

EXHIBIT 7

**RECEIVER'S, CRO'S AND DEBTOR'S SECOND AMENDED
DISCLOSURE STATEMENT (MAY 27, 2010)**

LIQUIDATION ANALYSIS

**Sunwest
Liquidation Analysis
Assumptions**

Assumptions / Footnotes

- G-1 Although all properties would be sold under a liquidation scenario, for presentation purposes, the properties were bifurcated within their respective lists per the Plan of Distribution.
- G-2 Acquirer has the legal right to reject up to 15 senior housing facility Holdco Properties, which would turn these Holdco Properties into Divestco Properties. As of the time of this report, Acquirer indicated its intention to reject a few properties, but because there has not yet been any formal rejection, all have been left in Holdco for presentation purposes.
- 1 Liquidation process will take a total of six to eight months to sell or allow foreclosure of all of the properties, and an additional two months to finalize the liquidation process.
 - 2 All assets sold will be through Section 363 or Section 363(h) of the U.S. Bankruptcy code.
 - 3 Liquidation costs equal 4% of total equity value, which includes closing costs, broker fees, and title expenses.
 - 4 Delinquent real estate taxes are assumed to be between \$75,000 - \$125,000 per senior housing facility and \$20,000 - \$40,000 per non-senior housing facility.
 - 5 Net Operating Income ("NOI") was calculated by annualizing financials through YTD March 2010. If a facility has a receiver and the receiver provided Sunwest with financials, these financials were annualized. If the receiver did not provide financials, Sunwest management estimates were utilized based on past performance (before receivers were appointed).
 - 6a Senior housing facility Liquidation Values were based on the highest recent offer or a Cap Rate range of 9.5% and 11% (depending on the scenario) on Annualized NOI.
 - 6b Non-senior housing facility Liquidation Values were based on a range of highest offer received (80%-90% depending on the scenario). If the facility did not receive any offers, then the value was determined by taking 65%-75% of the broker's listing price.
 - 7a Senior housing facility Adjusted Mortgage Debt estimates were calculated by taking the outstanding principal first lien mortgage balance (adding nine months of interest at an average of 6.5% for the Divestco properties only) and adding \$100,000 - \$200,000 for accrued (unpaid) attorney fees.
 - 7b Non-senior housing Adjusted Mortgage Debt estimates were calculated by taking the outstanding principal first lien mortgage balance, adding nine months of interest at an average of 6.5% and adding \$75,000 for accrued (unpaid) attorney fees.
 - 8 Deficiencies were calculated by taking the difference between the Liquidation Values and the Adjusted Mortgage Debt estimates (only taking the negative values).
 - 9 Equity Values were calculated by taking the difference between the Adjusted Mortgage Debt estimates and the Liquidation Values (only taking positive value).
 - 10 Facilities with a receiver, where the receiver provided Sunwest with recent financials (Annualized May 2009 or Annualized YTD August 2009).
 - 11 Facilities with a receiver, where the receiver has not provided Sunwest with recent financials; Sunwest management estimates were utilized based on past performance (before receivers were appointed).
 - 12 Facilities within the obligated group commonly known as Merrill Lynch – 2: 1 facility is listed in Holdco and 1 facility in Divestco, and are left on their respective lists for presentation purposes.
 - 13 Facilities within the obligated group commonly known as GE Capital – 4: 3 facilities are listed in Holdco and 1 facility in Divestco, and are left on their respective lists for presentation purposes.
 - 14 Facilities within the obligated group commonly known as GE Capital – 6: 5 facilities are listed in Holdco and 1 facility in Divestco, and are left on their respective lists for presentation purposes.
 - 15 Facilities within the obligated group commonly known as Column Financial, LLC – 20: 19 facilities are listed in Holdco and 2 facilities in Divestco, and are left on their respective lists for presentation purposes.
 - 16 Facilities within the obligated group commonly known as Column Financial, LLC – 27: 25 facilities are listed in Holdco and 2 facilities are in Divestco, and are left on their respective lists for presentation purposes.
 - 17 Facilities within the obligated group commonly known as Merrill Lynch – 7: 5 facilities are listed in Holdco and 2 facilities are in Divestco, and are left on their respective lists for presentation purposes.
 - 18 Projects with Liquidation Values calculated at 25%-50% of current Mortgage Value.

**Sunwest
Liquidation Analysis(1)(2)
Sources & Uses**

TOTAL SOURCES:

Equity Value:

Senior Housing:

HoldCo	\$ 88,827,648
DivestCo	3,776,843
Sub-Total	<u>92,604,492</u>

Low Scenario

	\$ 53,507,790
	<u>3,476,843</u>
	56,984,633

Non-Senior Housing:

TrustCo	15,306,104
DivestCo	3,495,461
Sub-Total	<u>18,801,564</u>

	13,151,925
	<u>2,867,094</u>
	16,019,019

Liquidation Costs⁽³⁾

(4,456,242)

(2,920,146)

Total

106,949,814

70,083,506

Third Party Claims

30,000,000

15,000,000

Total Funds Available for Distribution

\$ 136,949,814

\$ 85,083,506

TOTAL USES:

