

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MASSACHUSETTS
EASTERN DIVISION

In re)	
)	
THE GROVES IN LINCOLN, INC.,)	CHAPTER 11
)	CASE NO. 13-11329-HJB
Debtor.)	

GLOBAL NOTES PERTAINING TO DEBTOR’S SCHEDULES OF ASSETS AND LIABILITIES AND STATEMENT OF FINANCIAL AFFAIRS

The Groves in Lincoln, Inc. (the “Debtor” or “Groves”), the debtor-in-possession in the above-captioned case, respectfully represents as follows.

With the assistance of its professionals and advisors, the Debtor’s management prepared these Schedules of Assets and Liabilities and Statement of Financial Affairs pursuant to 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007 (collectively, the “Schedules and SOFA”). The Schedules and SOFA are unaudited. While the Debtor has made every effort to ensure that the Schedules and SOFA are accurate and complete based on information available at the time of preparation, the subsequent receipt or discovery of information may result in material changes in financial data contained in the Schedules and Statements.

These global notes comprise an integral part of the Schedules and SOFA and should be referenced in connection with any review of the Schedules and SOFA. Nothing contained in the Schedules and SOFA shall constitute, or be deemed, a waiver of any rights, claims or defenses of the Debtor against any third party or with respect to this Chapter 11 case or any related litigation or arbitration. Nothing contained in the Schedules or SOFA is intended or should be construed as an admission or stipulation of the validity of any claim against the Debtor or a waiver of the Debtor’s rights to dispute any claim or assert any cause of action or defense against any party. The Debtor reserves all rights to dispute or challenge the characterization of the structure of any transaction or any document or instrument related to a creditor’s claim.

The Apartments at The Groves. As described in the Debtors’ Motion for Authority to Continue to Honor Certain Obligations to Residents in the Ordinary Course [Doc. No. 11], and authorized by an Order entered March 13, 2013 [Doc. No. 43], in the ordinary course of business, prior to the petition date, the Debtor and its affiliate, The Apartments at The Groves, Inc. (“Apartments”), the debtor in Chapter 11 Case No. 13-11330-HJB, which is being jointly administered with this case, utilized a centralized cash management system, whereby all financial activity of Apartments has been and continues to be accounted for in Groves’s books and records. Accordingly, all financial activity of Apartments has been listed in the Schedules and SOFA of Groves.

Schedule E. As of the Petition Date, certain employees were owed (i) prepetition wages, salaries, and other compensation, and (ii) accrued and unused paid time off earned prior to the petition date. Pursuant to the Court's Order Authorizing Payment of Certain Prepetition Wages, Taxes and Benefits By Debtors-in-Possession [Doc. No. 44], entered March 13, 2012, the Debtor paid certain prepetition wages, salaries, and other compensation, and filed a list of the employees and the amounts paid under seal on March 20, 2013.

The Debtor has deemed it necessary and appropriate to redact from the public record the names and addresses of each employee on Schedule E, due to privacy concerns. The Debtor has listed the aggregate total amount of claims for priority wages and prepetition paid time off and will file a separate list with each employee's name, address and claim amount with the Court under seal pursuant to MLBR 9018-1.

Schedule G—Executory Contracts. The Debtor has attempted to provide a complete list of all agreements in Schedule G that might be considered executory contracts. The inclusion on Schedule G of any particular agreement or contract does not constitute an admission that (i) such agreement or contract is an executory contract under the Bankruptcy Code; (ii) such agreement or contract is valid and enforceable; (iii) such agreement or contract was in effect on the petition date or (iv) such agreement or contract is severable or unified.

The Debtor reserves all rights with respect to such agreements or contracts, including, without limitation, the right to seek or contest any characterization of any such agreements or contracts on any available basis. The Debtor will supplement Schedule G if it identifies additional agreements that may constitute executory contracts. Omission of an agreement or contract from Schedule G does not constitute an admission that such omitted agreement or contract is not an executory contract. The Debtor's rights under the Bankruptcy Code with respect to any omitted agreements or contracts are not impaired by the omission. Schedule G is not an admission or recognition that any contractual relationship constitutes an "Executory Contract."

SOFA 3c. The payments listed on the attached schedule with respect to Question 3(c) were made to reimburse certain of the Debtor's affiliates for the payment of operating expenses related to the Debtor's business made by those affiliates on the Debtor's behalf.

SOFA 14. Pursuant to M.G.L. ch. 186, § 15B(3)(a), and in accordance with the cash management system described above, Groves maintains a separate interest-bearing bank account for the benefit of the tenants of Apartments.

The Debtor specifically reserves the right to amend, modify, supplement, change, or alter any part of its Schedules and SOFA as and to the extent necessary and as it deems appropriate.

**United States Bankruptcy Court
District of Massachusetts**

In re **The Groves in Lincoln, Inc.**
Debtor

Case No. **13-11329**

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	2	0.00		
B - Personal Property	Yes	5	12,833,360.43		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	3		90,293,586.99	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	4		138,395.34	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	11		20,759,327.59	
G - Executory Contracts and Unexpired Leases	Yes	13			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		39			
		Total Assets	12,833,360.43		
			Total Liabilities	111,191,309.92	

**United States Bankruptcy Court
District of Massachusetts**

In re The Groves in Lincoln, Inc.
Debtor

Case No. 13-11329
Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

B6A (Official Form 6A) (12/07)

In re The Groves in Lincoln, Inc.

Case No. 13-11329

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
The Groves in Lincoln is an independent living retirement community located at One Harvest Circle Lincoln, MA- Consisting of Land, Buildings, and Building Improvements consisting of the parcels identified below. NOTE: the debtor has not undertaken a market appraisal of this property.		-	Unknown	0.00
PARCEL 1 known as 9 Cambridge Turnpike consisting of a certain parcel of land with the buildings thereon situated on Cambridge Turnpike, Lincoln, Middlesex County, Massachusetts being shown as Lot A-2 and Lot B-1 on plan entitled "Plan of Land in Lincoln, Mass., prepared for William M. & Deborah Kanzer" dated August 13, 1997 prepared by Drake Associates, Inc., and recorded with Middlesex South Registry of Deeds as Plan No. 607 of 1999 in Book 30270, Page 221. NOTE: the debtor has not undertaken a market appraisal of this property.	Fee simple	-	Unknown	0.00
PARCEL 2 known as 11 Cambridge Turnpike consisting of the land with the buildings thereon in Lincoln, Middlesex County, Massachusetts being shown as Lots A-1 and Lot B-2 on plan entitled "Plan of Land in Lincoln, Mass., prepared for William M. & Deborah Kanzer June 5, 1997 Drake Associates, Inc., Civil Engineers Land Surveyors" recorded with Middlesex South Registry of Deeds as Plan No. 607 of 1999. NOTE: the debtor has not undertaken a market appraisal of this property.	Fee simple	-	Unknown	0.00

Sub-Total > **0.00** (Total of this page)

1 continuation sheets attached to the Schedule of Real Property

In re The Groves in Lincoln, Inc.

Case No. 13-11329

Debtor

SCHEDULE A - REAL PROPERTY
(Continuation Sheet)

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
<p>PARCEL 3 known as 15 Cambridge Turnpike consisting of a certain parcel of land with improvements thereon situated in Lincoln, Middlesex County, Massachusetts being shown as a parcel of land containg an area of 40,100 square feet of land; on plan entitled "A compiled plan of land in Lincoln, Mass.," scale one inche equal forty feet; dated May 24, 1955: Albert A. Miller and Wilbur C. Nylander, Civil Engineers and Surveyors; which plan is recorded with Middlesex South Registry of Deeds as Plan No. 1429 of 1955 in Book 8527,Page 307. NOTE: the debtor has not undertaken a market appraisal of this property.</p>	Fee simple	-	Unknown	0.00
<p>PARCEL 4 known as 17 Cambridge Turnpike consisting of the land in Concord and Lincoln, Middlesex County, Massachusetts together with the buildings and improvements thereon, described in a plan entitled "Plan of Land in Concord and Lincoln, Mass.," dated October 15, 1970, by Albert A. Miller and Wilbur C. Nylander, recorded with Middlesex South Registry of Deeds in Book 11923, Page 464. NOTE: the debtor has not undertaken a market appraisal of this property.</p>	Fee simple	-	Unknown	0.00

Sub-Total > **0.00** (Total of this page)
 Total > **0.00**
 (Report also on Summary of Schedules)

Sheet 1 of 1 continuation sheets attached to the Schedule of Real Property

In re The Groves in Lincoln, Inc.

Case No. 13-11329

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		Petty Cash	-	300.00
		ATM Machine	-	1,575.00
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Operating Account at TD Bank, account ending -0006	-	256,936.03
		Escrowed funds held at Verdolino & Lowey, P.C.	-	71,550.98
		Debt Service Reserve Fund	-	7,875,095.48
		Operating Reserve Fund	-	1,641,984.12
		Entrance Fee Fund	-	358,980.89
		Entrance Fee Fund - Citizens	-	1,546,789.37
		Bond Fund	-	149.74
		Project Fund - Proceeds	-	279,747.28
		Project Fund - Equity	-	62,174.32
		Capital Reserve Fund	-	11,151.10
		Redemption Fund	-	3,150.01
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
			Sub-Total >	12,109,584.32
			(Total of this page)	

4 continuation sheets attached to the Schedule of Personal Property

In re The Groves in Lincoln, Inc.

