Docket #0468 Date Filed: 1/24/2024

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re:	)	
	)	
Northwest Senior Housing Corporation, *et al.*,	)	Chapter 11
	)	
Debtors[1]	)	Case No. 22-30659 (MVL)
	)	
Leif M. Clark, Trustee of the Edgemere Litigation Trust,	)	
	)	
Plaintiff	)	
	)	
v.	)	Adv. No. 22-03040 (MVL)
	)	
Intercity Investment Properties, Inc., and Kong Capital LLC,	)	
	)	
Defendants	)	

NOTICE OF SUBPOENA TO PRODUCE DOCUMENTS, INFORMATION, OR OBJECTS AND TO PROVIDE DEPOSITION TESTIMONY TO HAMLIN CAPITAL ADVISORS, LLC

PLEASE TAKE NOTICE that Intercity Investment Properties, Inc. and Kong Capital LLC ("Defendants") will serve Hamlin Capital Advisors, LLC ("Hamlin CA"), by and through its registered agent, with the attached subpoena pursuant to Rules 30 and 45 of the Federal Rules of Civil Procedure, as incorporated through Federal Rule of Bankruptcy Procedure 9016, directing Hamlin CA to produce documents for inspection and copying at the offices of Jackson Walker, LLP, 2323 Ross Ave., Ste. 600, Dallas, Texas 75201 by February 16, 2024, and to present a corporate representative to appear for an oral and videotaped deposition on March 1, 2024 at 10:00

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are Northwest Senior Housing Corporation (1278) and Senior Quality Lifestyles Corporation ("SQLC") (2669). The Debtors' mailing address is 8523 Thackery Street, Dallas, Texas 75225.

a.m. (CT), or other time agreed to by the parties and their counsel, to occur a place agreed to by the parties and their counsel.

Dallas, Texas
January 24, 2024

/s/ Ryan C. Hardy

JACKSON WALKER LLP
Michael S. Held (State Bar 09388150)
W. Ross Forbes, Jr. (State Bar 00796564)
2323 Ross Avenue, Suite 600
Dallas, Texas 75201
Telephone: (214) 953-6000
Facsimile: (214) 953-5822
Email: mheld@jw.com
Email: rforbes@jw.com

Local Counsel for Defendants

LEVENFELD PEARLSTEIN, LLC
Elizabeth B. Vandesteeg (admitted *pro hac vice*)
Ryan C. Hardy (admitted *pro hac vice*)
Eileen M. Sethna (admitted *pro hac vice*)
120 S. Riverside Plaza, Suite 1800
Chicago, IL 60606
Telephone: (312) 346-8380
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Email: evandesteeg@lplegal.com
Email: rhardy@lplegal.com
Email: esethna@lplegal.com

Counsel for Defendants

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re:	)	
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Northwest Senior Housing Corporation, *et al.*,	)	Chapter 11
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Debtors[1]	)	Case No. 22-30659 (MVL)
	)	
Leif M. Clark, Trustee of the Edgemere Litigation Trust,	)	
	)	
Plaintiff	)	
	)	
v.	)	Adv. No. 22-03040 (MVL)
	)	
Intercity Investment Properties, Inc., and Kong Capital LLC,	)	
	)	
Defendants	)	

SUBPOENA TO PRODUCE DOCUMENTS, INFORMATION, OR OBJECTS AND TO PROVIDE DEPOSITION TESTIMONY TO HAMLIN CAPITAL ADVISORS, LLC

TO: Hamlin Capital Advisors, LLC, by and through its registered agent, Corporation Service Company located at 1201 Hays St. Tallahassee, FL 32301-2525

Attn: Paul Towell and Michael Armstrong, Principals, 5550 W. Executive Dr., Ste. 235 Tampa, FL 33609.

FROM: Intercity Investment Properties, Inc. and Kong Capital LLC, by and through its attorneys of record, W. Ross Forbes, Jr. and Mike Held, Jackson Walker, LLP, 2323 Ross Ave., Ste. 600, Dallas, TX 75201.