	<u>Potential</u>		<u>\$ Rec</u>	<u>Potential</u>		<u>\$ Rec</u>
	<u>Claim Amount</u>	<u>% Rec</u>	<u>\$ Rec</u>	<u>Claim Amount</u>	<u>% Rec</u>	<u>\$ Rec</u>
Case Administration	\$ 20,000,000	100%	\$ 20,000,000	\$ 40,000,000	100%	\$ 40,000,000
Tax and Other Priority ⁽⁴⁾ :						
Senior Housing	12,900,000	100%	12,900,000	21,500,000	100%	21,500,000
Non-Senior Housing	<u>1,060,000</u>	100%	<u>1,060,000</u>	<u>2,120,000</u>	100%	<u>2,120,000</u>
	\$ 33,960,000	100%	\$ 33,960,000	\$ 63,620,000	100%	\$ 63,620,000
Funds available for claimants			<u>\$ 102,989,814</u>			<u>\$ 21,463,506</u>
TICs	\$ 350,000,000	14%	\$ 49,794,897	\$ 425,000,000	2%	\$ 9,275,761
Preferred Members	50,000,000	14%	7,113,557	80,000,000	2%	1,746,026
LLC Members	5,000,000	14%	711,356	15,000,000	2%	327,380
Unsecured Note holders	60,000,000	14%	8,536,268	80,000,000	2%	1,746,026
Trade	15,000,000	14%	2,134,067	30,000,000	2%	654,760
HFG non Sunwest creditors	5,000,000	14%	711,356	10,000,000	2%	218,253
Lender Deficiency	<u>238,898,166</u>	14%	<u>33,988,313</u>	<u>343,422,306</u>	2%	<u>7,495,302</u>
Total	\$ 723,898,166	14%	\$ 102,989,814	\$ 983,422,306	2%	\$ 21,463,506

**Sunwest
Liquidation Analysis
HoldCo-High Scenario**

Community Name	Mortgage Debt	Annualized NOI⁽⁵⁾	Liquidation Value^(6a)	Adjusted Mortgage Debt^(7a)	Deficiency⁽⁸⁾	Equity Value⁽⁹⁾
Absaroka	\$ 4,671,923	\$ 542,895	\$ 5,714,680	\$ 4,771,923	\$ -	\$ 942,756
Alpine Springs	4,698,427	824,455	7,700,000	4,798,427	-	2,901,573
Apple Ridge	4,756,248	371,034	3,750,000	4,856,248	1,106,248	-
Autumn Glen	1,784,101	423,352	3,500,000	1,884,101	-	1,615,899
Autumn Park	2,136,103	191,850	1,000,000	2,236,103	1,236,103	-
Big Sky	17,454,332	1,162,790	12,239,898	17,554,332	5,314,434	-
Briarwood	13,180,958	1,884,461	15,000,000	13,280,958	-	1,719,042
Brookside	6,639,783	551,258	5,802,712	6,739,783	937,072	-
Cambridge Place	4,361,929	508,677	5,354,497	4,461,929	-	892,568
Canterbury Gardens	3,127,741	171,319	1,803,358	3,227,741	1,424,382	-
Carriage Inn	3,227,917	910,328	9,582,396	3,327,917	-	6,254,479
Cedar Ridge	4,805,824	754,370	7,940,737	4,905,824	-	3,034,913
Century Fields	10,689,431	499,783	5,260,873	10,789,431	5,528,558	-
Chandler Place	8,650,122	754,098	7,937,875	8,750,122	812,248	-
Chehalem Springs	10,411,097	589,107	6,201,121	10,511,097	4,309,976	-
Chestnut Lane	5,090,705	600,221	6,318,115	5,190,705	-	1,127,410
Chris Ridge	19,075,776	1,042,839	10,977,251	19,175,776	8,198,525	-
Churchill	18,934,704	1,876,049	19,747,885	19,034,704	-	713,181
Cottage Village	2,352,344	277,617	2,922,289	2,452,344	-	469,944
Cottages, The	3,916,218	402,943	4,241,507	4,016,218	-	225,289
Cougar Springs	6,322,268	1,369,300	9,680,000	6,422,268	-	3,257,732
Crown Point	17,393,685	915,817	18,000,000	17,493,685	-	506,315
Culpepper Place	6,140,709	651,274	6,855,517	6,240,709	-	614,808
Dry Creek	5,969,295	661,029	6,958,202	6,069,295	-	888,907
Eldorado Heights	3,028,371	785,882	6,600,000	3,128,371	-	3,471,629
Emerald Estates	5,170,146	210,453	5,600,000	5,270,146	-	329,854
Emerald Pointe	3,512,746	495,799	5,218,939	3,612,746	-	1,606,193
Englewood Heights (11)	9,593,447	565,007	5,947,444	9,693,447	3,746,003	-
Georgian Place	5,011,968	648,486	6,826,169	5,111,968	-	1,714,202
Golden Eagle Plaza	3,161,117	565,003	4,000,000	3,261,117	-	738,883
Grayson View-Selinsgrove	5,142,990	650,767	6,850,176	5,242,990	-	1,607,187
Heritage Place (11)	1,885,416	237,026	2,495,014	1,985,416	-	509,598
Heritage, The	1,252,539	233,699	2,459,990	1,352,539	-	1,107,451
Hermiston Terrace	2,608,927	718,749	6,270,000	2,708,927	-	3,561,073
Heron Pointe	4,373,662	589,993	6,210,457	4,473,662	-	1,736,795
Heron Pointe Cottages	1,365,841	132,303	1,392,661	1,465,841	73,180	-
Hillside	20,152,077	3,275,143	22,610,000	20,252,077	-	2,357,923
Lassen House	-	770,586	500,000	100,000	-	400,000
Laurel Gardens	3,599,685	316,544	3,332,040	3,699,685	367,645	-
Legacy Crossing	12,438,948	1,318,810	13,882,207	12,538,948	-	1,343,259
Lexington Gardens	3,589,016	148,339	1,561,464	3,689,016	2,127,552	-
Magnolia Gardens	2,753,092	329,118	3,464,397	2,853,092	-	611,305
Maplewood	11,945,462	1,141,952	12,020,549	12,045,462	24,913	-
Meadowlark	7,681,184	724,610	7,627,472	7,781,184	153,712	-
Minnetonka	5,451,152	561,598	5,911,557	5,551,152	-	360,405
Moses Lake	5,120,533	453,540	4,774,110	5,220,533	446,422	-
Mountain Laurel	11,942,358	884,711	9,312,745	12,042,358	2,729,614	-
Mountain View-Ashland	10,783,402	1,067,272	11,234,443	10,883,402	-	351,040
Necanicum Village	6,614,025	111,241	1,170,961	6,714,025	5,543,063	-
Northpark Place (11)	6,815,838	620,021	6,526,542	6,915,838	389,296	-
Oak Tree Village (12)	26,623,481	1,832,158	19,285,877	26,723,481	7,437,604	-
Oakridge	-	1,294,936	500,000	100,000	-	400,000
Orchard Park	4,249,627	405,535	4,268,786	4,349,627	80,841	-
Oswego Springs	8,818,047	656,959	6,915,362	8,918,047	2,002,685	-
Palm Meadows Village	2,910,673	217,669	2,291,257	3,010,673	719,416	-
Parkway Village	5,741,253	(107,047)	-	5,841,253	5,841,253	-
Peachtree Village-GA	4,140,247	368,820	2,710,000	4,240,247	1,530,247	-
Remington House	3,938,956	169,626	1,785,536	4,038,956	2,253,420	-
River Road	-	563,411	500,000	100,000	-	400,000
Rose Valley	4,115,466	588,056	6,190,058	4,215,466	-	1,974,592
Rose Valley Cottages	1,796,749	103,722	1,091,813	1,896,749	804,935	-