Case No. 13-11329

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		Charter Oak/Travelers Property insurance policy number QT-630-1349P44A-TIL-12	-	Unknown
		American Empire Primary Liability insurance policy number 12CG72607	-	Unknown
		American Empire Excess Liability insurance policy number 12CX09178	-	Unknown
		Arbella Protection Auto insurance policy number 1020008096	-	Unknown
		Atlantic Charter Workers Compensation insurance policy number WCE00421901	-	Unknown
		Chubb Directors & Officers Liability, Crime, and Fiduciary Liability insurance policy number 6803 90 08	-	Unknown
		Allied World Cyber Liability insurance policy number 0307-9473	-	Unknown
	Chartis Specialty Pollution Liability insurance policy number 15421550	-	Unknown	
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		The Apartments at the Groves, Inc., 100% Member Interest	-	Unknown
Sub-Total >				0.00
(Total of this page)				

Sheet 1 of 4 continuation sheets attached to the Schedule of Personal Property

In re The Groves in Lincoln, Inc.

Case No. 13-11329

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Accounts Receivable	-	233,757.81
		Deferred Entrance Fee Accounts Receivable	-	346,650.00
		Due from New England Deaconess Association Abundant Life Communities, Inc.	-	Unknown
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.		Town of Lincoln Board of Health- License to Operate Main Kitchen (APPLICANT IS MHS)	-	Unknown
		Town of Lincoln Board of Health- License to Operate Café (APPLICANT IS MHS)	-	Unknown
Sub-Total >				580,407.81
(Total of this page)				

Sheet 2 of 4 continuation sheets attached to the Schedule of Personal Property

In re The Groves in Lincoln, Inc.

Case No. 13-11329

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		2011 GMC Sierra 3500 (VIN 1GD323CLXBF126831) with 11617 miles in good condition - Kelley Blue Book Private Party Value	-	36,803.00
		2011 GMC Sierra 2500 (VIN 1GT02ZCG7BF155331) with 13583 miles in good condition - Kelley Blue Book Private Party Value	-	25,210.00
		2010 Ford Econoline E-350 (VIN 1FDWE3FL3ADA21154) with 17210 miles in good condition - Kelley Blue Book Private Party Value	-	16,247.00
		2008 Buick Enclave (VIN 5GAEV23728J163736) with 72,358 miles in good condition - Kelley Blue Book Private Party Value	-	19,471.00
		Kubota RTV1100CWxl-H UV Worksite w/cab/sld wid serial #26476, with V4291 72" v-plow snow blade serial #2910259, and V4289 quick hitch, and V4204 3 function hydraulic valve - estimated market value based on dealer inquiry.	-	15,000.00
		2010 Terex - ASV Compact Track Loaders, PT-60 serial #DTE02777- estimated market value based on dealer inquiry.	-	25,000.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Furniture & Fixtures with original cost of \$2,773,207.67 and accumulated depreciation of \$760,696.96. NOTE: The Debtor has not undertaken a market appraisal of this property.	-	Unknown
		Computer Equipment with original cost of \$10,141.27 and accumulated depreciation of \$4,529.17. NOTE: The Debtor has not undertaken a market appraisal of this property.	-	Unknown
			Sub-Total >	137,731.00
			(Total of this page)	

Sheet 3 of 4 continuation sheets attached to the Schedule of Personal Property

In re The Groves in Lincoln, Inc.

Case No. 13-11329

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
29. Machinery, fixtures, equipment, and supplies used in business.		Machinery & Equipment with original cost of \$3,775.99 and accumulated depreciation of \$89.91. NOTE: The Debtor has not undertaken a market appraisal of this property.	-	Unknown
30. Inventory.		Food inventory	-	5,637.30
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total > **5,637.30**
(Total of this page)
Total > **12,833,360.43**

Sheet 4 of 4 continuation sheets attached to the Schedule of Personal Property

(Report also on Summary of Schedules)

B6D (Official Form 6D) (12/07)

In re The Groves in Lincoln, Inc.

Case No. 13-11329

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN						
Account No.								
Ally Financial P.O. Box 8138 Cockeysville, MD 21030			Retail Installment Sale Contract					
		-	2011 GMC Sierra 3500 (VIN 1GD323CLXBF126831) with 11617 miles in good condition - Kelley Blue Book Private Party Value					
			Value \$ 36,803.00				38,050.42	1,247.42
Account No.			Retail Installment Sale Contract					
Ally Financial P.O. Box 8138 Cockeysville, MD 21030			2011 GMC Sierra 2500 (VIN 1GT02ZCG7BF155331) with 13583 miles in good condition - Kelley Blue Book Private Party Value					
		-	Value \$ 25,210.00				20,374.47	0.00
Account No.			\$41,940,000 Senior Living Facility Revenue Series 2009A Bonds					
Cede & Co., as nominee Depository Trust and Clearing Corp. 55 Water St. New York, NY 10041			All personal and real property					
		-	Value \$ Unknown				41,940,000.00	Unknown
Account No.			\$34,750,000 Tax Exempt Mandatory Paydown Securities Senior Living Facility Reven					
Cede & Co., as nominee Depository Trust and Clearing Corp. 55 Water St. New York, NY 10041			All personal and real property					
		-	Value \$ Unknown				34,750,000.00	Unknown
Subtotal							76,748,424.89	1,247.42
(Total of this page)								

2 continuation sheets attached

In re The Groves in Lincoln, Inc.
Debtor

Case No. 13-11329

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B T O R H W J C	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN						
Account No. Cede & Co., as nominee Depository Trust and Clearing Corp. 55 Water St. New York, NY 10041	-	\$40,575,000 Tax Exempt Mandatory Paydown Securities Senior Living Facility Reven All personal and real property					11,740,000.00	Unknown
Account No. Kubota Credit Corporation, U.S.A. P.O. Box 2429 Suwanee, GA 30024-9955	X -	Retail Installment Contract Commercial and Agricultural Use Only Account #291468 Kubota RTV1100CWxl-H UV Worksite w/cab/sld wid serial #26476, with V4291 72" v-plow snow blade serial #2910259, and V4289 quick hitch, and V4204 3 function hydraulic valve - estimated					11,764.96	0.00
Account No. Massachusetts Development Finance Agency 160 Federal Street Attention: General Council Boston, MA 02110	-	Mortgage, Security, Loan and Trust Agreement dated November 1, 2009 All personal and real property					Unknown	Unknown
Account No. Terex Financial Services 200 Nyala Farm Road Westport, CT 06880	X -	Master Note and Security Agreement 3003112 dated as of 11/22/2010 schedule 10039 2010 Terex - ASV Compact Track Loaders, PT-60 serial #DTE02777- estimated market value based on dealer inquiry.					12,346.14	0.00
Account No. Wells Fargo Bank, N.A. as Trustee 10 Orms Street Suite 325 Attention: Vice President Providence, RI 02904	-	Mortgage, Security, Loan and Trust Agreement dated November 1, 2009 All personal and real property					Unknown	Unknown
Subtotal							11,764,111.10	0.00
(Total of this page)								

Sheet 1 of 2 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re The Groves in Lincoln, Inc., Debtor

Case No. 13-11329

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN						
Account No.								
Wells Fargo Bank, N.A. as Trustee 10 Orms Street Suite 325 Attention: Vice President Providence, RI 02904	-	Outstanding Accrued Interest All personal and real property					1,781,051.00	Unknown
		Value \$ Unknown						
Account No.								
		Value \$						
Account No.								
		Value \$						
Account No.								
		Value \$						
Account No.								
		Value \$						
Subtotal (Total of this page)							1,781,051.00	0.00
Total (Report on Summary of Schedules)							90,293,586.99	1,247.42

Sheet 2 of 2 continuation sheets attached to Schedule of Creditors Holding Secured Claims

In re The Groves in Lincoln, Inc.

Case No. 13-11329

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

Domestic support obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (4/10) - Cont.

In re The Groves in Lincoln, Inc., Debtor

Case No. 13-11329

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
									AMOUNT ENTITLED TO PRIORITY
Account No.				Wages and accrued paid time off					
Employee Names and Addresses Redacted (list filed with court under seal) One Harvest Circle Lincoln, MA 01773		-							27,041.19
							138,395.34		111,354.15
Account No.									
Account No.									
Account No.									
Account No.									
Account No.									
Subtotal									27,041.19
(Total of this page)								138,395.34	111,354.15

Sheet 1 of 3 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/10) - Cont.

In re The Groves in Lincoln, Inc.

Case No. 13-11329

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Contributions to employee benefit plans

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. BLUECR001 BlueCross BlueShield Of Massachusetts PO Box 371318 Pittsburgh, PA 15250-7318		-	Employee Benefits				Unknown	Unknown
Account No. CIGNA001 Cigna Group Insurance PO Box 13701 Philadelphia, PA 19101-3701		-	Employee Benefits				Unknown	Unknown
Account No. HARTFO001 The Hartford Life Ins Co P.O. Box 8500 3690 Philadelphia, PA 19178		-	Employee Benefits				Unknown	Unknown
Account No.								
Account No.								
Subtotal							0.00	0.00
(Total of this page)							0.00	0.00

Sheet **2** of **3** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/10) - Cont.

In re The Groves in Lincoln, Inc.