Intercity Investment Properties, Inc., and Kong Capital LLC ("Defendants"), pursuant to Rules 30 and 45 of the Federal Rules of Civil Procedure, applicable here under Rules 7030 and 9016 of the Federal Rules of Bankruptcy Procedure ("Bankruptcy Rules"), by and through its counsel, issues the attached subpoena to Hamlin Capital Advisors, LLC ("Hamlin CA").

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are Northwest Senior Housing Corporation (1278) and Senior Quality Lifestyles Corporation ("SQLC") (2669). The Debtors' mailing address is 8523 Thackery Street, Dallas, Texas 75225.

YOU ARE COMMANDED to produce the documents, electronically stored information, or objects as specified in the attached Exhibit A, subject to the Definitions and Instructions, contained herein, by February 16, 2024, or at such other time as agreed upon by you and counsel for Intercity and Kong, to the undersigned counsel at Jackson Walker, LLP, 2323 Ross Ave., Ste. 600, Dallas, TX 75201 or via electronic email to rforbes@jw.com and epittman@jw.com.

YOU ARE ALSO COMMANDED to appear for deposition on March 1, 2024, beginning at 10:00 a.m. (CT), or other time agreed to by the parties and their counsel, to occur a place agreed to by the parties and their counsel, regarding the topics and documents set forth in Exhibit A. The deposition will be taken by oral examination before a court reporter authorized by law to administer oaths and take testimony pursuant to Bankruptcy Rule 7028 and may be recorded by video.

Dallas, Texas
January 24, 2024

/s/ Ryan C. Hardy

JACKSON WALKER LLP
Michael S. Held (State Bar 09388150)
W. Ross Forbes, Jr. (State Bar 00796564)
2323 Ross Avenue, Suite 600
Dallas, Texas 75201
Telephone: (214) 953-6000
Facsimile: (214) 953-5822
Email: mheld@jw.com
Email: rforbes@jw.com

Local Counsel for Defendants

LEVENFELD PEARLSTEIN, LLC
Elizabeth B. Vandesteeg (admitted *pro hac vice*)
Ryan C. Hardy (admitted *pro hac vice*)
Eileen M. Sethna (admitted *pro hac vice*)
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Telephone: (312) 346-8380
Facsimile: (312) 346-7634
Email: evandesteeg@lplegal.com
Email: rhardy@lplegal.com
Email: esethna@lplegal.com

Counsel for Defendants

UNITED STATES BANKRUPTCY COURT

Northern District of Texas

In re Northwest Senior Housing Corporation, *et al.*
Debtor

Case No. 22-30659 (MVL)

Chapter 11

Northwest Senior Housing Corporation,
Plaintiff

v.

Adv. Proc. No. 22-03040 (MVL)

Intercity Investment Properties, Inc., and Kong Capital LLC,
Defendant

SUBPOENA TO TESTIFY AT A DEPOSITION & TO PRODUCE DOCUMENTS, INFORMATION, OR OBJECTS IN AN ADVERSARY PROCEEDING

To: Hamlin Capital Advisors, LLC, by and through its registered agent, Corporation Service Company located at 1201 Hays St. Tallahassee, FL 32301-2525

☒ *Testimony*: **YOU ARE COMMANDED** to appear at the time, date, and place set forth below to testify at a deposition to be taken in this bankruptcy case (or adversary proceeding). If you are an organization, you must designate one or more officers, directors, or managing agents, or designate other persons who consent to testify on your behalf about the following matters, or those set forth in an attachment:

PLACE	DATE AND TIME
Place to be agreed by parties and their counsel	March 1, 2024 at 10:00 a.m. CT

The deposition will be recorded by this method:

Stenographic and/or videotape

☒ *Production*: **YOU ARE COMMANDED** to produce at the time, date, and place set forth below the following documents, electronically stored information, or objects, and to permit inspection, copying, testing, or sampling of the material:

See Exhibit A, attached

PLACE	DATE AND TIME
Jackson Walker, LLP, 2323 Ross Ave., Ste. 600, Dallas, Texas 75201	February 16, 2024 by 5:00 p.m. CT

The following provisions of Fed. R. Civ. P. 45, made applicable in bankruptcy cases by Fed. R. Bankr. P. 9016, are attached – Rule 45(c), relating to the place of compliance; Rule 45(d), relating to your protection as a person subject to a subpoena; and Rule 45(e) and 45(g), relating to your duty to respond to this subpoena and the potential consequences of not doing so.