**Sunwest
Liquidation Analysis
HoldCo-High Scenario**

Community Name	Mortgage Debt	Annualized NOI⁽⁵⁾	Liquidation Value^(6a)	Adjusted Mortgage Debt^(7a)	Deficiency⁽⁸⁾	Equity Value⁽⁹⁾
Sellwood Landing	9,728,319	983,724	10,354,993	9,828,319	-	526,674
Sequoia Springs Cottages (11)	4,477,900	273,765	2,881,737	4,577,900	1,696,163	-
Spring Arbor	2,857,435	(34,234)	-	2,957,435	2,957,435	-
Spring Creek Gardens	2,056,143	453,071	4,769,172	2,156,143	-	2,613,029
Spring Meadows Cottages	2,855,025	83,170	1,060,000	2,955,025	1,895,025	-
Spring Meadows Retirement	8,009,730	(224,021)	6,100,000	8,109,730	2,009,730	-
Spring Village	5,150,859	1,193,653	9,020,000	5,250,859	-	3,769,141
Sugarland Ridge	6,391,909	727,786	7,660,906	6,491,909	-	1,168,997
Sunrise Creek	12,143,351	1,185,939	12,483,573	12,243,351	-	240,222
Terrace at Riverstone	8,387,872	1,296,143	13,643,615	8,487,872	-	5,155,743
Terrace at Woodstock	6,840,989	578,742	6,092,021	6,940,989	848,967	-
Waterford in Bellevue	6,383,970	587,690	6,186,215	6,483,970	297,755	-
Westbrook Gardens	4,379,631	140,848	1,482,614	4,479,631	2,997,017	-
Windfield Village	3,400,815	444,689	4,680,941	3,500,815	-	1,180,126
Woodside Village	3,635,158	509,542	5,363,603	3,735,158	-	1,628,444
Wyndmoor (11)	6,500,000	546,909	5,756,932	6,600,000	843,068	-
Sub-Total			491,363,263	504,019,186	78,684,506	66,028,583
GE Capital - 4 (13)	36,845,109	2,972,727	31,291,867	37,145,109	5,853,242	-
GE Capital - 5	48,823,439	4,360,560	38,963,808	49,423,439	10,459,631	-
GE Capital - 6 (14)	44,246,727	5,164,088	51,830,971	44,746,727	-	7,084,243
Column Financial, LLC - 20 (15)	159,009,000	14,143,464	150,397,717	160,909,000	10,511,283	-
Column Financial, LLC - 27 (16)	123,398,676	11,539,456	121,011,107	125,898,676	4,887,569	-
Merrill Lynch - 5	26,114,466	3,387,177	35,130,709	26,614,466	-	8,516,242
Merrill Lynch - 7 (17)	34,668,808	2,153,057	22,663,761	35,168,808	12,505,047	-
RBS Greenwich	26,360,822	2,536,103	33,959,402	26,760,822	-	7,198,580
Total			\$ 976,612,604	\$ 1,010,686,233	\$ 122,901,278	\$ 88,827,648

