

\*\*\*\* KEEP WITH DOCUMENT \*\*\*\*

DOCUMENT CODE TC1 BUSINESS CODE \_\_\_\_\_

16-05-03264047

# 16-09-01497576



1000382002123356

Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

P.A. \_\_\_\_\_ Religious \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

ID # 00000096 ACK # 1000382002123356  
PAGES: 0007  
US ASSISTED LIVING FACILITES III, INC.

Surviving (Transferee) \_\_\_\_\_

06/09/2011 AT 03:26 P MO # 0003827035

New Name \_\_\_\_\_

**FEES REMITTED**

Base Fee:	<u>20</u>	Change of Name
Org. & Cap. Fee:	_____	Change of Principal Office
Expedite Fee:	_____	Change of Resident Agent
Penalty:	_____	Change of Resident Agent Address
State Recordation Tax:	<u>173,943</u>	Resignation of Resident Agent
State Transfer Tax:	<u>85,247</u>	Designation of Resident Agent and Resident Agent's Address
_____ Certified Copies	_____	Change of Business Code
_____ Certificates	_____	Adoption of Assumed Name
Certificate of Status Fee:	_____	_____
Personal Property Filings:	_____	_____
Mail Processing Fee:	_____	_____
<b>MO CO TT</b> Other:	<u>120,483</u>	Other Change(s)
TOTAL FEES:	<u>429,703</u>	_____

Credit Card \_\_\_\_\_ Check X Cash \_\_\_\_\_ Code \_\_\_\_\_

Documents on \_\_\_\_\_ Checks \_\_\_\_\_ Attention: \_\_\_\_\_

Approved By: A. 01 Mail: Name and Address

Keyed By: \_\_\_\_\_  
19310 CLUB HOUSE ROAD  
FIDELITY NATIONAL TITLE  
ONE PARK AVENUE  
NEW YORK NY 10016

COMMENT(S):

CUST ID: 0002810455  
 WORK ORDER: 0003827035  
 DATE: 08-09-2011 03:13 PM  
 AMT. PAID: \$659,416.00

Office Use Only

# REPORT OF TRANSFER OF CONTROLLING INTEREST

(Please read the instructions below before completing this form)

1. Type of filing:  Regular  Permissive

2. Date of final transfer: January 10, 2011

3. Name of Real Property Entity whose interest is being transferred: US Assisted Living Facilities III, Inc.

4. Mailing address for Real Property Entity: c/o Arcapita, Inc., 75 Fourteenth Street, 24th Floor, Atlanta, GA 30309

5. Type of Real Property Entity:  Corp  LLC  LP  GP or Joint Venture  
 Unincorporated REIT  Other-specify \_\_\_\_\_

6. State of formation: Delaware

7. Total consideration for the controlling interest being transferred: \$ 435,793,108.00

8. List below the value attributable to each of the following assets:

a) Maryland Real Property	\$	<u>17,049,326.00</u>
b) Non-Maryland Real Property	\$	<u>418,743,782.00</u>
c) Cash	\$	<u>0.00</u>
d) Securities	\$	<u>0.00</u>
e) Maryland Tangible Personal Property*	\$	<u>0.00</u>

\*Provide SDAT personal property account # for each return:

\*\*\*Please note: This is a bulk portfolio transfer and involves various states\*\*\*\*

f) Non-Maryland Tangible Personal Property	\$	<u>0.00</u>
g) Other: Attach description and method of valuation	\$	<u>0.00</u>

9. Gross value of Real Property Entity assets: \$ 435,793,108.00

**10. Real property in Maryland directly or beneficially owned by the Real Property Entity:**

**Parcel 1:**

Montgomery County 01497576 19310 Club House Road, Montgomery Village, MD 20886  
 County Name SDAT Account No. Address or brief description

Description of building/improvements: a 6 story brick building, utilized as a senior living community

Title holder if different from Item 3 above: Sunrise Village House, LLC

Consideration attributable to the parcel: \$ 6,182,604.00

**Parcel 2:\***

Montgomery County 03264047 11621 New Hampshire Avenue, Silver Spring, MD 20904  
 County Name SDAT Account No. Address or brief description

Description of building/improvements: a 3 story brick and frame building, utilized as a senior living community

Title holder if different from Item 3 above: White Oak Assisted Living L.L.C.

