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County Recording Fee: \$27.00
Iowa E-Filing Fee: \$3.00
Combined Fee: \$30.00
Revenue Tax:
LISA SMITH RECORDER
Madison County, Iowa

Prepared by and return to: David L. Ginger, Belin McCormick, P.C., 666 Walnut Street Suite 2000, Des Moines, IA 50309-3989, 515-283-4668

AFFIDAVIT EXPLANATORY OF TITLE

STATE OF IOWA)
) ss
COUNTY OF POLK)

RE: The real estate legally described in Exhibit A attached hereto (the “Real Estate”).

I, David L. Ginger, being duly sworn on oath do depose and state that:

1. I am a licensed attorney in the general practice of law in Des Moines, Polk County, Iowa.
2. I have reviewed the following documents certified by the Deputy Clerk for the United States Bankruptcy Court for the Southern District of Iowa (collectively, the “Certified Bankruptcy Filings”):
 - a. The Petition and Schedules filed on December 29, 2021 in *In re QHC Facilities, L.L.C.* (Case No. 21-01643-als11);
 - b. The Ex Parte Motion for Joint Administration of Estates in *In re QHC Facilities, L.L.C.* (Case No. 21-01643-als11) for the joint administration of such matter with *In re QHC Winterset North, LLC* (Case No. 21-01646-als11);
 - c. The Order Directing the Joint Administration of Debtors’ Chapter 11 Cases in *In re QHC Facilities, L.L.C.* (Case No. 21-01643-als11) which granted the Ex Parte Motion for Joint Administration of Estates set forth in subsection (b) and ordered that one docket be maintained for such matters;
 - d. The Petition filed on December 29, 2021 and the Schedules in *In re QHC Winterset North, LLC* (Case No. 21-01646-als11);

- e. The Debtors' Motion for Order Approving the Sale Free and Clear of Liens, Claims, Interest & Encumbrances in *In re QHC Facilities, L.L.C. et al* (Case No. 21-01643-als11) filed on September 23, 2022 (the "Initial 363(f) Motion");
 - f. The Amendment to Debtors' Motion for Order Approving the Sale Free and Clear of Liens, Claims, Interests & Encumbrances in *In re QHC Facilities, L.L.C. et al* (Case No. 21-01643-als11) (the "Amended 363(f) Motion" and, together with the Initial 363(f) Motion, the "363(f) Motion");
 - g. The Notice and Order Regarding Final Hearing on: Motion to Sell Free & Clear Pursuant to Section 363(f) and Objections in *In re QHC Facilities, L.L.C. et al* (Case No. 21-01643-als11) (the "363(f) Notice");
 - h. The BNC Certificate of Mailing of the 363(f) Notice;
 - i. The Order granting the 363(f) Motion filed on October 31, 2022 (the "Initial Order"); and
 - j. The Order Authorizing (I) the Sale of the Debtors' Assets Free and Clear of Liens, Claims and Encumbrances; (II) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Approving the Debtors' Settlement Agreement with the United States in *In re QHC Facilities, L.L.C. et al* (Case No. 21-01643-als11) filed on November 2, 2022 (the "Approval Order").
3. The Certified Bankruptcy Filings show the following:
- a. The local address of the Real Estate is included in Schedule A in *In re QHC Winterset North, LLC* (Case No. 21-01646-als11);
 - b. The 363(f) Motion identified the Real Estate by legal description as real property to be sold;
 - c. The 363(f) Motion requested the Court to authorize the sale of the Real Estate free and clear of liens, claims, interest and encumbrances and to reduce the notice period from twenty-one (21) days to fourteen (14) days;
 - d. The 363(f) Notice scheduled the hearing for the 363(f) Motion for October 28, 2022;
 - e. The BNC Certificate of Mailing of the 363(f) Notice states electronic notices were set via email and/or electronic data exchange on October 13, 2022 and October 14, 2022;