**Sunwest
Liquidation Analysis
HoldCo-Low Scenario**

Community Name	Mortgage Debt	Annualized NOI⁽⁵⁾	Liquidation Value^(6a)	Adjusted Mortgage Debt^(7a)	Deficiency⁽⁸⁾	Equity Value⁽⁹⁾
Absaroka	\$ 4,671,923	\$ 542,895	\$ 4,935,405	\$ 4,871,923	\$ -	\$ 63,482
Alpine Springs	4,698,427	824,455	7,700,000	4,898,427	-	2,801,573
Apple Ridge	4,756,248	371,034	3,750,000	4,956,248	1,206,248	-
Autumn Glen	1,784,101	423,352	3,000,000	1,984,101	-	1,015,899
Autumn Park	2,136,103	191,850	1,000,000	2,336,103	1,336,103	-
Big Sky	17,454,332	1,162,790	10,570,821	17,654,332	7,083,511	-
Brianwood	13,180,958	1,884,461	15,000,000	13,380,958	-	1,619,042
Brookside	6,639,783	551,258	5,011,433	6,839,783	1,828,351	-
Cambridge Place	4,361,929	508,677	4,624,338	4,561,929	-	62,410
Canterbury Gardens	3,127,741	171,319	1,557,446	3,327,741	1,770,295	-
Carriage Inn	3,227,917	910,328	8,275,706	3,427,917	-	4,847,789
Cedar Ridge	4,805,824	754,370	6,857,909	5,005,824	-	1,852,085
Century Fields	10,689,431	499,783	4,543,481	10,889,431	6,345,950	-
Chandler Place	8,650,122	754,098	6,855,437	8,850,122	1,994,685	-
Chehalem Springs	10,411,097	589,107	5,355,514	10,611,097	5,255,583	-
Chestnut Lane	5,090,705	600,221	5,456,554	5,290,705	-	165,849
Chris Ridge	19,075,776	1,042,839	9,480,353	19,275,776	9,795,423	-
Churchill	18,934,704	1,876,049	17,054,991	19,134,704	2,079,712	-
Cottage Village	2,352,344	277,617	2,523,795	2,552,344	28,549	-
Cottages, The	3,916,218	402,943	3,663,120	4,116,218	453,098	-
Cougar Springs	6,322,268	1,369,300	9,680,000	6,522,268	-	3,157,732
Crown Pointe	17,393,685	915,817	18,000,000	17,593,685	-	406,315
Culpepper Place	6,140,709	651,274	5,920,674	6,340,709	420,035	-
Dry Creek	5,969,295	661,029	6,009,356	6,169,295	159,939	-
Eldorado Heights	3,028,371	785,882	6,600,000	3,228,371	-	3,371,629
Emerald Estates	5,170,146	210,453	5,600,000	5,370,146	-	229,854
Emerald Pointe	3,512,746	495,799	4,507,266	3,712,746	-	794,519
Englewood Heights (11)	9,593,447	565,007	5,136,429	9,793,447	4,657,018	-
Georgian Place	5,011,968	648,486	5,895,328	5,211,968	-	683,360
Golden Eagle Plaza	3,161,117	565,003	4,000,000	3,361,117	-	638,883
Grayson View-Selinsgrove	5,142,990	650,767	5,916,061	5,342,990	-	573,072
Heritage Place (11)	1,885,416	237,026	2,154,784	2,085,416	-	69,369
Heritage, The	1,252,539	233,699	2,124,537	1,452,539	-	671,998
Hermiston Terrace	2,608,927	718,749	6,270,000	2,808,927	-	3,461,073
Heron Pointe	4,373,662	589,993	5,363,577	4,573,662	-	789,915
Heron Pointe Cottages	1,365,841	132,303	1,202,753	1,565,841	363,088	-
Hillside	20,152,077	3,275,143	22,610,000	20,352,077	-	2,257,923
Lassen House	-	770,586	500,000	200,000	-	300,000
Laurel Gardens	3,599,685	316,544	2,877,671	3,799,685	922,014	-
Legacy Crossing	12,438,948	1,318,810	11,989,179	12,638,948	649,769	-
Lexington Gardens	3,589,016	148,339	1,348,537	3,789,016	2,440,479	-
Magnolia Gardens	2,753,092	329,118	2,991,979	2,953,092	-	38,887
Maplewood	11,945,462	1,141,952	10,381,384	12,145,462	1,764,078	-
Meadowlark	7,681,184	724,610	6,587,363	7,881,184	1,293,822	-
Minnetonka	5,451,152	561,598	5,105,435	5,651,152	545,717	-
Moses Lake	5,120,533	453,540	4,123,095	5,320,533	1,197,437	-
Mountain Laurel	11,942,358	884,711	8,042,825	12,142,358	4,099,533	-
Mountain View-Ashland	10,783,402	1,067,272	9,702,473	10,983,402	1,280,929	-
Necanicum Village	6,614,025	111,241	1,011,285	6,814,025	5,802,740	-
Northpark Place (11)	6,815,838	620,021	5,636,559	7,015,838	1,379,279	-
Oak Tree Village (12)	26,623,481	1,832,158	16,655,985	26,823,481	10,167,496	-
Oakridge	-	1,294,936	500,000	200,000	-	300,000
Orchard Park	4,249,627	405,535	3,686,679	4,449,627	762,948	-
Oswego Springs	8,818,047	656,959	5,972,358	9,018,047	3,045,689	-
Palm Meadows Village	2,910,673	217,669	1,978,813	3,110,673	1,131,860	-
Parkway Village	5,741,253	(107,047)	-	5,941,253	5,941,253	-
Peachtree Village-GA	4,140,247	368,820	2,710,000	4,340,247	1,630,247	-
Remington House	3,938,956	169,626	1,542,054	4,138,956	2,596,902	-
River Road	-	563,411	500,000	200,000	-	300,000
Rose Valley	4,115,466	588,056	5,345,959	4,315,466	-	1,030,493
Rose Valley Cottages	1,796,749	103,722	942,930	1,996,749	1,053,819	-
Sellwood Landing	9,728,319	983,724	8,942,949	9,928,319	985,370	-
Sequoia Springs Cottages (11)	4,477,900	273,765	2,488,773	4,677,900	2,189,127	-
Spring Arbor	2,857,435	(34,234)	-	3,057,435	3,057,435	-