01/24/2024

CLERK OF COURT

OR

Signature of Clerk or Deputy Clerk

/s/ Michael S. Held
Attorney's signature

The name, address, email address, and telephone number of the attorney representing **Intercity Investment Properties, Inc. & Kong Capital LLC**, who issues or requests this subpoena, are:

Michael S. Held, Jackson Walker, LLP, 2323 Ross Ave., Ste. 600, Dallas, TX 75201 , mheld@jw.com, (214) 953-5966

Notice to the person who issues or requests this subpoena

If this subpoena commands the production of documents, electronically stored information, or tangible things, or the inspection of premises before trial, a notice and a copy of this subpoena must be served on each party before it is served on the person to whom it is directed. Fed. R. Civ. P. 45(a)(4).

PROOF OF SERVICE

(This section should not be filed with the court unless required by Fed. R. Civ. P. 45.)

I received this subpoena for *(name of individual and title, if any)*: _____
on *(date)* _____ .

☐ I served the subpoena by delivering a copy to the named person as follows: _____
_____
_____ on (*date*) _____ ; or

☐ I returned the subpoena unexecuted because: _____
_____

Unless the subpoena was issued on behalf of the United States, or one of its officers or agents, I have also tendered to the witness the fees for one day's attendance, and the mileage allowed by law, in the amount of $ _____ .

My fees are $ _____ for travel and $_____ for services, for a total of $_____ .

I declare under penalty of perjury that this information is true and correct.

Date: _____

_____
Server's signature

_____
Printed name and title

_____
Server's address

Additional information concerning attempted service, etc.:

Federal Rule of Civil Procedure 45(c), (d), (e), and (g) (Effective 12/1/13)
(made applicable in bankruptcy cases by Rule 9016, Federal Rules of Bankruptcy Procedure)

(c) Place of compliance.

(1) For a Trial, Hearing, or Deposition. A subpoena may command a person to attend a trial, hearing, or deposition only as follows:

(A) within 100 miles of where the person resides, is employed, or regularly transacts business in person; or

(B) within the state where the person resides, is employed, or regularly transacts business in person, if the person

(i) is a party or a party's officer; or

(ii) is commanded to attend a trial and would not incur substantial expense.

(2) For Other Discovery. A subpoena may command:

(A) production of documents, or electronically stored information, or things at a place within 100 miles of where the person resides, is employed, or regularly transacts business in person; and

(B) inspection of premises, at the premises to be inspected.

(d) Protecting a Person Subject to a Subpoena; Enforcement.

(1) Avoiding Undue Burden or Expense; Sanctions. A party or attorney responsible for issuing and serving a subpoena must take reasonable steps to avoid imposing undue burden or expense on a person subject to the subpoena. The court for the district where compliance is required must enforce this duty and impose an appropriate sanction — which may include lost earnings and reasonable attorney's fees — on a party or attorney who fails to comply.

(2) Command to Produce Materials or Permit Inspection.

(A) Appearance Not Required. A person commanded to produce documents, electronically stored information, or tangible things, or to permit the inspection of premises, need not appear in person at the place of production or inspection unless also commanded to appear for a deposition, hearing, or trial.

(B) Objections. A person commanded to produce documents or tangible things or to permit inspection may serve on the party or attorney designated in the subpoena a written objection to inspecting, copying, testing or sampling any or all of the materials or to inspecting the premises — or to producing electronically stored information in the form or forms requested. The objection must be served before the earlier of the time specified for compliance or 14 days after the subpoena is served. If an objection is made, the following rules apply:

(i) At any time, on notice to the commanded person, the serving party may move the court for the district where compliance is required for an order compelling production or inspection.

(ii) These acts may be required only as directed in the order, and the order must protect a person who is neither a party nor a party's officer from significant expense resulting from compliance.

(3) Quashing or Modifying a Subpoena.