Case No. 13-11329

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Centralized Insolvency Operation Internal Revenue Service P.O. Box 7346 Philadelphia, PA 19101-7346			Taxes				Unknown	Unknown
Account No. LINC0L004 Lincoln, Town of 16 Lincoln Road Lincoln, MA 01773			Taxes				Unknown	Unknown
Account No. MA Dept. of Revenue Attn: John L. Giamattei Bankruptcy Unit P.O. Box 9564 Boston, MA 02114-9564			Taxes				Unknown	Unknown
Account No. MA Division of Unemployment Assistance Charles F. Hurley Building 19 Staniford Street Boston, MA 02114			Taxes				Unknown	Unknown
Account No. SUDBUR001 Town Of Sudbury 278 Old Sudbury Road Sudbury, MA 01776			Taxes				Unknown	Unknown

Sheet 3 of 3 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal
(Total of this page)

Total
(Report on Summary of Schedules)

0.00	0.00
27,041.19	111,354.15
138,395.34	111,354.15

B6F (Official Form 6F) (12/07)

In re The Groves in Lincoln, Inc.

Case No. 13-11329

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. ACESER001 Ace Service Company Inc 95 Hampton Ave Needham Heights, MA 02494		-				694.28
Account No. AHEARN001 Ahearn Equipment 460 Main St Spencer, MA 01562		-				4,151.25
Account No. AIRGAS001 Airgas East P.O. Box 827049 Philadelphia, PA 19182-7049		-				121.46
Account No. ATLANT001 Atlantic Charter P.O. Box 3127 Boston, MA 02241-3127		-				1,751.00
Subtotal (Total of this page)						6,717.99

10 continuation sheets attached

In re The Groves in Lincoln, Inc. Case No. 13-11329
Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. BULBS001 Bulbs.com 243 Stafford Street Worcester, MA 01603		-	Trade accounts payable				1,068.12	
Account No. CESINC001 CES Inc. 37 Ayer Road Unit 9 Littleton, MA 01460		-	Trade accounts payable				2,897.16	
Account No. CHEFW001 Chef Works, Inc. 12325 Kerran Street Poway, CA 92064		-	Trade accounts payable				42.05	
Account No. COCAC001 Coca-Cola Refreshments Needham Sales Center PO Box 4108 Boston, MA 02211-4108		-	Trade accounts payable				218.16	
Account No. COMMON002 Commonwealth Distributors PO Box 360 Burlington, MA 01803-3110		-	Trade accounts payable				313.12	
Sheet no. <u>1</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	4,538.61

In re The Groves in Lincoln, Inc. Case No. 13-11329
Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. DELPHI001 Delphi Construction 130 Overland Road Waltham, MA 02451		-	Trade accounts payable			9,488.00
Account No. xxxxxxx5072 Dept. of Environ. Protection Commonwealth Master Lockbox PO Box 3982 Boston, MA 02241-3982		-	11-16-12			1,054.35
Account No. DURSO001 Durso, Suzette 10 Old Sudbury Road Lincoln, MA 01773		-	Trade accounts payable			97.50
Account No. FEDERA002 Federal Express P.O.Box 371461 Pittsburgh, PA 15250-7461		-	Trade accounts payable			313.42
Account No. FILTER001 Filter Sales & Service 15 Adams Street Burlington, MA 01803-4916		-	Trade accounts payable			33.24
Sheet no. <u>2</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	10,986.51

In re The Groves in Lincoln, Inc. Case No. 13-11329
Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. GRANG001 Grainger Dept. 880457387 Palatine, IL 60038-0001		-	Trade accounts payable				424.65	
Account No. HARRIS001 Harris, Leonard 26 Sunrise Drive Breadford, MA 01835		-	Trade accounts payable				340.00	
Account No. HOMED001 Home Depot PO Box 183175 Dept 32-2139283455 Columbus, OH 43218-3175		-	Trade accounts payable				604.98	
Account No. HOWSE001 Howse Corporation 197 Main Street Suite 102 North Reading, MA 01864		-	Trade accounts payable				1,799.82	
Account No. Howse Corporation, Inc. 197 Main Street Suite 102 North Reading, MA 01864		-	Service Agreement for Johnson Metasys Control System 2013-2014				204.12	
Sheet no. <u>3</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	3,373.57

In re The Groves in Lincoln, Inc. Case No. 13-11329
Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. JWLOP001 J. W. Lopes 128 Carter Street Chelsea, MA 02150		-	Trade accounts payable				91.93	
Account No. KONICA002 Konica Minolta Premier P.O. Box 41602 Philadelphia, PA 19101-1602		-	Trade accounts payable				173.91	
Account No. LALICA001 Lalicata Landscape Products 33 Ryder Street Arlington, MA 02476		-	Trade accounts payable				1,345.00	
Account No. MARTIN001 Martino & Binzer 270 Farmington Avenue Suite 128 Farmington, CT 06032		-	Trade accounts payable				776.80	
Account No. Masonic Health System of Massachusetts, Inc. Attn: David C. Turner 88 Masonic Home Road Charlton, MA 01507		-	Management Agreement dated November 24, 2009				545,763.63	
Sheet no. <u>4</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	548,151.27

In re The Groves in Lincoln, Inc. Case No. 13-11329
Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Masonic Health System of Massachusetts, Inc. Attn: David C. Turner 88 Masonic Home Road Charlton, MA 01507	-		Subordinated Loan Agreement dated November 1, 2009 including Interest and Deferred Development Fee			12,453,222.22
Account No. Masonic Health System of Massachusetts, Inc. Attn: David C. Turner 88 Masonic Home Road Charlton, MA 01507	-		Advances Against Liquidity Support Agreement dated November 1, 2009			2,466,268.15
Account No. Masonic Health System of Massachusetts, Inc. Attn: David C. Turner 88 Masonic Home Road Charlton, MA 01507	-		Other Advances			1,260,660.36
Account No. MUIRF001 Muirfield Mechancial Services 80 Littlefield Road Boxborough, MA 01719	-		Trade accounts payable			465.00
Account No. NECOFF001 New England Coffee Co. 100 Charles Street Malden, MA 02148	-		Trade accounts payable			361.50
Subtotal (Total of this page)						16,180,977.23

Sheet no. 5 of 10 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re The Groves in Lincoln, Inc. Case No. 13-11329
Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. New England Deaconess Association Abundant Life Communities, Inc. 80 Deaconess Rd. Concord, MA 01742	-		Subordinated Loan Agreement dated November 1, 2009, including Interest and Deferred Development Fee			3,990,805.47
Account No. NORTHE001 Northeast Cutlery 244 Ash Street Reading, MA 01867	-		Trade accounts payable			72.00
Account No. OVERHD001 Overhead Door Company of Danvers 2 DeBush Avenue Unit A6 Middleton, MA 01949	-		Trade accounts payable			1,196.50
Account No. PITTSB001 Pittsburgh Paints PO Box 536864 Atlanta, GA 02494	-		Trade accounts payable			698.36
Account No. POLAND001 Poland Springs PO Box 856192 Louisville, KY 40285-6192	-		Trade accounts payable			123.37
Sheet no. <u>6</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	3,992,895.70

In re The Groves in Lincoln, Inc., Debtor Case No. 13-11329

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. PRODUC001 Production Resources 66 Oxford Street Somerville, MA 02143		-	Trade accounts payable			2,215.67
Account No. PURQU001 Puraqua Pool Service 56 Emerson Road Po Box 541515 Waltham, MA 02454		-	Trade accounts payable			154.59
Account No. RBC Capital Markets, LLC 677 Broadway Suite 707 Albany, NY 12207		-	Agreement	X		Unknown
Account No. SAVETH001 Save That Stuff Inc 200 Terminal Street Charlestown, MA 02129		-	Trade accounts payable			110.48
Account No. SIGNET001 Signet Electronic Systems Inc 106 Longwater Drive Norwell, MA 02061		-	Trade accounts payable			1,816.96
Subtotal (Total of this page)						4,297.70

Sheet no. 7 of 10 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re The Groves in Lincoln, Inc. Case No. 13-11329
Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. STANL001 Stanley Elevator Company Inc PO Box 843 Nashua, NH 03061		-	Trade accounts payable				688.20	
Account No. STANL003 Stanley Steemer of Boston PO Box 195 Marlboro, MA 01752		-	Trade accounts payable				179.00	
Account No. STELLA001 Stellar Private Cable Systems 975 East Tallmadge Avenue Akron, OH 44310		-	Trade accounts payable				0.04	
Account No. SUPREM001 Supreme Industrial Products In 490A Constitution Drive Taunton, MA 02780		-	Trade accounts payable				584.73	
Account No. SWANS001 Swanson Buick-GMC Truck Inc. Old Powder Mill Road Concord, MA 01742-4698		-	Trade accounts payable				103.22	
Sheet no. <u>8</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	1,555.19

In re The Groves in Lincoln, Inc. Case No. 13-11329
Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. TIGHE001 Tighe & Bond 53 Southampton Road Westfeld, MA 01085-5308		-	Trade accounts payable			759.00
Account No. Town of Lincoln Water Department 16 Lincoln Rd. Lincoln, MA 01773-6353		-				1,510.86
Account No. TUCKS001 Tuck's Trucks, Inc. 244 Washington Street Hudson, MA 01749		-	Trade accounts payable			47.00
Account No. WBMASO001 W.B. Mason Company, Inc. P.O. Box 55840 Boston, MA 02205		-	Trade accounts payable			574.41
Account No. WHITEW001 Whitewater Inc. C/O R.H. White Construction Co 41 Central Street Auburn, MA 01501		-	Trade accounts payable			2,669.49
Sheet no. <u>9</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	5,560.76

B6F (Official Form 6F) (12/07) - Cont.