**Sunwest
Liquidation Analysis
HoldCo-Low Scenario**

Community Name	Mortgage Debt	Annualized NOI⁽⁵⁾	Liquidation Value^(6a)	Adjusted Mortgage Debt^(7a)	Deficiency⁽⁸⁾	Equity Value⁽⁹⁾
Spring Creek Gardens	2,056,143	453,071	4,118,830	2,256,143	-	1,862,687
Spring Meadows Cottages	2,855,025	83,170	1,060,000	3,055,025	1,995,025	-
Spring Meadows Retirement	8,009,730	(224,021)	6,100,000	8,209,730	2,109,730	-
Spring Village	5,150,859	1,193,653	9,020,000	5,350,859	-	3,669,141
Sugarland Ridge	6,391,909	727,786	6,616,237	6,591,909	-	24,328
Sunrise Creek	12,143,351	1,185,939	10,781,268	12,343,351	1,562,083	-
Terrace at Riverstone	8,387,872	1,296,143	11,783,122	8,587,872	-	3,195,250
Terrace at Woodstock	6,840,989	578,742	5,261,291	7,040,989	1,779,698	-
Waterford in Bellevue	6,383,970	587,690	5,342,640	6,583,970	1,241,330	-
Westbrook Gardens	4,379,631	140,848	1,280,440	4,579,631	3,299,192	-
Windfield Village	3,400,815	444,689	4,042,631	3,600,815	-	441,816
Woodside Village	3,635,158	509,542	4,632,202	3,835,158	-	797,044
Wyndmoor (11)	6,500,000	546,909	4,971,896	6,700,000	1,728,104	-
Sub-Total			440,781,909	511,719,186	112,430,694	41,493,418
GE Capital - 4 (13)	36,845,109	2,972,727	27,024,794	37,445,109	10,420,315	-
GE Capital - 5	48,823,439	4,360,560	35,331,925	50,023,439	14,691,514	-
GE Capital - 6 (14)	44,246,727	5,164,088	45,963,111	45,246,727	-	716,383
Column Financial, LLC - 20 (15)	159,009,000	14,143,464	132,927,120	162,809,000	29,881,880	-
Column Financial, LLC - 27 (16)	123,398,676	11,539,456	105,698,017	128,398,676	22,700,659	-
Merrill Lynch - 5	26,114,466	3,387,177	31,703,794	27,114,466	-	4,589,328
Merrill Lynch - 7 (17)	34,668,808	2,153,057	19,573,248	35,668,808	16,095,560	-
RBS Greenwich	26,360,822	2,536,103	33,869,484	27,160,822	-	6,708,661
Total			\$ 872,873,401	\$ 1,025,586,233	\$ 206,220,622	\$ 53,507,790