(A) When Required. On timely motion, the court for the district where compliance is required must quash or modify a subpoena that:

(i) fails to allow a reasonable time to comply;

(ii) requires a person to comply beyond the geographical limits specified in Rule 45(c);

(iii) requires disclosure of privileged or other protected matter, if no exception or waiver applies; or

(iv) subjects a person to undue burden.

(B) When Permitted. To protect a person subject to or affected by a subpoena, the court for the district where compliance is required may, on motion, quash or modify the subpoena if it requires:

(i) disclosing a trade secret or other confidential research, development, or commercial information; or

(ii) disclosing an unretained expert's opinion or information that does not describe specific occurrences in dispute and results from the expert's study that was not requested by a party.

(C) Specifying Conditions as an Alternative. In the circumstances described in Rule 45(d)(3)(B), the court may, instead of quashing or modifying a subpoena, order appearance or production under specified conditions if the serving party:

(i) shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship; and

(ii) ensures that the subpoenaed person will be reasonably compensated.

(e) Duties in Responding to a Subpoena.

(1) Producing Documents or Electronically Stored Information. These procedures apply to producing documents or electronically stored information:

(A) Documents. A person responding to a subpoena to produce documents must produce them as they are kept in the ordinary course of business or must organize and label them to correspond to the categories in the demand.

(B) Form for Producing Electronically Stored Information Not Specified. If a subpoena does not specify a form for producing electronically stored information, the person responding must produce it in a form or forms in which it is ordinarily maintained or in a reasonably usable form or forms.

(C) Electronically Stored Information Produced in Only One Form. The person responding need not produce the same electronically stored information in more than one form.

(D) Inaccessible Electronically Stored Information. The person responding need not provide discovery of electronically stored information from sources that the person identifies as not reasonably accessible because of undue burden or cost. On motion to compel discovery or for a protective order, the person responding must show that the information is not reasonably accessible because of undue burden or cost. If that showing is made, the court may nonetheless order discovery from such sources if the requesting party shows good cause, considering the limitations of Rule 26(b)(2)(C). The court may specify conditions for the discovery.

(2) Claiming Privilege or Protection.

(A) Information Withheld. A person withholding subpoenaed information under a claim that it is privileged or subject to protection as trial-preparation material must:

(i) expressly make the claim; and

(ii) describe the nature of the withheld documents, communications, or tangible things in a manner that, without revealing information itself privileged or protected, will enable the parties to assess the claim.

(B) Information Produced. If information produced in response to a subpoena is subject to a claim of privilege or of protection as trial-preparation material, the person making the claim may notify any party that received the information of the claim and the basis for it. After being notified, a party must promptly return, sequester, or destroy the specified information and any copies it has; must not use or disclose the information until the claim is resolved; must take reasonable steps to retrieve the information if the party disclosed it before being notified; and may promptly present the information under seal to the court for the district where compliance is required for a determination of the claim. The person who produced the information must preserve the information until the claim is resolved.

…

(g) Contempt. The court for the district where compliance is required – and also, after a motion is transferred, the issuing court – may hold in contempt a person who, having been served, fails without adequate excuse to obey the subpoena or an order related to it.

For access to subpoena materials, see Fed. R. Civ. P. 45(a) Committee Note (2013)

EXHIBIT A

I. INSTRUCTIONS

1. The requested documents are to be produced for inspection and copying, at the offices of Jackson Walker, LLP, 2323 Ross Avenue, Suite 600, Dallas, Texas 75201, unless otherwise agreed between the parties.

2. If you object to any of the following Discovery Requests, you must state the legal and factual basis for each objection. If you object to only a portion of a Discovery Request, you must identify the specific portion of the Discovery Request to which you object and must respond fully to the remainder of the Discovery Request.

3. If a requested document is a document created from any of the programs in the Microsoft Office Suite (including, but not limited to, Microsoft Word, Excel, PowerPoint, Access, Project or Outlook) that exists in its native format (e.g., .doc, .xls, .ppt, .msg, .pst) or can be readily converted into a format reasonably accessible via a program in the Microsoft Office Suite (e.g., a document created from another commercially available electronic mail, word processing, spreadsheet or database program), then produce such document in its native electronic format. Documents produced in this manner should include metadata.