In re The Groves in Lincoln, Inc. Case No. 13-11329
Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. Willco Sales and Service Inc. PO Box 32003 Fairfield, CT 06825		-	Trade accounts payable			273.06	
Account No.							
Account No.							
Account No.							
Account No.							
Sheet no. <u>10</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	273.06
						Total (Report on Summary of Schedules)	20,759,327.59

In re The Groves in Lincoln, Inc.

Case No. 13-11329

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<p>Alden, Vernon 5 Russet Court 5-C Lincoln, MA 01773</p>	<p>Residency Agreement</p>
<p>American Medical Alert Corp 36-36 33rd Street Suite B100 Long Island City, NY 11106</p>	<p>Standard Form of Agreement between Contractor and Subcontractor dated April 7, 2010 re The Groves in Lincoln American Medical Alert Corp. Nurse Call System</p>
<p>Bernstein, Alvin and Leila One Harvest Circle 123S Lincoln, MA 01773</p>	<p>Residency Agreement</p>
<p>Boday, Caroline One Harvest Circle 204S Lincoln, MA 01773</p>	<p>Residency Agreement</p>
<p>Breiter, Patricia One Harvest Circle 015-S Lincoln, MA 01773</p>	<p>Residency Agreement</p>
<p>Burt, William One Harvest Circle 003S Lincoln, MA 01773</p>	<p>Residency Agreement</p>
<p>Canfield, Jane One Harvest Circle 337-S Lincoln, MA 01773</p>	<p>Residency Agreement</p>
<p>Cantlin, Antoinette One Harvest Circle 104-S Lincoln, MA 01773</p>	<p>Residency Agreement</p>
<p>Caras, Ophair and Florence One Harvest Circle 113-S Lincoln, MA 01773</p>	<p>Residency Agreement</p>

In re The Groves in Lincoln, Inc.

Case No. 13-11329

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Carlson, Doris 100 Russet Court Unit # F-210 Lincoln, MA 01773	Rental Agreement
Casazza, Stanley One Harvest Circle 236-S Lincoln, MA 01773	Residency Agreement
Caswell, Carol 29 Harvest Circle 29C Lincoln, MA 01773	Residency Agreement
Chu, Loretta 25 Harvest Circle 25C Lincoln, MA 01773	Residency Agreement
Close, Richard & Tilly One Harvest Circle 110-S Lincoln, MA 01773	Residency Agreement
Cohen, Rhoda One Harvest Circle 313-S Lincoln, MA 01773	Residency Agreement
Connelly, Robert One Harvest Circle 315S Lincoln, MA 01773	Residency Agreement
Cooper, Ronna One Harvest Circle 229S Lincoln, MA 01773	Residency Agreement
Crawford, James & Linda 11 Russet Court 11C Lincoln, MA 01773	Residency Agreement
Crowther, Thomas & Susan 100 Russet Court 108-F Lincoln, MA 01773	Residency Agreement

In re The Groves in Lincoln, Inc.

Case No. 13-11329

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Dalrymple, George One Harvest Circle 326-S Lincoln, MA 01773	Residency Agreement
Deaconess Abundant Life Communities, Inc. - Newbury Court 80 Deaconess Rd. Concord, MA 01742	Agreement for Skilled Nursing Services
Delphi Construction 130 Overland Road Waltham, MA 02451	Standard Form of Agreement between Contractor and Subcontractor dated April 7, 2010 re The Groves in Lincoln American Medical Alert Corp. Nurse Call System
DIMA Litvak Corporation 21 Cocasset Street Suite #1 Foxboro, MA 02035	Grand-PM Software Service Contract
Djourp, Frans & Marcia One Harvest Circle 028-S Lincoln, MA 01773	Residency Agreement
Dobrow, Alan & Vicky One Harvest Circle 325-S Lincoln, MA 01773	Residency Agreement
Doran, Marie One Harvest Circle 230S Lincoln, MA 01773	Residency Agreement
Edwin & Marjorie Potter One Harvest Circle Unit # R-031-S Lincoln, MA 01773	Residency Agreement
EGA, PC 12 Auburn Street Newburyport, MA 01950	Standard Form of Agreement between Contractor and Subcontractor dated April 7, 2010 re The Groves in Lincoln American Medical Alert Corp. Nurse Call System
eGlobal ATM, LLC 854 West 450 North # 4 Kaysville, UT 84037	ACH Authorization Agreement, dated 6/21/10
eGlobal ATM, LLC 854 West 450 North # 4 Kaysville, UT 84037	ATM Operator and Processing Agreement, dated 6/21/10

In re The Groves in Lincoln, Inc.

Case No. 13-11329

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Erlich, Helen One Harvest Circle 112-S Lincoln, MA 01773	Residency Agreement
Esserian, Armen One Harvest Circle 233-S Lincoln, MA 01773	Residency Agreement
Evans, Ben & Phyllis 100 Russet Court Unit # F-203 Lincoln, MA 01773	Rental Agreement
Ferguson, Frank & Mitzi 26 Harvest Circle 26-C Lincoln, MA 01773	Residency Agreement
Fernald, Eleanor One Harvest Circle 226-S Lincoln, MA 01773	Residency Agreement
Frumkin, Jean 100 Russet Court Unit # F-103 Lincoln, MA 01773	Rental Agreement
Gallitano, Eleanor and Alphonse One Harvest Circle 128-S Lincoln, MA 01773	Residency Agreement
Ganley, Dave & Elmina One Harvest Circle 113S Lincoln, MA 01773	Residency Agreement
Gerrig, Edward & Bernice One Harvest Circle 007-S Lincoln, MA 01773	Residency Agreement
Gilman, John One Harvest Circle 216S Lincoln, MA 01773	Residency Agreement

In re The Groves in Lincoln, Inc.

Case No. 13-11329

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Gomberg, Sydelle One Harvest Circle 103S Lincoln, MA 01773	Residency Agreement
Goodman, Harry & Dorothy 30 Harvest Circle 30C Lincoln, MA 01773	Residency Agreement
Greenfield, Martin and Barbara One Harvest Circle 218-S Lincoln, MA 01773	Residency Agreement
Greenscape Land Design Inc 100 Revolutionary Drive East Taunton, MA 02718	Commercial Maintenance Contract Agreement dated 9-18-12
Gudiz, Elias & Edith 100 Russet Court Unit # F-201 Lincoln, MA 01773	Rental Agreement
Harris, Neville & Helen One Harvest Circle 011-R Lincoln, MA 01773	Residency Agreement
Harrison, Parker & Eleanor 100 Russet Court Unit # F-105 Lincoln, MA 01773	Rental Agreement
Hearthstone Alzheimer Care, Ltd. c/o Daniel Colucci 130 New Boston Street Suite 103 Woburn, MA 01801	Commercial Lease
Hester, Mary One Harvest Circle 223-S Lincoln, MA 01773	Residency Agreement
Howse Corporation, Inc. 197 Main Street Suite 102 North Reading, MA 01864	Service Agreement for Johnson Metasys Control System 2013-2014

In re The Groves in Lincoln, Inc.

Case No. 13-11329

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Hubel, Dave and Elmina 54 Jonathan Court 54-C Lincoln, MA 01773	Residency Agreement
Jacobs, Caroline One Harvest Circle 033S Lincoln, MA 01773	Residency Agreement
Janes, Ann One Harvest Circle 301-S Lincoln, MA 01773	Residency Agreement
Johannessen, Astrid One Harvest Circle 201S Lincoln, MA 01773	Residency Agreement
Kadre Health Solutions 220 Reservoir Street #25 Needham, MA 02494	Letter Agreement between The Groves in Lincoln and Kadre Health Solutions, Inc. dated December 20, 2011
Kerns, Charles & Nora 100 Russet Court Unit # F-204 Lincoln, MA 01773	Rental Agreement
Lacy, Ann One Harvest Circle 114S Lincoln, MA 01773	Residency Agreement
Lane, Kathleen One Harvest Circle 225S Lincoln, MA 01773	Residency Agreement
Lerner, Herbert & Rose One Harvest Circle 010-S Lincoln, MA 01773	Residency Agreement
Libby, Marjorie 100 Russet Court Unit # F-310 Lincoln, MA 01773	Rental Agreement

In re The Groves in Lincoln, Inc.

Case No. 13-11329

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<p>Lin, Betty One Harvest Circle 235-S Lincoln, MA 01773</p>	<p>Residency Agreement</p>
<p>MacDonald, Ruby One Harvest Circle 321-S Lincoln, MA 01773</p>	<p>Residency Agreement</p>
<p>Malcolm, Geraldine 12 Russet Court 12-C Lincoln, MA 01773</p>	<p>Residency Agreement</p>
<p>Marshall & Ilsley Trust Company N.A. 11270 West Park Place Suite 400 Attn: Mark Cashion, VP Milwaukee, WI 53224</p>	<p>Account Control Agreement dated December 1, 2009</p>
<p>Masonic Health System of Massachusetts, Inc. Attn: David C. Turner 88 Masonic Home Road Charlton, MA 01507</p>	<p>Management Agreement dated November 24, 2009</p>
<p>Masonic Health System of Massachusetts, Inc. Attn: David C. Turner 88 Masonic Home Road Charlton, MA 01507</p>	<p>Members Agreement effective November 23, 2009</p>
<p>Masterpiece Living, LLC 11360 North Jog Road Suite # 102 Palm Beach Gardens, FL 33418</p>	<p>Business Associate Agreement effective as of April 1, 2010</p>
<p>Masterpiece Living, LLC 11360 North Jog Road Suite # 102 Palm Beach Gardens, FL 33418</p>	<p>Masterpiece Living Confidentiality and License Agreement, dated April 1, 2010</p>
<p>Matson, Leslie & Mary One Harvest Circle 221-R Lincoln, MA 01773</p>	<p>Residency Agreement</p>
<p>MetaBank 5501 S. Broadband Lane Sioux Falls, SD 57108</p>	<p>ATM Operator and Processing Agreement, dated 6/21/10</p>

In re The Groves in Lincoln, Inc.