**Sunwest
Liquidation Analysis
DivestCo-High Scenario**

Community Name	Mortgage Debt	Annualized NOI⁽⁶⁾	Liquidation Value^(6a)	Adjusted Mortgage Debt^(7a)	Deficiency⁽⁸⁾	Equity Value⁽⁹⁾
Alpine Meadows Cottages	\$ 6,100,000	N/A	\$ 800,000	\$ 6,497,375	\$ 5,697,375	\$ -
Cambridge Court-MT	2,546,811	557,379	1,900,000	2,770,968	870,968	-
Canyon Crest (13)	11,068,583	108,890	9,800,000	11,708,176	1,908,176	-
Chancellor Place (14)	8,267,526	78,497	6,500,000	8,770,568	2,270,568	-
Colonial Gardens (15)	2,773,990	4,038	2,700,000	3,009,222	309,222	-
Cooper Villa (17)	5,810,621	174,702	4,700,000	6,193,888	1,493,888	-
Deer Meadows (16)	5,505,141	38,644	406,776	5,873,517	5,466,740	-
Desert Springs	5,835,000	(185,650)	3,000,000	6,219,456	3,219,456	-
Dorchester House	1,304,765	(120,137)	2,300,000	1,468,373	-	831,627
Eagles Manor	879,444	(12,169)	500,000	1,022,317	522,317	-
Emerald Square (10)	2,930,235	(102,950)	3,368,300	3,173,084	-	195,216
Forest Glen	1,646,521	(25,450)	-	1,826,788	1,826,788	-
Glenellen (10)	14,085,000	206,037	5,200,000	14,871,644	9,671,644	-
Grayson View-Harrisburg (17)	4,809,709	(467,252)	4,400,000	5,144,182	744,182	-
Parkview Estates Cottages (10)	4,549,985	(171,131)	1,750,000	4,871,797	3,121,797	-
Peachtree Village-NM (10)	4,406,018	303,121	3,190,752	4,720,811	1,530,059	-
Rainbow (10)	7,206,862	91,416	962,274	7,658,196	6,695,923	-
Riverchase Village (10)	6,225,498	(518,892)	4,800,000	6,628,991	1,828,991	-
Riverdale Estates (10)	4,137,451	(225,144)	750,000	4,439,152	3,689,152	-
River Rock Lodge	7,174,840	(7,619)	2,500,000	7,624,613	5,124,613	-
Summit House (10)	1,998,507	69,607	550,000	2,195,934	1,645,934	-
Valley View	2,900,772	151,883	1,900,000	3,142,185	1,242,185	-
Waterfield	-	(184,671)	2,850,000	100,000	-	2,750,000
Willow Creek	9,021,116	415,487	7,500,000	9,560,896	2,060,896	-
Total			\$ 72,328,102	\$ 129,492,134	\$ 60,940,875	\$ 3,776,843

**Sunwest
Liquidation Analysis
DivestCo-Low Scenario**

Community Name	Mortgage Debt	Annualized NOI⁽⁵⁾	Liquidation Value^(6a)	Adjusted Mortgage Debt^(7a)	Deficiency⁽⁸⁾	Equity Value⁽⁹⁾
Alpine Meadows Cottages	\$ 6,100,000	N/A	\$ 600,000	\$ 6,597,375	\$ 5,997,375	\$ -
Cambridge Court-MT	2,546,811	557,379	1,900,000	2,870,968	970,968	-
Canyon Crest (13)	11,068,583	108,890	9,800,000	11,808,176	2,008,176	-
Chancellor Place (14)	8,267,526	78,497	6,500,000	8,870,568	2,370,568	-
Colonial Gardens (15)	2,773,990	4,038	2,700,000	3,109,222	409,222	-
Cooper Villa (17)	5,810,621	174,702	4,700,000	6,293,888	1,593,888	-
Deer Meadows (16)	5,505,141	38,644	351,307	5,973,517	5,622,210	-
Desert Springs	5,835,000	(185,650)	2,000,000	6,319,456	4,319,456	-
Dorchester House	1,304,765	(120,137)	2,300,000	1,568,373	-	731,627
Eagles Manor	879,444	(12,169)	250,000	1,122,317	872,317	-
Emerald Square (10)	2,930,235	(102,950)	3,368,300	3,273,084	-	95,216
Forest Glen	1,646,521	(25,450)	-	1,926,788	1,926,788	-
Glenellen (10)	14,085,000	206,037	5,200,000	14,971,644	9,771,644	-
Grayson View-Harrisburg (17)	4,809,709	(467,252)	4,400,000	5,244,182	844,182	-
Parkview Estates Cottages (10)	4,549,985	(171,131)	1,750,000	4,971,797	3,221,797	-
Peachtree Village-NM (10)	4,406,018	303,121	2,755,649	4,820,811	2,065,162	-
Rainbow (10)	7,206,862	91,416	831,055	7,758,196	6,927,142	-
Riverchase Village (10)	6,225,498	(518,892)	4,800,000	6,728,991	1,928,991	-
Riverdale Estates (10)	4,137,451	(225,144)	500,000	4,539,152	4,039,152	-
River Rock Lodge	7,174,840	(7,619)	2,000,000	7,724,613	5,724,613	-
Summit House (10)	1,998,507	69,607	550,000	2,295,934	1,745,934	-
Valley View	2,900,772	151,883	1,900,000	3,242,185	1,342,185	-
Waterfield	-	(184,671)	2,850,000	200,000	-	2,650,000
Willow Creek	9,021,116	415,487	7,100,000	9,660,896	2,560,896	-
Total			\$ 69,106,311	\$ 131,892,134	\$ 66,262,666	\$ 3,476,843