4. If your answer to any Discovery Request is not within your personal knowledge, you must identify each person you know who has, or may have, personal knowledge of the matter that is addressed in the Discovery Request, and the contact information and job title of such person.

5. Each Discovery Request shall operate and be responded to independently and, unless otherwise indicated, no Discovery Request limits the scope of any other Discovery Request.

6. Documents provided in response hereto shall be produced as they are kept in the ordinary course of business or shall be organized and labeled to correspond with the categories in these Requests for Production of Documents.

7. If you produce Documents in addition to, or in lieu of, providing full and complete narrative responses where permitted by the Federal Rules of Civil Procedure:

    a. In producing Documents and things, indicate the paragraph and subparagraph to which a produced document or thing is responsive.

    b. In producing Documents and things, furnish all Documents or things known or available to you, regardless of whether such Documents or things are possessed directly by you or your representatives.

    c. If any requested Documents or things cannot be produced in full, produce such Documents to the extent possible, specifying which Documents or things were only partially produced.

8. These Discovery Requests are deemed to be continuing. If after answering, you become aware of any further information responsive to a Discovery Request, you are required to produce such additional Documents and things and/or provide such additional information.

9. If any Documents or things requested or identified were at one time in existence but are no longer in existence, then so state, specifying for each document or thing:

    a. The type of document or thing;

    b. The types of information contained thereon;

    c. The date upon which it ceased to exist;

    d. The circumstances under which it ceased to exist;

    e. The identity of all persons having knowledge of the circumstances under which it ceased to exist; and

    f. The identity of all persons now having or who, at one time, had knowledge of the contents thereof.

10. Selection of Documents from the files and other sources in the numbering, if any, of such Documents shall be performed in such a manner as to ensure that the source of each document may be determined, if necessary.

11. Documents attached to each other should not be separated.

12. If a requested document is a document created from any of the programs in the Microsoft Office Suite (including, but not limited to, Microsoft Word, Excel, PowerPoint, Access, Project or Outlook) that exists in its native format (e.g., .doc, .xls, .ppt, .msg, .pst) or can be readily converted into a format reasonably accessible via a program in the Microsoft Office Suite (e.g., a document created from another commercially available electronic mail, word processing, spreadsheet or database program), then produce such document in its native electronic format. Documents produced in this manner should include metadata.

13. If you, after investigation, determine that you have no documents that are responsive to a Request, your statement that you have no such documents constitutes a representation that you have conducted a search for the documents and represents that you have no documents that are responsive.

14. Unless otherwise stated, the time frame covered by these Discovery Requests is from **January 1, 2021 through the present (the "Relevant Time Period")**. If you seek to withhold any Document, thing, or information on the basis that it is purportedly privileged or entitled to some other limitation of discovery, you are instructed to use the following procedure:

a. You shall supply a numerical list of the Documents and things for which a privilege or other limitation of discovery is claimed, indicating:

i. the name of each author, writer, sender, or initiator of such document or thing, if any;

ii. the name of each recipient, addressee, or party to whom such document or thing was intended, if any;

iii. the date of such document or thing, if any, or an estimate thereof and so indicated as an estimate if no date appears on said document;

iv. the general subject matter as described in the document; and

v. the claimed grounds for privilege or other limitation of discovery.

II. DEFINITIONS

As used herein, the following terms have specific meanings as defined in this Subpoena:

1. "You" or "Hamlin CA" refers to Hamlin Capital Advisors, LLC.

2. "Edgemere" refers to Northwest Senior Housing Corporation, its predecessors, successors, affiliates, and any agent, representative, employee, or other person acting or purporting to act on its behalf.

3. "Intercity" refers to Intercity Investment Properties, Inc., its predecessors, successors, affiliates, and any agent, representative, employee, or other person acting or purporting to act on its behalf.

4. "Kong" refers to Kong Capital LLC, its predecessors, successors, affiliates, and any agent, representative, employee, or other person acting or purporting to act on its behalf.