Case No. 13-11329

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
MetaBank 5501 South Broadland Lane Sioux Falls, SD 57108	Bank Sponsorship ATM Operator Application and Agreement
Meyer, Sarah One Harvest Circle 338-S Lincoln, MA 01773	Residency Agreement
Mitchell, Millicent One Harvest Circle 027-S Lincoln, MA 01773	Residency Agreement
Moore, Robert and Lynne 17 Russet Court 19-C Lincoln, MA 01773	Residency Agreement
Morrison, Robert & Gretchen 10 Russet Court 10-C Lincoln, MA 01773	Residency Agreement
Mutschler, Phyllis One Harvest Circle 106-S Lincoln, MA 01773	Residency Agreement
Neidorf, Edward & Rhoda One Harvest Circle 115S Lincoln, MA 01773	Residency Agreement
New England Deaconess Association Abundant Life Communities, Inc. 80 Deaconess Rd. Concord, MA 01742	Development Services Agreement dated October 26, 2007
New England Deaconess Association Abundant Life Communities, Inc. 80 Deaconess Rd. Concord, MA 01742	Members Agreement effective November 23, 2009
Newkirk, James & Barbara One Harvest Circle 217-S Lincoln, MA 01773	Residency Agreement
Nowak, Alfreda 100 Russet Court Unit # F-301 Lincoln, MA 01773	Rental Agreement

In re The Groves in Lincoln, Inc.

Case No. 13-11329

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Oberrender, Martha 21 Harvest Circle 21C Lincoln, MA 01773	Residency Agreement
Omnicap Group, LLC 139 Hermosa Avenue Hermosa Beach, CA 90254	Professional Services Agreement for Arbitrage Rebate Consulting and Compliance, dated November 16, 2009
Owen, Millard & Madeline One Harvest Circle 129-S Lincoln, MA 01773	Residency Agreement
Owens, William and Marjorie 28 Harvest Circle 28C Lincoln, MA 01773	Residency Agreement
Paylocity 3850 N. Wilke Road Arlington Heights, IL 60004	Paylocity Payroll Processing Contract, dated 8/30/10
Paylocity 3850 N. Wilke Road Arlington Heights, IL 60004	Paylocity Web Benefits Subscription Agreement dated 9/3/10
Peake, William One Harvest Circle 57-C Lincoln, MA 01773	Residency Agreement
Pietro Paolo, Patricia 100 Russet Court Unit # F-110 Lincoln, MA 01773	Rental Agreement
Pitney Bowes Global Financial P.O. Box 371887 Pittsburgh, PA 15250-7887	EZ Lease #6922447-001
Pollack, Herbert & Sandy One Harvest Circle 109-S Lincoln, MA 01773	Residency Agreement
Potter, Edwin & Marjorie One Harvest Circle 031-R Lincoln, MA 01773	Residency Agreement

In re The Groves in Lincoln, Inc.

Case No. 13-11329

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Prendiville, John and Mary One Harvest Circle 131-S Lincoln, MA 01773	Residency Agreement
Raamussen, Trudi 100 Russet Court Unit # F-202 Lincoln, MA 01773	Rental Agreement
Rabinovitz, Barbara 100 Russet Court Unit # F-303 Lincoln, MA 01773	Rental Agreement
RBC Capital Markets, LLC 677 Broadway Suite 707 Albany, NY 12207	Agreement
Read, William & Kathryn One Harvest Circle 302-R Lincoln, MA 01773	Residency Agreement
Reed, William & Beverly 23 Harvest Circle 23-C Lincoln, MA 01773	Residency Agreement
Rhoades, Ted & Anna Lou 7 Russet Court 7-C Lincoln, MA 01773	Residency Agreement
Richardson, Frederick & Ingemarie One Harvest Circle 004S Lincoln, MA 01773	Residency Agreement
Rinkoff, Pearl 100 Russet Court Unit # F-302 Lincoln, MA 01773	Rental Agreement
Robbins, Philip & Dorothy 8 Russet Court 8-C Lincoln, MA 01773	Residency Agreement

In re The Groves in Lincoln, Inc.

Case No. 13-11329

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Roth, James One Harvest Circle 212S Lincoln, MA 01773	Residency Agreement
Rourke, Renate One Harvest Circle 335S Lincoln, MA 01773	Residency Agreement
Rowe, Earle 100 Russet Court 102-F Lincoln, MA 01773	Residency Agreement
Rubel, Peter & Mary One Harvest Circle 232S Lincoln, MA 01773	Residency Agreement
Rubin, Lenora One Harvest Circle 228-R Lincoln, MA 01773	Residency Agreement
Scheff, Betty Jane One Harvest Circle 336-S Lincoln, MA 01773	Residency Agreement
Servi, Italo & Caroline One Harvest Circle 014-S Lincoln, MA 01773	Residency Agreement
Signet Electronic Systems Inc 106 Longwater Drive Norwell, MA 02061	Service Agreement (Fire/Sprinkler Testing) Agreement Number: WA-2345 dated 8/24/2011
Smith, Stewart & Marilyn One Harvest Circle 032-S Lincoln, MA 01773	Residency Agreement
Soloman, Stanley & Susan One Harvest Circle 231-S Lincoln, MA 01773	Residency Agreement
Stanley Elevator Company Inc PO Box 843 Nashua, NH 03061	Master Maintenance Agreement Traction and Hydraulic Elevators er Master Account No. 6034 dated 8/10/2011

In re The Groves in Lincoln, Inc.

Case No. 13-11329

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Stathacos, Leta 100 Russet Court Unit # F-309 Lincoln, MA 01773	Rental Agreement
Stellar Private Cable Systems, Inc. d/b/a Senior TV 815 E. Tallmadge Ave. Akron, OH 44310	Purchase Agreement
Stellar Private Cable Systems, Inc. d/b/a Senior TV 815 E. Tallmadge Ave. Akron, OH 44310	Satellite/Cable TV Programming Service & License Agreement
Stone, Marilyn One Harvest Circle 012-S Lincoln, MA 01773	Residency Agreement
Stone, Melvin & Shirley One Harvest Circle 324S Lincoln, MA 01773	Residency Agreement
Teresa Mitchell & Martha Sheehan 9 Russet Court 9-C Lincoln, MA 01773	Residency Agreement
The Apartments at the Groves, Inc. One Harvest Circle Lincoln, MA 01773	Ground Lease dated November 1, 2007, as Amended
The Apartments at the Groves, Inc. One Harvest Circle Lincoln, MA 01773	Subordination, Non-Disturbance and Attornment Agreement dated November 1, 2007
Tolman, Laurie & Sylvia One Harvest Circle 323S Lincoln, MA 01773	Residency Agreement
Vogel, Eleanor One Harvest Circle 134S Lincoln, MA 01773	Residency Agreement
Wagner, Cecil & Anita 100 Russet Court Unit # F-209 Lincoln, MA 01773	Rental Agreement

In re The Groves in Lincoln, Inc.

Case No. 13-11329

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Wallie, Miriam One Harvest Circle 127-S Lincoln, MA 01773	Residency Agreement
Wasco, Irene 100 Russet Court Unit # F-101 Lincoln, MA 01773	Rental Agreement
Wasserman, Herbert & Phyllis One Harvest Circle 111-S Lincoln, MA 01773	Residency Agreement
Weene, Marilyn One Harvest Circle 213S Lincoln, MA 01773	Residency Agreement
Wells Fargo Bank, National Association 10 Orms Street Suite 325 Attn: Kathleen Taddei, VP Providence, RI 02904	Account Control Agreement dated December 1, 2009
Whitewater Inc. C/O R.H. White Construction Co 41 Central Street Auburn, MA 01501	Services Agreement dated 1/31/2010
Winsten, Nancy One Harvest Circle 124-S Lincoln, MA 01773	Residency Agreement
Ziegler Capital Management, LLC 200 South Wacker Drive Suite 2000 Attn: Mike Sanders, VP Chicago, IL 60606	Account Control Agreement dated December 1, 2009
Ziegler Capital Management, LLC 200 South Wacker Drive Suite 2000 Chicago, IL 60606	Investment Advisory Contract dated December 1, 2009

In re The Groves in Lincoln, Inc.

Case No. 13-11329

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Masonic Health System of Massachusetts, Inc. 88 Masonic Home Rd. Charlton, MA 01507	Kubota Credit Corporation, U.S.A. P.O. Box 2429 Suwanee, GA 30024-9955
Overlook Masonic Health Center, Inc. 88 Masonic HOme Rd. Charlton, MA 01507	Terex Financial Services 200 Nyala Farm Road Westport, CT 06880

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_____ continuation sheets attached to Schedule of Codebtors

B6 Declaration (Official Form 6 - Declaration), (12/07)

United States Bankruptcy Court
District of Massachusetts

In re The Groves in Lincoln, Inc.