Sunwest
Liquidation Analysis
NonSenior TrustCo-High Scenario

		Liquidation Value ^(6b)	Adjusted Mortgage Debt ^(7b)	Deficiency ⁽⁸⁾	Equity Value ⁽⁹⁾
Apartments	Bluffs at Northwood Apartments	\$ 5,000,000	\$ 5,831,188	\$ 831,188	\$ -
Apartments	French Quarter Apartments	5,653,564	11,387,146	5,733,582	-
Apartments	Willow Trace Apartments	5,200,000	6,146,100	946,100	-
Commercial	Cascadia Canyon II	3,700,000	7,044,375	3,344,375	-
Commercial	HR Industrial Properties (Fiber Fab)	2,025,000	2,185,600	160,600	-
Commercial	HR Salem Associates (Neilsen Building)	4,550,000	5,571,949	1,021,949	-
Commercial	Bechtel Warehouse	26,000,000	32,662,728	6,662,728	-
Land2 - Adjacent	Absaroka expansion land	750,000	75,000	-	675,000
Land2 - Adjacent	Cordova Estates Cottages	294,000	155,194	-	138,806
Land2 - Adjacent	Spring Lake Property, LLC	150,000	140,816	-	9,184
Land1 - Senior	Presidio Pointe	1,260,000	75,000	-	1,185,000
Land1 - Senior	Avondale Senior Living	112,500	75,000	-	37,500
Land1 - Senior	Mountain Terrace	855,000	75,000	-	780,000
Land1 - Senior	Prairie Ridge	571,500	75,000	-	496,500
Land1 - Senior	Drakes Landing	1,125,000	75,000	-	1,050,000
Land1 - Senior	Braxton Senior Living	1,890,000	75,000	-	1,815,000
Land1 - Senior	Chaparell Heights	1,260,000	75,000	-	1,185,000
Land1 - Senior	White Cliffs	656,250	75,000	-	581,250
Land1 - Senior	Lacey Care, LLC	135,000	75,000	-	60,000
Land1 - Senior	Poulsbo Senior Living	450,000	75,000	-	375,000
Land1 - Senior	Cottonwood Lodge	2,250,000	75,000	-	2,175,000
Land1 - Senior	Lavender Fields	1,170,000	75,000	-	1,095,000
Land1 - Senior	Oregon Gardens	252,000	75,000	-	177,000
Land2 - Adjacent	Autumn Park Cottages	75,000	75,000	-	-
Land2 - Adjacent	Blossom Valley Cottages	225,000	75,000	-	150,000
Land2 - Adjacent	Chesterley Meadows Cottages	360,000	75,000	-	285,000
Land2 - Adjacent	Garden Estates Cottages	845,336	75,000	-	770,336
Land2 - Adjacent	Hawthorne Inn Cottages	262,500	75,000	-	187,500
Land2 - Adjacent	Lone Oak Cottages	450,000	75,000	-	375,000
Land2 - Adjacent	Meadowlark Cottages	131,250	75,000	-	56,250
Land2 - Adjacent	Minot 2 Cottages	175,000	75,000	-	100,000
Land2 - Adjacent	Regal Estates Cottages	517,500	75,000	-	442,500
Land2 - Adjacent	Rose Valley Cottages II	405,000	75,000	-	330,000
Land2 - Adjacent	Sunshine Village Cottages	657,158	75,000	-	582,158
Land2 - Adjacent	Sweetwater Springs Cottages	142,500	75,000	-	67,500
Land3 - Non Sr.	Lowlands	187,500	75,000	-	112,500
Land3 - Non Sr.	Riddle Rd	87,120	75,000	-	12,120
Total		\$ 69,830,678	\$ 73,225,097	\$ 18,700,523	\$ 15,306,104

Sunwest
Liquidation Analysis
NonSenior TrustCo-Low Scenario

		Liquidation Value ^(6b)	Adjusted Mortgage Debt ^(7b)	Deficiency ⁽⁸⁾	Equity Value ⁽⁹⁾
Apartments	Bluffs at Northwood Apartments	\$ 4,500,000	\$ 5,831,188	\$ 1,331,188	\$ -
Apartments	French Quarter Apartments	5,088,208	11,387,146	6,298,939	-
Apartments	Willow Trace Apartments	4,680,000	6,146,100	1,466,100	-
Commercial	Cascadia Canyon II	2,960,000	7,044,375	4,084,375	-
Commercial	HR Industrial Properties (Fiber Fab)	1,822,500	2,185,600	363,100	-
Commercial	HR Salem Associates (Neilsen Building)	4,095,000	5,571,949	1,476,949	-
Commercial	Bechtel Warehouse	23,400,000	32,662,728	9,262,728	-
Land2 - Adjacent	Absaroka expansion land	675,000	75,000	-	600,000
Land2 - Adjacent	Cordova Estates Cottages	254,800	155,194	-	99,606
Land2 - Adjacent	Spring Lake Property, LLC	130,000	140,816	10,816	-
Land1 - Senior	Presidio Pointe	1,120,000	75,000	-	1,045,000
Land1 - Senior	Avondale Senior Living	100,000	75,000	-	25,000
Land1 - Senior	Mountain Terrace	760,000	75,000	-	685,000
Land1 - Senior	Prairie Ridge	508,000	75,000	-	433,000
Land1 - Senior	Drakes Landing	1,000,000	75,000	-	925,000
Land1 - Senior	Braxton Senior Living	1,680,000	75,000	-	1,605,000
Land1 - Senior	Chaparell Heights	1,120,000	75,000	-	1,045,000
Land1 - Senior	White Cliffs	568,750	75,000	-	493,750
Land1 - Senior	Lacey Care, LLC	120,000	75,000	-	45,000
Land1 - Senior	Poulsbo Senior Living	400,000	75,000	-	325,000
Land1 - Senior	Cottonwood Lodge	1,950,000	75,000	-	1,875,000
Land1 - Senior	Lavender Fields	1,040,000	75,000	-	965,000
Land1 - Senior	Oregon Gardens	224,000	75,000	-	149,000
Land2 - Adjacent	Autumn Park Cottages	65,000	75,000	10,000	-
Land2 - Adjacent	Blossom Valley Cottages	195,000	75,000	-	120,000
Land2 - Adjacent	Chesterley Meadows Cottages	320,000	75,000	-	245,000
Land2 - Adjacent	Garden Estates Cottages	732,625	75,000	-	657,625
Land2 - Adjacent	Hawthorne Inn Cottages	227,500	75,000	-	152,500
Land2 - Adjacent	Lone Oak Cottages	337,500	75,000	-	262,500
Land2 - Adjacent	Meadowlark Cottages	113,750	75,000	-	38,750
Land2 - Adjacent	Minot 2 Cottages	131,250	75,000	-	56,250
Land2 - Adjacent	Regal Estates Cottages	460,000	75,000	-	385,000
Land2 - Adjacent	Rose Valley Cottages II	360,000	75,000	-	285,000
Land2 - Adjacent	Sunshine Village Cottages	569,537	75,000	-	494,537
Land2 - Adjacent	Sweetwater Springs Cottages	123,500	75,000	-	48,500
Land3 - Non Sr.	Lowlands	162,500	75,000	-	87,500
Land3 - Non Sr.	Riddle Rd	78,408	75,000	-	3,408
Total		\$ 62,072,827	\$ 73,225,097	\$ 24,304,195	\$ 13,151,925