5. "Audit Reports" means (i) the audit report for the years ended December 31, 2019, 2020 and 2021; (ii) bond covenant letters for the years ended December 31, 2019, 2020 and 2021; and (iii) management letters for the years ended December 31, 2019, 2020 and 2021.

6. "Bankruptcy" refers to Edgemere's Chapter 11 bankruptcy case, styled *Northwest Senior Housing Corporation, et al.*, Case No. 22-30659, currently pending in the United States Bankruptcy Court in the Northern District of Texas – Dallas Division, and related litigation, including the above-captioned adversary proceeding.

7. "Bonds" refers to any and all outstanding bonds on which Edgemere currently owes, including, but not limited to, the bonds for which UMB Bank, N.A. is the bond trustee.

8. "Bondholders" refers to the holders of the Bonds.

9. "Board of Directors" refers to each person serving on such entity's board of directors.

10. "Communication" or "Communications" means a communication in any form, including, without limitation, notes, complaints, diaries, journals, datebooks, reports, calendars, telephone messages, letters, email messages, instant messages (such as but not limited to Signal, Cisco Jabber, IBM Sametime, Wickr, ICQ, Kik, BBM, Gchat, iMessage, Telegram, WhatsApp, Slack, and similar types of messages), cell phone text messages (SMS messages and MMS messages), voicemail messages, Slack messages or other internal messaging system communications, social media communications or posting on sites including but not limited to Facebook, Twitter, Instagram, Gab, or Parler (including any direct messages), website postings, internet chat-room postings, lists, correspondence, drawings, designs, telegrams, manuals, summaries or records of personal conversations, logs, minutes or records of meetings, minutes of any other type, transcripts of oral testimony or statements, affidavits, or summaries of investigations. For avoidance of doubt, the term "Communications" includes internal communications and communications with third parties. The foregoing definition is subject to any objection sustained in relation to Plaintiffs' similar definition directed at Defendants.

11. "Debt Capacity Model," means all documents constituting the model prepared by Hamlin CA for Edgemere.

12. "Disclosure Statement" means that comprehensive document required by Tex. Health & Safety Code Ann. § 246.042 to be provided to potential residents, informing them of all aspects of living at the Edgemere, including a location and description of the community, services and fees, policies, resident qualifications, and financial information about the Edgemere, with exhibits of the Life Care Agreement, audited financial statements, financial projections, and the resident handbook.

13. "Discovery Requests" means the requests for production of Documents contained herein.

14. "Document" means any printed, written, typed, recorded, transcribed, taped, photographic, or graphic matter, however produced or reproduced, including, but not limited to: any letter, correspondence, or communication of any sort; electronic mail, either sent or received; file, print, negative, or photograph; sound or video recording; note, notebook, diary, calendar, minutes, memorandum, contract, agreement, or any amendment thereto; telex, telegram, or cable; summary, report, or record of any telephone conversation, personal conversation, discussion, interview, meeting, conference, investigation, negotiation, act, or activity; projection, work paper or draft; computer output or input; data processing card; opinion or report of any consultant; request, order, invoice, or bill of lading; analysis, diagram, map, index, sketch, drawing, plan, chart, manual, brochure, pamphlet, advertisement, circular, newspaper or magazine clipping; press release; receipt, journal, ledger, schedule, bill, or voucher; financial statement, statement of account, bank statement, checkbook, check stubs or register, canceled check, deposit slip, charge slip, tax return, or requisition; file, study, graph, or tabulation; and all other writings and recordings of whatever nature, whether signed, unsigned or transcribed, and any other data compilation from which information can be obtained or translated. The term "Document" also shall mean: the original and/or any non-identical original or copy, including those with any marginal note or comment or showing additions, deletions, or substitutions; drafts; attachments to or enclosures with any document; and any other documents referred to or incorporated by reference in the document. The term "Document" also specifically includes all electronic documents and other "electronically

stored information" (whether stored electronically or in the form of a hard-copy, print-out, or otherwise) and all attachments thereto.

15. "Financial Statements" means all balance sheets, statements of operations, statements of cash flows and all corresponding notes and schedules, from January 1, 2018 through the present date.