- f. The BNC Certificate of Mailing of the 363(f) Notice states electronic notices were set via CM/ECF on October 13, 2022;
- g. The Initial Order granted the 363(f) Motion and requested the parties submit a proposed order for the Court to approve the sale of the Real Estate;
- h. The Approval Order was entered after the parties submitted such proposed order to the Court and states that: (i) the Court found and determined that proper, timely, adequate and sufficient notice of the 363(f) Motion and the hearing thereon and the relief granted in the Approval Order was provided and no other or further notice of the 363(f) Motion or the hearing thereon or the relief granted in the Approval Order is necessary or shall be required; and (ii) to the extent that the amount of notice given to any party entitled to notice is less than the number of days required under applicable rules, the notice actually given is deemed to be sufficient and adequate by the Court, and the notice to any and all such parties is shortened to the notice actually given;
- i. The Approval Order authorized QHC Winterset North, LLC to sell the Real Estate to Blue Care Homes, LLC in accordance with the Asset Purchase Agreement attached to the Approval Order (the “APA”);
- j. The APA permits Blue Care Homes, LLC to designate a nominee to take title to the Real Estate so long as such nominee is an entity that directly or indirectly controls, is controlled by or is under common control with Blue Care Homes, LLC.
- k. Blue Care Homes, LLC nominated Blue Care PropCo Winterset - East, LLC, which is an entity that directly or indirectly controls, is controlled by or is under common control with Blue Care Homes, LLC.

4. I have been provided a Bankruptcy Court Clerk’s Certificate Pursuant to Iowa Code§ 626C.2 that states no appeal, application to extend time for appeal, motions under Fed. R. Bankr. P. 9023 or 9024 or motion to stay have been filed with respect to any of the documents set forth above as of November 10, 2022.

5. I have been provided a Bankruptcy Court Clerk’s Certificate Pursuant to Iowa Code§ 626C.2 that states the Court has not entered any order confirming a plan of reorganization as of November 10, 2022.

6. I have reviewed the electronic docket and, based on such electronic docket, no appeal, application to extend time for appeal, motions under Fed. R. Bankr. P. 9023 or 9024 or motion to stay have been filed with respect to any of the documents set forth above as of the date of signature of this Affidavit.

7. I have reviewed the electronic docket and, based on such electronic docket, no order confirming a plan of reorganization has been filed as of the date of signature of this Affidavit.

This Affidavit is given for the sole purpose of evidencing of record that QHC Winterset North, LLC was authorized to sell the Real Estate during its bankruptcy proceeding and that such sale was conducted in the manner contemplated by Iowa Land Title Standard 13.1 Sale by Trustee or Debtor in Possession.

Dated this 21st day of November, 2022.



David L. Ginger, Affiant

This instrument was acknowledged, subscribed and sworn to before me this 21 day of November, 2022.



Notary Public

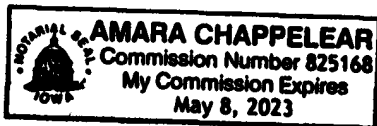


Exhibit A
Legal Description

Commencing at the Southwest corner of the Northwest Fractional Quarter (¼) of the Northwest Fractional Quarter (¼) of Section Thirty-one (31) in Township Seventy-six (76) North, Range Twenty-seven (27) West of the 5th P.M., Madison County, Iowa, thence South 88°37' East, 935.1 feet along the South line of said Northwest Fractional Quarter (¼) of the Northwest Fractional Quarter (¼) to the point of beginning, thence continuing South 88°37' East, 347.2 feet, thence North 506.5 feet, thence North 88°37' West, 347.2 feet, thence South 506.5 feet to the point of beginning, containing 4.0359 acres and is situated in the Northwest Fractional Quarter (¼) of the Northwest Fractional Quarter (¼) of Section Thirty-one (31) in Township Seventy-six (76) North, Range Twenty-seven (27) West of the 5th P.M., City of Winterset, Madison County, Iowa.