

FILED IN OFFICE

IN THE SUPERIOR COURT OF FLOYD COUNTY
STATE OF GEORGIA

MAR 20 2017

BOKF, N.A., as Indenture Trustee,

Plaintiff,

v.

ROME ALF, LLC; OXTON PLACE OF
ROME, LLC; MANOR HOUSE OF
ROME, LLC; AFFINITY LIVING
GROUP, LLC; DWAYNE EDWARDS;
and TODD BARKER,

Defendants.

CLERK

Case No. SU16CV01749JFL002

MONTHLY OPERATING REPORT DATED MARCH 17, 2017

Healthcare Management Partners, LLC ("**HMP**") and Derek Pierce ("**Pierce**" and together with HMP, the "**Receiver**"), as receiver, by and through its undersigned counsel, submits this Monthly Operating Report for the period from February 12, 2017 through March 11, 2017 (the "**Reporting Period**").

ADMINISTRATION OF THE RECEIVERSHIP ESTATE AND FACILITY OPERATIONS

As previously reported, since the Receiver's appointment on October 11, 2016 pursuant to the *Order Granting Consent Motion for the Entry of an Order: (I) Appointing an Interim Receiver; (II) Granting Injunctive Relief; and (III) Approving Receiver Financing* (the "**Receivership Order**"),¹ the Receiver has gained access to and control over the Receivership Estate. Having control of the Receivership Estate, the Receiver has continued preparation of marketing materials for the eventual sale of the assets comprising the Receivership Estate, continues to provide oversight and direction to the current manager of the assets comprising the

¹ Capitalized terms used in this report and not otherwise defined shall have the meanings ascribed to them in the Receivership Order.

Receivership Estate, and prepared and continually updated forward-looking cash flow analyses and projections. On March 10, 2017, the Receiver filed applications in the Federal Action (as defined below) to employ (a) Mike Pardoll with Marcus and Millichap Real Estate Investment Brokerage Company as the Receiver's real estate broker and exclusive listing agent for the sale of the real and personal property making up the Receivership Estate and (b) Elliott Davis Decosimo as an accountant. The Receiver will continue to take all actions the Receiver deems necessary and advisable to fulfill the Receiver's obligations under the Receivership Order.

TURNOVER OF ASSETS AND RECORDS

The Receivership Order appointed the Receiver to control, manage, administer, operate, and protect the Receivership Estate. In addition, the Receiver was appointed to, among other things, operate and administer the Receivership Estate in an economical and efficient manner. To that end, as previously reported, the Receiver immediately demanded that the above-captioned defendants (the "*Defendants*") deliver to the Receiver: (i) full access to all Books and Records; (ii) full and exclusive control over any and all Cash Equivalent Assets, Contract and Licenses, and Contact Information Assets; and (iii) full access to and exclusive control over any and all Physical Assets. Further, the Receiver: (a) has taken control of (i) the administration and operation of the Facility and Physical Assets and (ii) the bank accounts and accounts receivable; (b) is establishing protocols to ensure unhindered control of the identified Cash Equivalent Assets; and (c) has requested full access to the Books and Records.² To date, the Defendants have cooperated with the Receiver. The Receiver continues to investigate whether requests for additional information are necessary and to assess whether he has obtained access to all necessary Books and Records.

² Many records have been received; however, the Receiver still has certain requests outstanding.
4832-6228-5893.1

PROFESSIONAL FEES AND EXPENSES

As previously reported, Affinity Living Group, LLC (“*Affinity*”) continues to manage the Facility under the Receiver’s direction and control.

Waller Lansden Dortch & Davis, LLP (“*Waller*”) continues to act as general counsel to the Receiver and to assist with the substantial legal work required to advise and represent the Receiver with respect to his general duties under the Receivership Order. The reasonable fees and expenses of the Receiver and Receiver Affiliates are payable on a current basis as priority administrative claims against the Receivership Estate, without the need for any fee application or other filing with or order of this court. The fees and expenses of the Receiver for the period from February 1, 2017 through February 28, 2017 are \$1,384.90. The fees and expenses of the Waller for the period from February 1, 2017 through February 28, 2017 are \$885.05. As of the date of this report, the foregoing fees and expenses of the Receiver and Waller have not been paid.

FINANCIAL PERFORMANCE

Attached as Exhibit A to this monthly operating report is a cash flow analysis for the Reporting Period. As set forth in the attached cash flow analysis, during the Reporting Period, the Receivership Estate collected \$11,612 in cash receipts and expended \$66,207 in necessary operating expenses, resulting in a negative cash flow in the amount of \$54,595. As of March 17, 2017, the census at the Facility was twenty-nine (29), with thirty-one (31) vacant units available for occupancy. The Receiver anticipates being able to continue implementing measures to enhance revenue generation and decrease expenses incurred in connection with the operation of the Receivership Estate.