16. "Forbearance Agreement" refers to the December 21, 2021, Forbearance Agreement between Northwest Senior Housing Corporation, Senior Quality Lifestyle Corporation, UMB Bank, N.A., Intercity, and Lifespace.

17. "Historical Financial Condition" means the Edgemere's overall financial condition, including but not limited to assets, liabilities, income, or losses, from January 1, 2018 through present date.

18. "Lifespace" refers to Lifespace Communities, Inc., its predecessors, successors, and any agent, representative, employee, or other person acting or purporting to act on its behalf.

19. "Lifespace Affiliates" refers to the affiliates, subsidiaries, and/or other entities in seven (7) states, seventeen (17) communities in which Lifespace has an interest, including but not limited to The Abbey Delray, Abbey Delay South, Harbour's Edge, The Waterford, Village on the Green, Beacon Hill, Oak Trace, Claridge Court, Friendship Village of Bloomington, Friendship Village of South Hills, The Craig, Meadow Lake, Querencia at Barton Creek, The Stayton at Museum Way, Wesley.

20. "Property" refers to the approximately 16.25 acres located at the Northwest Corner of the intersection of Thackery Road and Northwest Highway in Dallas, Texas, that is subject to the Lease.

21. "Restructuring" refers to any effort to improve Edgemere's financial position, whether through modification or reorganization of Edgemere's organizational or capital structure, or otherwise addressing existing liabilities.

22. "UMB" refers to UMB Bank, N.A., as successor master trustee and successor bond trustee, its predecessors, successors, and any agent, representative, employee, or other person acting or purporting to act on its behalf.

23. The term "concerning" means relating to, referring to, describing, evidencing, or constituting.

24. The present tense includes the past and future tenses. The singular includes the plural, and the plural includes the singular. "All" means "any and all;" "any" means "any and all." "Including" means "including but not limited to." "And" and "or" encompass both "and" and "or." Words in the masculine, feminine, or neuter form shall include each of the other genders.

III. SUBPOENA TO PRODUCE DOCUMENTS, INFORMATION, OR OBJECT
LIST OF DOCUMENTS REQUESTED

REQUEST FOR PRODUCTION NO. 1: All Documents and Communications concerning Edgemere including, without limitation, loan or credit applications and responses thereto and/or due diligence requests and responses thereto.

REQUEST FOR PRODUCTION NO. 2: All Documents and Communications concerning the Property or the Lease including, without limitation, loan or credit applications and responses thereto and/or due diligence requests and responses thereto.

REQUEST FOR PRODUCTION NO. 3: All Documents and Communications concerning the Debt Capacity Model, including all draft versions of the Debt Capacity Model and all Documents received from Edgemere relied upon in preparing the Debt Capacity Model.

REQUEST FOR PRODUCTION NO. 4: All Documents and Communications concerning Hamlin CA's analysis of Edgemere, the Property, or the Lease.

REQUEST FOR PRODUCTION NO. 5: All Documents and Communications concerning the Restructuring or the Bankruptcy.

REQUEST FOR PRODUCTION NO. 6: All Documents and Communications You collected, prepared, were provided and/or used to provide services or to evaluate or underwrite the possible provision of services to Edgemere and/or, to the extent related to the Edgemere, to Lifespace.

IV. MATTERS FOR ORAL EXAMINATION

1. Your efforts to locate and produce documents as requested above.

2. The subject matter and context of the documents produced or requested to be produced above.

3. Hamlin CA's engagement by Edgemere and/or, to the extent related to the Edgemere, by Lifespace.

4. Your Communications with Edgemere.

5. Your Communications with Lifespace to the extent they related to Edgemere, the Restructuring, and/or the Bankruptcy.

6. All information upon which Hamlin CA relied in preparing the Debt Capacity Model.

7. All information upon which Hamlin CA relied in preparing any other analyses of Edgemere, the Property, or the Lease.

8. Your knowledge of the preparation, research, drafting and revisions to the Debt Capacity Model or other analyses, or subsequent Communications regarding the same.

9. Your knowledge of the Property, including the historical and current condition of the Property.

10. Your knowledge of the Restructuring or the Bankruptcy.