Sunwest
Liquidation Analysis
NonSeniorDivestCo-High Scenario

		Liquidation Value ^(6b)	Adjusted Mortgage Debt ^(7b)	Deficiency ⁽⁸⁾	Equity Value ⁽⁹⁾
Commercial	HR Retail Properties (Albertson's)	\$ 1,350,000	\$ 2,879,340	\$ 1,529,340	\$ -
Commercial	Sunwest Properties II (Home Office)	3,150,000	6,337,113	3,187,113	-
Commercial	Fairview Business Flex Park, LLC	4,990,000	7,922,000	2,932,000	-
Commercial	Yakima Medical School Holdings, LLC	22,000,000	27,436,250	5,436,250	-
Land1 - Senior	Boones Ferry Place	569,060	75,000	-	494,060
Land1 - Senior	Gemstone	292,500	75,000	-	217,500
Land1 - Senior	Vista Pointe	1,125,000	3,379,000	2,254,000	-
Land1 - Senior	Meeker Terrace	2,437,500	299,737	-	2,137,763
Land1 - Senior	Orchard Heights	2,250,000	4,721,250	2,471,250	-
Senior - Const.	The Bluffs	585,000	75,000	-	510,000
Land3 - Non Sr.	Grahams Ferry (The Grove)	900,000	3,171,468	2,271,468	-
Land3 - Non Sr.	HR Stayton Retail	1,207,500	1,071,363	-	136,138
Senior - Const.	Wheatfields (18)	4,093,682	8,528,453	4,434,771	-
Senior - Const.	Copper Springs (18)	1,237,857	2,631,175	1,393,318	-
Senior - Const.	Milton Senior Living (18)	7,533,194	15,631,045	8,097,851	-
Land3 - Non Sr.	Smart Park 4 (30 acres)	1,481,040	3,829,170	2,348,130	-
Total		\$ 55,202,333	\$ 88,062,362	\$ 36,355,490	\$ 3,495,461

**Sunwest
Liquidation Analysis
NonSenior DivestCo-Low Scenario**

		Liquidation Value ^(6b)	Adjusted Mortgage Debt ^(7b)	Deficiency ⁽⁸⁾	Equity Value ⁽⁹⁾
Commercial	HR Retail Properties (Albertson's)	\$ 1,215,000	\$ 2,879,340	\$ 1,664,340	\$ -
Commercial	Sunwest Properties II (Home Office)	2,835,000	6,337,113	3,502,113	-
Commercial	Fairview Business Flex Park, LLC	4,491,000	7,922,000	3,431,000	-
Commercial	Yakima Medical School Holdings, LLC	19,800,000	27,436,250	7,636,250	-
Land1 - Senior	Boones Ferry Place	505,831	75,000	-	430,831
Land1 - Senior	Gemstone	253,500	75,000	-	178,500
Land1 - Senior	Vista Pointe	1,000,000	3,379,000	2,379,000	-
Land1 - Senior	Meeker Terrace	2,112,500	299,737	-	1,812,763
Land1 - Senior	Orchard Heights	1,950,000	4,721,250	2,771,250	-
Senior - Const.	The Bluffs	520,000	75,000	-	445,000
Land3 - Non Sr.	Grahams Ferry (The Grove)	800,000	3,171,468	2,371,468	-
Land3 - Non Sr.	HR Stayton Retail	1,046,500	1,071,363	24,863	-
Senior - Const.	Wheatfields (18)	2,046,841	8,528,453	6,481,612	-
Senior - Const.	Copper Springs (18)	618,929	2,631,175	2,012,246	-
Senior - Const.	Milton Senior Living (18)	3,766,597	15,631,045	11,864,448	-
Land3 - Non Sr.	Smart Park 4 (30 acres)	1,332,936	3,829,170	2,496,234	-
Total		\$ 44,294,633	\$ 88,062,362	\$ 46,634,823	\$ 2,867,094