Debtor(s)

Case No. 13-11329
Chapter 11

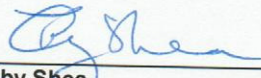
DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Financial Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 41 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date April 8, 2013

Signature



Toby Shea
Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

B7 (Official Form 7) (12/12)

**United States Bankruptcy Court
District of Massachusetts**

In re **The Groves in Lincoln, Inc.**

Debtor(s)

Case No. **13-11329**

Chapter **11**

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$947,662.80	2013 YTD: Total Revenues
\$4,100,830.62	2012: Total Revenues
\$3,199,308.71	2011: Total Revenues

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
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3. Payments to creditors

None **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
See attached schedule	various	\$1,249,637.19	\$0.00

None c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
See attached schedule	various	\$334,282.69	\$0.00

4. Suits and administrative proceedings, executions, garnishments and attachments

None a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
The Groves in Lincoln, Inc., f/d/b/a The Groves in Lincoln- Deaconess, Inc. v. Massachusetts Department of Transportation, Highway Division, f/k/a Massachusetts Department of Highways Civil Action No. 12-2434	Land Taking (eminent domain)	Middlesex Superior Court 200 Trade Center Woburn MA 01801	
John N. Morrissey v. The Groves in Lincoln, Inc.; New England Deaconess Association-Abundant Life Communities, Inc.; and Rev. Herbert Taylor	Implied Contract- Unjust Enrichment	Middlesex Superior Court 200 Trade Center Woburn MA 01801	Dismissed

None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Murtha Cullina LLP 99 High Street Boston, MA 02110	5/29/2012	\$200,000.00
Murtha Cullina LLP 99 High Street Boston, MA 02110	7/26/2012	\$56,667.48
Murtha Cullina LLP 99 High Street Boston, MA 02110	10/18/2012	\$157,580.99
Murtha Cullina LLP 99 High Street Boston, MA 02110	2/20/2013	\$61,636.38
Murtha Cullina LLP 99 High Street Boston, MA 02110	3/8/2013	\$250,000.00
Murtha Cullina LLP 99 High Street Boston, MA 02110	3/11/2013	\$126,887.45
Verdolino & Lowey PC Pine Brook Office Park 124 Washington St. Foxboro, MA 02035	12/5/2012	\$50,000.00
Verdolino & Lowey PC Pine Brook Office Park 124 Washington St. Foxboro, MA 02035	3/8/2013	\$50,000.00
Verdolino & Lowey PC Pine Brook Office Park 124 Washington St. Foxboro, MA 02035	3/11/2013	\$23,397.00

10. Other transfers

None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
Sovereign Bank 249 Main Street Southbridge, MA 01550	checking 13500179372	\$7,126.53 2.28.12

12. Safe deposit boxes

None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
Tenants of Apartments One Harvest Circle Lincoln, MA 01773	Apartments' Tenant Security Deposits valued at approximately \$34,001.42	TD Bank, N.A. account ending -0125

15. Prior address of debtor

None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

- None a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
The Apartments at the Groves, Inc.	26-0300696	One Harvest Circle Lincoln, MA 01773	Senior citizens housing/retirement community	current

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None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Adams, Kerrilee One Harvest Circle Lincoln, MA 01773	1/31/2011 - 8/26/2011
Bower, Lori One Harvest Circle Lincoln, MA 01773	4/30/2010 - current
Curran, Patty One Harvest Circle Lincoln, MA 01773	11/1/2011 - current
Fletcher, Laurie One Harvest Circle Lincoln, MA 01773	11/1/2009 - current
Jones, Pamela One Harvest Circle Lincoln, MA 01773	11/1/2009 - current
Morgan, Barbara One Harvest Circle Lincoln, MA 01773	11/1/2009 - 1/30/2011, 8/27/2011 - 11/1/2011
Palleschi, Ray One Harvest Circle Lincoln, MA 01773	11/1/2009 - current
Shea, Toby One Harvest Circle Lincoln, MA 01773	11/1/2009 - current
Stevens, Holly One Harvest Circle Lincoln, MA 01773	11/1/2009 - current

None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
Feeley and Driscoll, PC	200 Portland Street Boston, MA 02114-1709	2009, 2010, 2011

None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME
Jones, Pamela

Stevens, Holly

ADDRESS
**One Harvest Circle
Lincoln, MA 01773**

**One Harvest Circle
Lincoln, MA 01773**

None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS
Applebaum, Aaron
aama@capgroup.com

DATE ISSUED

Bertucci, Bob
rbertucci@oppenheimerfunds.com

Blais, Marjorie
marjorie.blais@prudential.com

Bode, Brad
bwb@americancentury.com

Caponi, Gene
gene.caponi@db.com

Castleberry, Amy M. CFA
acastleberry@ziegler.com

Clark, Andy
andrew.clark@nuveen.com

Dallatore, Mary
mary.dallatore@wellsfargo.com

Dennehy, Matthew
mdennehy@mfs.com

EMMA
EMMA.msrb.org

monthly since November 2009

Farrington, Chad
chad.farrington@columbiamanagement.com

Feldstein, Sylvan
sylvan_feldstein@glic.com

Hermann, Dan
dhermann@ziegler.com

Hruska-Claeys, Lucinda
Lucinda.hruska-claey@wellsfargo.com

Kerber, John
jkerber@federatedinv.com

Klempner, Seth
sklempner@lordabbett.com

Maloney, Edward
emaloney@manulifeam.com

Mileszko, Gayl
gmileszko@braintreecapital.com

Nelmark, Eric
etn@sitinvest.com

Nelson, Doug
denelson@waddel.com

Pollard, Gerard
gerard.pollard@invesco.com

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NAME AND ADDRESS

DATE ISSUED

Pynchon, Timothy
timothy.pynchon@pioneerinvest.com

Richardson, Kristen
kristen_richardson@putnam.com

Robertson, Keith
krobertson@ziegler.com

Sales, Dianne
dsales@manulifeam.com

Shakoor, Susan
sshakoor@nedeaconess.com

Taylor, Herb
htaylor@nedeaconess.com

Van Roden, Jake
jvanroden@delinvest.com

Wells Fargo
123 South Broad Street
Ste 1500
Philadelphia, PA 19109

monthly since November 2009

Ziegler Surveillance Dept
zieglersurveillancedept@ziegler.com

20. Inventories

- None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
December 31, 2011	Mike Spector	\$5,637.30 cost

- None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
December 31, 2011	Holly Stevens One Harvest Circle Lincoln, MA 01773

21. Current Partners, Officers, Directors and Shareholders

- None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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- None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Gleason, Phyllis One Harvest Circle Lincoln, MA 01773	Officer and Director	
Jackson, Ronald E. One Harvest Circle Lincoln, MA 01773	Officer, Director and Clerk	

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NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Jolly, Robert One Harvest Circle Lincoln, MA 01773	Officer and Director	
Jones, Pamela One Harvest Circle Lincoln, MA 01773	Treasurer and Director	
LaLiberte, Donald One Harvest Circle Lincoln, MA 01773	Officer and Director	
Leone, Roy J. One Harvest Circle Lincoln, MA 01773	Officer and Director	
Nichols, Eugene B. One Harvest Circle Lincoln, MA 01773	Officer and Director	
Russell, Mason W. One Harvest Circle Lincoln, MA 01773	Officer and Director	
Smith, Jr., Lawrence J. One Harvest Circle Lincoln, MA 01773	Officer and Director	
Stewart, Richard J. One Harvest Circle Lincoln, MA 01773	Chairman of the Board of Directors	
Taylor, Herbert One Harvest Circle Lincoln, MA 01773	Officer and Director	
Turner, David One Harvest Circle Lincoln, MA 01773	Chief Executive Officer	

22 . Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
Stark, Thomas One Harvest Circle Lincoln, MA 01773	Former Director	January 16, 2013

23 . Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

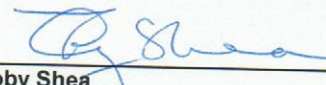
TAXPAYER IDENTIFICATION NUMBER (EIN)

Masonic Health System of Massachusetts, Inc. and Grand Lodge of Masons in Massachusetts Defined Contribution Plan **04-3515688**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date April 8, 2013