SEC RECEIVERSHIP COMMENCED

As previously reported, on January 20, 2017, the Securities and Exchange Commission (the “*SEC*”) commenced an action in the United States District Court for the District of New

Jersey (the “*Federal Court*”) docketed in the Federal Court as case number 2:17-cv-00393-ES-SCM and styled as *Securities and Exchange Commission v. Edwards et al.* (the “*Federal Action*”). As also previously reported, the Receiver in this action has been appointed as receiver over several related entities in the Federal Action; and, it is contemplated that the receivership currently pending in this court will be terminated, with the Federal Receiver Order immediately and simultaneously establishing a receivership over of the Receivership Estate in the Federal Court. A final hearing regarding the injunctive relief requested by the SEC is currently scheduled on May 17, 2017. At this time, however, the Receiver is unable to anticipate at what time this receivership may become a receivership administered in the Federal Court. Copies of pertinent pleadings filed in the Federal Action may be obtained from the Receiver’s counsel upon request. The Receiver has also established a website where additional information regarding the Federal Action can be found. The website is oxtonseniorlivingreceivership.com.

Dated: March 17, 2017

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Brian Malcom", written over a horizontal line.

Brian J. Malcom

Georgia Bar No. 512076

WALLER LANSDEN DORTCH & DAVIS, LLP

1901 6th Avenue North, Suite 1400

Birmingham, Alabama 35203

T: (205) 226-5706

F: (205) 214-7342

E: brian.malcom@wallerlaw.com

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been served on all counsel of record via United States First Class Mail, proper postage prepaid, addressed as follows:

T. Joshua Archer
Walter E. Jones
Matthew B. Ames
Balch & Bingham, LLP
30 Ivan Allen, Jr. Blvd., NW
Suite 700
Atlanta, GA 30309
jarcher@balch.com
wjones@balch.com
mames@balch.com

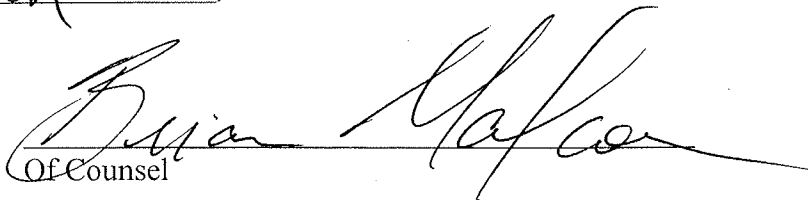
Theodore N. Stapleton
Suite 100-B
2802 Paces Ferry Road
Atlanta, GA 30339
tstaple@tstaple.com

Frederic Dorwart
James A. Higgins
Nora R. O'Neill
Sarah W. Poston
Frederick Dorwart Lawyers
124 East Fourth Street
Tulsa, OK 74103
fdorwart@fdlaw.com
jhiggins@fdlaw.com
noneill@fdlaw.com
sposton@fdlaw.com

Thomas W. Waldrep, Jr.
Francisco T. Morales
Waldrep Law
101 S. Stratford Road, Ste 210
Winston-Salem, NC 27104
twaldrep@waldrepllp.com
fmorales@waldrepllp.com

R. Bates Lovett
FisherBroyles, LLP
35 Barnard Street, Ste. 300
Savannah, GA 31401
bates.lovett@fisherbroyles.com

This the 17th day of March, 2017.



Of Counsel

EXHIBIT A
CASH FLOW REPORT

Manor House Cash flow- Rome

From 12th February to 11th March 2017

Category	Week beginning:	2/12/2017	2/19/2017	2/26/2017	3/5/2017
	Week ending:	2/18/2017	2/25/2017	3/4/2017	3/11/2017
	Week number:	-4	-3	-2	-1
	Actual/Projected:	Act	Act	Act	Act
Bal b/f		82,937	94,549	61,582	49,216
Deposits					
Resident deposits		11,612	-	-	-
Intragroup inflows		-	-	-	-
Advances from Indenture Trustee		-	-	-	-
Total inflows		11,612	-	-	-
Payments					
Administrative costs		-	(29)	-	-
Bank charges		-	(90)	-	-
BOKF protection payment		-	-	-	-
Case cost		-	-	-	-
Refund		-	(327)	(2,063)	-
Intragroup outflows		-	-	-	-
Equipment		-	-	-	-
Food		-	(5,440)	(1,608)	-
Housekeeping and Laundry		-	(54)	-	-
Insurance		-	-	-	(2,888)
Maintenance		-	(154)	(58)	-
Marketing		-	-	-	-
Mgmt Fee		-	-	(8,000)	-
Other		-	(455)	(45)	-
Other employee costs		-	-	-	-
Other expense		-	(57)	(57)	-
Payroll		-	(20,948)	-	(17,985)
Permits & License Fee		-	-	-	-
Petty Cash		-	-	-	-
Rent-Wire Bank of Oklahoma		-	-	-	-
Repairs and Maintenance		-	(3,850)	-	-
Telephone & internet		-	(446)	(535)	-
Utilities		-	(1,117)	-	-
Wire-Mortgage Payment Shortage		-	-	-	-
Total payments		-	(32,967)	(12,366)	(20,873)
Balance c/f		94,549	61,582	49,216	28,342