ALF, LLC	Oxton Place of Montgomery, LLC Manor House of Montgomery, LLC	None
2	Oxton Place of Rome d/b/a Manor House of Rome 1168 Chulio Road SE, Rome, Georgia	Rome ALF, LLC	Oxton Place of Rome, LLC Manor House of Rome, LLC	<i>BOKF, N.A., as Indenture Trustee v. Rome ALF, LLC et al.</i> , Civ. Action. No. 16CV01749JFL002 (Ga. Sup. Ct., Floyd Cnty.) (filed Sept. 28, 2016)
2	Oxton Court of Savannah d/b/a Manor House of Savannah 249 Holland Drive, Savannah, Georgia	Savannah ALF, LLC	Oxton Court of Savannah, LLC Manor House of Savannah, LLC	<i>BOKF, N.A., as Indenture Trustee v. Savannah ALF, LLC et al.</i> , Civ. Action. No. CV16-0862-KA (Ga. Sup. Ct., Chatham Cnty.) (filed Sept. 28, 2016)
2	Oxton Court at Waterford Place d/b/a Manor House of Waterford Place 3920 Antoinette Drive, Montgomery, Alabama	Waterford Place ALF, LLC	Oxton Court at Waterford Place, LLC Manor House at Waterford Place, LLC	<i>BOKF, N.A., as Indenture Trustee v. Waterford Place ALF, LLC et al.</i> , Civ. Action. No. 03-CV-2016-901323 (Ala Cir. Ct., Montgomery Cnty.) (filed Sept. 30, 2016)

Group	Facility	Borrower Defendant	Management Companies	Pending Litigation
2	Oxton Place of Columbus d/b/a Manor House of Columbus 6830 River Road, Columbus, Georgia	Columbus ALF, LLC	Oxton Place of Green Island, LLC Manor House of Columbus, LLC	<i>BOKF, N.A., as Indenture Trustee v. Columbus ALF, LLC et al.</i> , Civ. Action No. SU16CV279208 (Ga. Supt. Ct., Muscogee Cnty.) (filed Sept. 28, 2016)
2	Oxton Court of Opelika/d/b/a Manor House of Opelika 1001 Fox Run Parkway, Opelika, Alabama	Opelika ALF, LLC	Oxton Court of Opelika, LLC Manor House of Opelika, LLC	<i>U.S. Bank N.A., as Trustee v. Opelika ALF, LLC et al.</i> , Civ. Action No. 3:16-cv- 00650-WKW (M.D. Ala.) (filed Aug. 9, 2016)
3	Oxton Place of Douglas d/b/a Manor House of Douglas 1360 West Gordon Street, Douglas, Georgia	Oxton Place of Douglas, LLC, d/b/a Oxton Real Estate of Douglas, LLC	Oxton Place of Douglas Operations, LLC Manor House of Douglas, LLC	<i>In re Oxton Place of Douglas, LLC</i> , Case No. 16- 67316-jrs (Bankr. N.D. Ga.) (filed Sept. 30, 2016)
3	Oxton Place of Gainesville d/b/a Manor House of Gainesville 2030 Windward Lane, Gainesville, Georgia	Gainesville ALF, LLC	Oxton Place of Gainesville, LLC Manor House of Gainesville, LLC	<i>In re Gainesville ALF, LLC</i> , Case No. 16-21959-jrs (Bankr. N.D. Ga.) (filed Sept. 30, 2016)