Signature 
Toby Shea
Chief Financial Officer

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

Date	Num	Name	Memo	Disbursements
12/13/2012	4447	Callahan, Elizabeth	Computer Checks	\$ 4,985.00
12/18/2012	4451	Callahan, Elizabeth	Computer Checks	\$ 4,265.50
1/3/2013	4490	Callahan, Elizabeth	Computer Checks	\$ 1,068.50
1/17/2013	4539	Callahan, Elizabeth	Computer Checks	\$ 1,288.00
1/28/2013	4585	Callahan, Elizabeth	Computer Checks	\$ 4,226.00
2/6/2013	4602	Callahan, Elizabeth	Computer Checks	\$ 1,618.00
		Callahan, Elizabeth Total		\$ 17,451.00
2/21/2013	4673	Cavanaugh Tocci Associates Inc	Computer Checks	\$ 19,293.81
		Cavanaugh Tocci Associates Inc Total		\$ 19,293.81
12/27/2012	4472	Delphi Construction	Computer Checks	\$ 100,084.16
2/6/2013	4610	Delphi Construction	Computer Checks	\$ 747.00
		Delphi Construction Total		\$ 100,831.16
1/3/2013	4495	Earthlink Business	Computer Checks	\$ 2,966.38
1/23/2013	4571	Earthlink Business	Computer Checks	\$ 3,516.80
2/27/2013	4687	Earthlink Business	Computer Checks	\$ 2,798.73
3/11/2013	PYT512009464-3	Earthlink Business		\$ 701.00
3/11/2013	PYT512009465-0	Earthlink Business		\$ 1,100.00
		Earthlink Business Total		\$ 11,082.91
3/11/2013	WIRETRNSFR31113-4	Feeley & Driscoll P.C.		\$ 13,115.00
		Feeley & Driscoll P.C. Total		\$ 13,115.00
1/17/2013	4544	Fremont Printing, Inc	Computer Checks	\$ 7,389.12
2/20/2013	4653	Fremont Printing, Inc	Computer Checks	\$ 2,696.00
		Fremont Printing, Inc Total		\$ 10,085.12
12/12/2012	4426	J. W. Lopes	Computer Checks	\$ 518.34
12/18/2012	4454	J. W. Lopes	Computer Checks	\$ 1,536.07
12/27/2012	4475	J. W. Lopes	Computer Checks	\$ 244.12
1/3/2013	4500	J. W. Lopes	Computer Checks	\$ 858.72
1/7/2013	4524	J. W. Lopes	Computer Checks	\$ 1,812.17
1/23/2013	4574	J. W. Lopes	Computer Checks	\$ 996.00
1/28/2013	4588	J. W. Lopes	Computer Checks	\$ 740.17
2/6/2013	4614	J. W. Lopes	Computer Checks	\$ 1,329.91
2/13/2013	4637	J. W. Lopes	Computer Checks	\$ 1,195.36
2/20/2013	4657	J. W. Lopes	Computer Checks	\$ 983.32
2/27/2013	4689	J. W. Lopes	Computer Checks	\$ 993.18
3/11/2013	PYT512009467-6	J. W. Lopes		\$ 2,558.61
		J. W. Lopes Total		\$ 13,765.97
12/14/2012	WDL000001114	John Hancock	401K payroll withdrawals	\$ 2,284.60
12/27/2012	WDL000001141	John Hancock	401K payroll withholding	\$ 153.45
12/27/2012	WDL000001142	John Hancock	401K payroll withholding	\$ 1,689.40
1/10/2013	WDL000001176	John Hancock	401 Payroll deductions	\$ 2,333.85
1/22/2013	WDL000001200	John Hancock	401K payroll deductions	\$ 3,245.41
2/4/2013	WDL000001220	John Hancock	401K payroll deductions	\$ 3,066.20
2/19/2013	WDL000001258	John Hancock	401K Payroll deductions	\$ 2,785.38
3/4/2013	WDL000001285	John Hancock	401K Payroll deductions	\$ 2,784.92
		John Hancock Total		\$ 18,343.21
12/12/2012	4428	Lincoln, Town of	Computer Checks	\$ 50.00
12/18/2012	4455	Lincoln, Town of	Computer Checks	\$ 6,746.55
2/20/2013	4658	Lincoln, Town of	Computer Checks	\$ 828.75
2/21/2013	4676	Lincoln, Town of	Computer Checks	\$ 255.00
		Lincoln, Town of Total		\$ 7,880.30
1/17/2013	4552	M. Leger Renovation, Inc	Computer Checks	\$ 6,750.00
		M. Leger Renovation, Inc Total		\$ 6,750.00
12/12/2012	4429	Martino & Binzer	Computer Checks	\$ 21,233.04
12/18/2012	4456	Martino & Binzer	Computer Checks	\$ 2,175.00
12/27/2012	4476	Martino & Binzer	Computer Checks	\$ 15,126.15
1/17/2013	4551	Martino & Binzer	Computer Checks	\$ 4,957.51
		Martino & Binzer Total		\$ 43,491.70
12/27/2012	4477	National Grid	Computer Checks	\$ 6,942.87
1/3/2013	4505	National Grid	Computer Checks	\$ 391.57
1/23/2013	4575	National Grid	Computer Checks	\$ 10,537.46
2/6/2013	4618	National Grid	Computer Checks	\$ 27,341.04
2/27/2013	4692	National Grid	Computer Checks	\$ 9,575.08
3/11/2013	PYT512009470-0	National Grid		\$ 41,389.90
		National Grid Total		\$ 96,177.92
1/7/2013	4527	Nixon Peabody LLP	Computer Checks	\$ 6,776.00

Date	Num	Name	Memo	Disbursements
		Nixon Peabody LLP Total		\$ 6,776.00
12/12/2012	4435	Nstar Electric	Computer Checks	\$ 15,518.87
1/17/2013	4555	Nstar Electric	Computer Checks	\$ 17,057.12
2/21/2013	4679	Nstar Electric	Computer Checks	\$ 17,232.01
3/11/2013	PYT512009472-6	Nstar Electric		\$ 22,500.00
		Nstar Electric Total		\$ 72,308.00
12/11/2012	PAYROLL10132	Paylocity	Payroll Manual check #10132	\$ 1,017.23
12/18/2012	WDL000001121	Paylocity	Billing	\$ 129.30
12/18/2012	WDL000001122	Paylocity	Taxes - Emp Appr	\$ 4,645.91
12/18/2012	WDL000001123	Paylocity	Net pay - Emp Appr	\$ 17,233.05
12/20/2012	WDL000001130	Paylocity	Child Support	\$ 280.00
12/20/2012	WDL000001131	Paylocity	Net Pay	\$ 4,982.42
12/20/2012	WDL000001132	Paylocity	Taxes	\$ 15,323.55
12/20/2012	WDL000001133	Paylocity	Net Pay	\$ 36,204.28
12/21/2012	WDL000001139	Paylocity	billing	\$ 317.20
12/28/2012	WDL000001149	Paylocity	Billing	\$ 106.90
1/3/2013	WDL000001150	Paylocity	Net Pay	\$ 40,382.99
1/3/2013	WDL000001151	Paylocity	Taxes	\$ 18,653.31
1/3/2013	WDL000001152	Paylocity	Net Pay	\$ 4,787.83
1/3/2013	WDL000001153	Paylocity	Child Support	\$ 280.00
1/4/2013	WDL000001155	Paylocity	Billing	\$ 148.40
1/17/2013	WDL000001187	Paylocity	Child support	\$ 280.00
1/17/2013	WDL000001188	Paylocity	Net pay	\$ 5,217.11
1/17/2013	WDL000001189	Paylocity	taxes	\$ 21,139.19
1/17/2013	WDL000001190	Paylocity	Net Pay	\$ 43,648.41
1/18/2013	WDL000001195	Paylocity	Billing	\$ 292.40
1/22/2013	WDL000001207	Paylocity	Tax - 4th qtr 2012	\$ 39.97
1/31/2013	WDL000001214	Paylocity	Child support	\$ 280.00
1/31/2013	WDL000001215	Paylocity	Net Pay	\$ 6,613.03
1/31/2013	WDL000001216	Paylocity	Taxes	\$ 19,934.29
1/31/2013	WDL000001217	Paylocity	Net Pay	\$ 39,618.25
2/1/2013	WDL000001219	Paylocity	Billing	\$ 146.80
2/14/2013	WDL000001244	Paylocity	Child Support	\$ 280.00
2/14/2013	WDL000001245	Paylocity	Net Pay	\$ 5,187.60
2/14/2013	WDL000001246	Paylocity	Taxes	\$ 20,412.75
2/14/2013	WDL000001247	Paylocity	Net Pay	\$ 42,021.32
2/15/2013	WDL000001255	Paylocity	Billing	\$ 619.60
2/28/2013	WDL000001274	Paylocity	Child Support	\$ 280.00
2/28/2013	WDL000001275	Paylocity	Net pay	\$ 5,872.72
2/28/2013	WDL000001276	Paylocity	Taxes	\$ 21,474.18
2/28/2013	WDL000001277	Paylocity	Net Pay	\$ 44,158.86
3/1/2013	WDL000001284	Paylocity	Billing	\$ 146.80
		Paylocity Total		\$ 422,155.65
12/18/2012	4458	Perkins	Computer Checks	\$ 515.91
12/27/2012	4480	Perkins	Computer Checks	\$ 575.89
1/17/2013	4557	Perkins	Computer Checks	\$ 3,621.88
1/23/2013	4578	Perkins	Computer Checks	\$ 445.49
2/27/2013	4698	Perkins	Computer Checks	\$ 1,197.56
3/11/2013	PYT512009475-9	Perkins		\$ 1,246.06
		Perkins Total		\$ 7,602.79
12/12/2012	4438	R & M Prov. Co.	Computer Checks	\$ 623.00
12/18/2012	4460	R & M Prov. Co.	Computer Checks	\$ 640.27
1/3/2013	4510	R & M Prov. Co.	Computer Checks	\$ 480.08
1/7/2013	4529	R & M Prov. Co.	Computer Checks	\$ 763.69
1/23/2013	4579	R & M Prov. Co.	Computer Checks	\$ 240.80
1/28/2013	4591	R & M Prov. Co.	Computer Checks	\$ 1,461.47
2/6/2013	4624	R & M Prov. Co.	Computer Checks	\$ 1,078.44
2/13/2013	4643	R & M Prov. Co.	Computer Checks	\$ 644.32
2/27/2013	4700	R & M Prov. Co.	Computer Checks	\$ 859.54
3/11/2013	PYT512009479-1	R & M Prov. Co.		\$ 4,000.00
		R & M Prov. Co. Total		\$ 10,791.61
2/13/2013	4642	Rasky Baerlein	Computer Checks	\$ 10,300.00
3/11/2013	WIRETRNSFR31113-1	Rasky Baerlein		\$ 20,600.00
		Rasky Baerlein Total		\$ 30,900.00
1/2/2013	4485	RBC Capital Markets	Computer Checks	\$ 50,000.00