Consideration attributable to the parcel: \$ 10,866,722.00

\*If more than two parcels, attach a separate sheet and indicate total number of parcels: \_\_\_\_\_

**11. Specify and explain any exemptions authorized by law being claimed with this filing:**

(Attach a separate sheet if more space is required).

**12. Transfer and Recordation taxes paid with this filing:**

Item 7 amount: \$	<u>435,793,108</u>	x	<u>17,049,326</u>	= \$	<u>17,049,326</u>	x	Ins 1	= \$	<u>173,943</u>
Item 9 amount: \$	<u>435,793,108</u>		Item 8a amount		Total amount		Co. Rate		Co. Recordation
					\$ <u>17,049,326</u>	x	<u>0.5%</u>		= \$ <u>85,247</u>
					Total amount		St. Rate		State Transfer
					\$ <u>17,049,326</u>	x	<u>1.0%</u>		= \$ <u>170,493</u>
					Total amount		Co. Rate		Co. Transfer

Total Taxes \$ 429,683

Add the \$20 filing fee to the amount of the total taxes and make the check payable to the State Department of Assessments & Taxation.

**13. I hereby declare under the penalties of perjury, pursuant to § 1-201 of the Maryland Tax-Property Code Annotated, that this filing (including any accompanying forms and attachments) has been examined by me and the information contain herein, to the best of my knowledge and belief, is true, correct and complete, that I am authorized to make this filing on behalf of the Real Property Entity, that I have accurately reported the percentage of controlling interest being transferred, that I have fully reported the consideration attributable to Maryland Real Property, and that I have answered truthfully each item of information requested on the form.**

Signature of authorized filer

Date

*Signature pages Attached*

**14.) Contact information for this filing:**

Felipe Mestre, Sunrise Senior Vice President, Tax

(703) 744-1816

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**Name**

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**Telephone**

7900 Westpark Drive, Suite T-900

McLean

VA 22102

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**Address**

**City**

**State**

**Zip code**

**REPORT OF TRANSFER OF CONTROLLING INTEREST  
INSERT 1**

**Montgomery County Rate for First \$500,000 of Total Amount = \$6.90/\$1,000  
(0.69%)**

**Montgomery County Rate for all amounts above \$500,000 = \$10/\$1,000 (1.0%)**

**\$500,000**  
**\* .69%**  
**= \$3,450**

**\$17,049,326**  
**\* 1.0%**  
**= \$170,493**

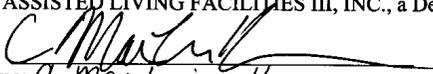
**\$3,450**  
**+ \$170,493**  
**= \$173,943**

**SIGNATURE PAGE TO MARYLAND  
REPORT OF TRANSFER OF CONTROLLING INTEREST**

**SIGNATURE REQUIRED BY SECTION 13**

**REAL PROPERTY ENTITY:**

US ASSISTED LIVING FACILITIES III, INC., a Delaware corporation

By: 

Name: *C. MacLaine Kenan*

Title: *Vice President*

Date: \_\_\_\_\_

CUST ID: 0002610455  
WORK ORDER: 0003827035  
DATE: 08-09-2011 03:13 PM  
AMT. PAID: \$859,416.00

**SIGNATURE PAGE TO MARYLAND  
REPORT OF TRANSFER OF CONTROLLING INTEREST**

**SIGNATURE REQUIRED BY SECTION 13**

**REAL PROPERTY ENTITY:**

US ASSISTED LIVING FACILITIES III, INC., a Delaware corporation

By: 

Name: *C. Machaine Renan*

Title: *Vice President*

Date: \_\_\_\_\_