Date	Num	Name	Memo	Disbursements
2/6/2013	4623	RBC Capital Markets	Computer Checks	\$ 50,000.00
3/11/2013	WIRETRNSFR31113	RBC Capital Markets		\$ 50,000.00
		RBC Capital Markets Total		\$ 150,000.00
12/18/2012	4461	Save That Stuff Inc	Computer Checks	\$ 2,308.45
1/17/2013	4558	Save That Stuff Inc	Computer Checks	\$ 1,253.94
2/21/2013	4681	Save That Stuff Inc	Computer Checks	\$ 2,123.73
3/11/2013	PYT512009480-9	Save That Stuff Inc		\$ 1,038.08
		Save That Stuff Inc Total		\$ 6,724.20
12/18/2012	4462	Stellar Private Cable Systems Inc	Computer Checks	\$ 3,175.94
1/23/2013	4580	Stellar Private Cable Systems Inc	Computer Checks	\$ 3,274.04
2/13/2013	4644	Stellar Private Cable Systems Inc	Computer Checks	\$ 3,274.04
2/20/2013	4664	Stellar Private Cable Systems Inc	Computer Checks	\$ 300.00
3/11/2013	PYT512009482-5	Stellar Private Cable Systems Inc		\$ 3,274.00
		Stellar Private Cable Systems Inc Total		\$ 13,298.02
12/12/2012	4443	Sysco	Computer Checks	\$ 2,411.25
12/18/2012	4464	Sysco	Computer Checks	\$ 1,356.56
12/27/2012	4483	Sysco	Computer Checks	\$ 3,520.37
1/3/2013	4514	Sysco	Computer Checks	\$ 2,093.02
1/7/2013	4532	Sysco	Computer Checks	\$ 734.83
1/17/2013	4562	Sysco	Computer Checks	\$ 3,232.12
1/23/2013	4581	Sysco	Computer Checks	\$ 2,821.13
1/28/2013	4593	Sysco	Computer Checks	\$ 2,140.69
2/6/2013	4632	Sysco	Computer Checks	\$ 3,207.19
2/13/2013	4646	Sysco	Computer Checks	\$ 3,011.36
2/20/2013	4666	Sysco	Computer Checks	\$ 1,382.06
2/27/2013	4703	Sysco	Computer Checks	\$ 2,638.34
3/11/2013	PYT512009484-1	Sysco		\$ 15,000.00
		Sysco Total		\$ 43,548.92
12/18/2012	4465	Transcanada Power Marketing LTD	Computer Checks	\$ 10,474.65
1/17/2013	4563	Transcanada Power Marketing LTD	Computer Checks	\$ 10,457.10
3/11/2013	PYT512009485-8	Transcanada Power Marketing LTD		\$ 26,643.61
		Transcanada Power Marketing LTD Total		\$ 47,575.36
2/13/2013	4648	Wells Fargo Bank	Computer Checks	\$ 35,614.54
2/20/2013	4667	Wells Fargo Bank	Computer Checks	\$ 3,910.00
		Wells Fargo Bank Total		\$ 39,524.54
12/18/2012	4468	Whitewater Inc.	Computer Checks	\$ 2,621.60
1/22/2013	4568	Whitewater Inc.	Computer Checks	\$ 5,290.00
1/23/2013	4582	Whitewater Inc.	Computer Checks	\$ 5,054.47
2/21/2013	4683	Whitewater Inc.	Computer Checks	\$ 5,290.00
2/27/2013	4704	Whitewater Inc.	Computer Checks	\$ 3,812.00
3/11/2013	PYT512009488-2	Whitewater Inc.		\$ 9,516.46
		Whitewater Inc. Total		\$ 31,584.53
1/28/2013	4595	Ziegler Lotsoff Capital Management LLC	Computer Checks	\$ 8,579.47
		Ziegler Lotsoff Capital Management LLC Total		\$ 8,579.47
		Grand Total		\$ 1,249,637.19

Date	Num	Name	Memo	Disbursements
3/20/2012	3494	Masonic Health Systems	Computer Checks	\$ 20,000.00
3/26/2012	3530	Masonic Health Systems	Computer Checks	\$ 14,000.00
4/17/2012	3609	Masonic Health Systems	Computer Checks	\$ 14,000.00
5/16/2012	3701	Masonic Health Systems	Computer Checks	\$ 14,000.00
6/12/2012	3794	Masonic Health Systems	Computer Checks	\$ 37,413.99
8/20/2012	4016	Masonic Health Systems	Computer Checks	\$ 14,542.45
8/28/2012	4033	Masonic Health Systems	Computer Checks	\$ 10,617.58
9/25/2012	4149	Masonic Health Systems	Computer Checks	\$ 13,511.80
10/31/2012	4247	Masonic Health Systems	Computer Checks	\$ 366.00
11/26/2012	4360	Masonic Health Systems	Computer Checks	\$ 15,429.83
12/5/2012	4382	Masonic Health Systems	Computer Checks	\$ 14,470.82
12/12/2012	4430	Masonic Health Systems	Computer Checks	\$ 14,470.82
1/7/2013	4525	Masonic Health Systems	Computer Checks	\$ 14,470.82
1/28/2013	4589	Masonic Health Systems	Computer Checks	\$ 12,267.00
2/6/2013	4615	Masonic Health Systems	Computer Checks	\$ 12,057.17
2/27/2013	4691	Masonic Health Systems	Computer Checks	\$ 10,019.05
3/11/2013	WIRETRSNFR31113	Masonic Health Systems		\$ 4,980.95
		Masonic Health Systems Total		\$ 236,618.28
3/12/2012	3472	Overlook Communities	Computer Checks	\$ 2,068.35
3/30/2012	3565	Overlook Communities	Computer Checks	\$ 2,399.71
5/7/2012	3670	Overlook Communities	Computer Checks	\$ 3,253.46
5/30/2012	3756	Overlook Communities	Computer Checks	\$ 2,642.21
6/26/2012	3848	Overlook Communities	Computer Checks	\$ 2,542.93
8/15/2012	3999	Overlook Communities	Computer Checks	\$ 2,628.08
9/4/2012	4066	Overlook Communities	Computer Checks	\$ 2,420.66
9/25/2012	4155	Overlook Communities	Computer Checks	\$ 2,722.23
11/6/2012	4248	Overlook Communities	Computer Checks	\$ 3,315.67
2/27/2013	4696	Overlook Communities	Computer Checks	\$ 5,057.93
		Overlook Communities Total		\$ 29,051.23
3/20/2012	3500	Overlook Masonic Health Systems	Computer Checks	\$ 10,000.00
2/27/2013	4695	Overlook Masonic Health Systems	Computer Checks	\$ 4,435.22
		Overlook Masonic Health Systems Total		\$ 14,435.22
5/23/2012	3736	Overlook Visiting Nurse Association	Computer Checks	\$ 1,755.00
6/5/2012	3765	Overlook Visiting Nurse Association	Computer Checks	\$ 1,326.00
6/12/2012	3800	Overlook Visiting Nurse Association	Computer Checks	\$ 1,248.00
7/17/2012	3885	Overlook Visiting Nurse Association	Computer Checks	\$ 1,560.00
8/15/2012	4000	Overlook Visiting Nurse Association	Computer Checks	\$ 1,390.00
9/4/2012	4067	Overlook Visiting Nurse Association	Computer Checks	\$ 1,560.00
9/25/2012	4156	Overlook Visiting Nurse Association	Computer Checks	\$ 1,404.00
10/9/2012	4207	Overlook Visiting Nurse Association	Computer Checks	\$ 1,560.00
11/26/2012	4361	Overlook Visiting Nurse Association	Computer Checks	\$ 1,716.00
12/5/2012	4386	Overlook Visiting Nurse Association	Computer Checks	\$ 1,716.00
1/23/2013	4577	Overlook Visiting Nurse Association	Computer Checks	\$ 2,340.00
2/20/2013	4662	Overlook Visiting Nurse Association	Computer Checks	\$ 2,184.00
2/27/2013	4697	Overlook Visiting Nurse Association	Computer Checks	\$ 2,800.00
3/11/2013	PYT512009474-2	Overlook Visiting Nurse Association		\$ 2,184.00
		Overlook Visiting Nurse Association Total		\$ 24,743.00
1/4/2013		Shea, Toby	Net wages	\$ 3,613.40
1/18/2013		Shea, Toby	Net wages	\$ 6,055.95
2/1/2013		Shea, Toby	Net wages	\$ 6,292.35
2/15/2013		Shea, Toby	Net wages	\$ 6,055.95
3/1/2013		Shea, Toby	Net wages	\$ 6,292.35
		Shea, Toby Total		\$ 28,310.00
10/23/2012	4241	The Groves In Lincoln	Computer Checks	\$ 860.00
12/12/2012	4424	The Groves In Lincoln	Computer Checks	\$ 264.96
		The Groves In Lincoln Total		\$ 1,124.96
		Grand Total		\$ 334,282.69

**United States Bankruptcy Court
District of Massachusetts**

In re The Groves in Lincoln, Inc.

Debtor

Case No. 13-11329

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Masonic Health System of Massachusetts, Inc. Attn: David C. Turner 88 Masonic Home Road Charlton, MA 01507			80% Member Interest
New England Deaconess Association Abundant Life Communities, Inc. 80 Deaconess Rd. Concord, MA 01742			20% Member Interest

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Financial Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date April 8, 2013

Signature



**Toby Shea
Chief Financial Officer**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both, 18 U.S.C §§ 152 and 3571.

0 continuation sheets attached to List of Equity Security Holders