

SantaFe HealthCare

Code of Ethical Business Conduct



Dear partners,

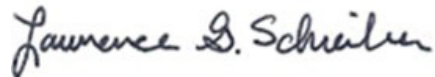
In a rapidly changing national, regional and local healthcare marketplace, our Code of Ethical Business Conduct is one constant we can lean on for a strong foundation of behavior that attributes to success of our business and our culture. At the end of the day, we are all defined by our actions. Each individual attributes to our overall definition of ourselves.

We must ensure we are all striving for a high level of responsibility and accountability for the strategic, organizational, and cultural performance within each of our companies. How we conduct ourselves as individuals within our organization is about more than business results. It's about setting standards for behavior that creates a culture of honesty, integrity, inclusion and fairness. We've set out our Code of Ethical Business Conduct not as a method to check a box for our legal endeavors but as a system of values in which we live. They guide our decisions and actions to help us reach our objectives with integrity.

By understanding the following Code of Ethical Business Conduct , you are taking an admirable and imperative step in protecting the interests of SantaFe HealthCare & its Affiliates. It's not a light read but it is an important set of standards to familiarize yourself with, so please take the time to consider them carefully.

Integrity is everything.

Sincerely,



Lawrence Schreiber

CEBS | President & CEO
SantaFe HealthCare & Affiliates



SantaFe HealthCare

The Village
at Gainesville
A SantaFe Senior Living Community

HAVEN

East Ridge
at Cutler Bay
A SantaFe Senior Living Community

AvMed

The Terraces
at Bonita Springs
A SantaFe Senior Living Community

Hello,

Our Code of Ethical Business Conduct is a system of standards that we hold ourselves to for the better of our organization and the culture that's so critical to our success. My mission here is to protect our interests in operating as an ethical and caring company. With that in mind, we've prepared our guiding principles in a straightforward and meaningful way so it will be useful in your day-to-day operations.

I'd also like to ask for your collaboration in reporting activities that go against our Code of Ethical Business Conduct. You can reach out anonymously to our compliance hotline 24 hours a day, 7 days a week at 877-286-3889 to help us protect our reputation and those we serve. Whenever there is a doubt about the right ethical or legal choice to make reach out to me at 844-263-2376 for guidance.

The pages that follow will provide even more detail on compliance, as well as give you a firm understanding of the way we expect all members of our affiliate organizations to conduct themselves.

This Code of Ethical Business Conduct guides our actions, our decisions, and our operations. By understanding and following the standards, you help protect our integrity.

The Code of Ethical Business Conduct guides the future of SantaFe HealthCare and our Affiliates depend on all of us.

Best regards,



Steven Ziegler

Senior Vice President & General Counsel
Chief Compliance Officer
SantaFe HealthCare & Affiliates



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Corporate Compliance Hotline

The Corporate Compliance Hotline is available 24 hours per day.



Call 877-286-3889



Online <http://app.mycompliancereport.com/report?cid=sfhc>

Please note that concerns may be reported anonymously.

Contact the Chief Compliance Officer:



Call 844-263-2376



U.S Mail

SantaFe HealthCare Corporate
Compliance Program
PO Box 749
Gainesville, FL 32602-0749

SFHC and Affiliates Audit & Compliance Committee

The SFHC Audit & Compliance Committee may be contacted by mail at the following address:



SantaFe HealthCare Corporate
Compliance Program
Audit & Compliance Committee
PO Box 749
Gainesville, FL 32602-0749

About the Code of Conduct

The Code of Ethical Business Conduct (the “Code”) is designed to promote honest, ethical and lawful conduct by all employees, corporate officers, board officers, members of corporate advisory boards, community advisory boards and directors of SantaFe HealthCare, Inc. (“SFHC”) and its Affiliates (“Covered Persons” or “you”). The Code is intended to help you understand SFHC and its Affiliates’ standards of ethical business practices and to stimulate awareness of ethical and legal issues that you may encounter in carrying out your responsibilities to SFHC and its Affiliates.

Your actions affect the reputation and integrity of SFHC and its Affiliates. Therefore, it is essential that you take the time to review the Code and develop a working knowledge of its provisions. You are required to complete a certificate attesting to compliance with the Code upon becoming a Covered Person and, thereafter, on an annual basis.



AT ALL TIMES, YOU ARE EXPECTED TO:

- Avoid conflicts between personal and professional interests where possible
- Comply with SFHC and its Affiliates' Conflicts of Interest Policy & Procedures found on page 23.
- Provide accurate, complete and timely information in the course of fulfilling your obligations
- Provide full, fair, accurate, timely, and understandable disclosure in reports required to be filed by SFHC or its Affiliates with regulators and in other public communications made by SFHC and its Affiliates
- Comply with all applicable laws, regulations and policies of SFHC and its Affiliates
- Seek guidance where necessary from the Chief Compliance Officer
- Promptly report any violations of the Code to the Chief Compliance Officer or, if you are a director or member of an Affiliate's corporate advisory board, to the Chairman of the SFHC Board or his designee
- Be accountable personally for adherence to the Code



WHO DO I CONTACT FOR GUIDANCE OR TO REPORT CONCERNS?

If you believe a situation may involve or lead to a violation of the Code, you have an affirmative duty to seek guidance and report such concerns.

- Seek guidance from the SFHC Chief Compliance Officer or, in the case of directors or member of an Affiliate's corporate advisory board or community advisory board, the Chairman of the SFHC Board or the Chief Compliance Officer.
- Disclose concerns or violations of the Code to the Chief Compliance Officer (or, for directors or member of an Affiliate's corporate advisory board or community advisory board, the Chairman of the SFHC Board).
- Report audit and accounting concerns to the Audit & Compliance Committee of the Board of Directors of SFHC and its Affiliates or to the Chief Compliance Officer.

It is the policy of SFHC and its Affiliates to encourage the communication of bona fide concerns relating to the lawful and ethical conduct of business, and audit and accounting procedures or related matters. It is also the policy of SFHC and its Affiliates to protect those who communicate bona fide concerns from any retaliation for such reporting.

Confidential and anonymous mechanisms for reporting concerns are available and are described in the Code. However, anonymous reporting does not serve to satisfy a duty to disclose your own potential involvement in a conflict of interest or in unethical or illegal conduct.

The Code is part of a broader set of policies and compliance procedures described in greater detail in SFHC and its Affiliates' employee manuals and distributed memoranda. The Code is not intended to supersede or materially alter specific policies and procedures already in place and applicable to particular employees as set forth in the employee manuals and distributed memoranda, and communicated to employees.

No policy can provide definitive answers to all questions. It is difficult to anticipate every decision or action that you may face or consider. Whenever there is doubt about the right ethical or legal choice to make, or questions regarding any of the standards discussed or policies referenced in the Code, you should fully disclose the circumstances, seek guidance about the right thing to do, and keep asking until guidance is obtained.

Those who violate the standards in the Code shall be subject to disciplinary action. Failure to follow the Code, as well as to comply with federal, state, local and any applicable foreign laws, and the policies and procedures of SFHC and its Affiliates may result in termination of employment or termination of board service.

Corporate Policy

It is the policy of SFHC and its Affiliates that Covered Persons conduct all business affairs and relationships with others with **honesty, integrity** and **high ethical standards**. In order to provide standards of appropriate conduct for Covered Persons, the Board of Directors of SFHC and its Affiliates have adopted the Code.

INTRODUCTION

The ability of SFHC and its Affiliates to function as respected members of the business community rests solely on the trust and confidence that our members, patients, residents, providers, regulators and other persons with whom we do business have in our organization.

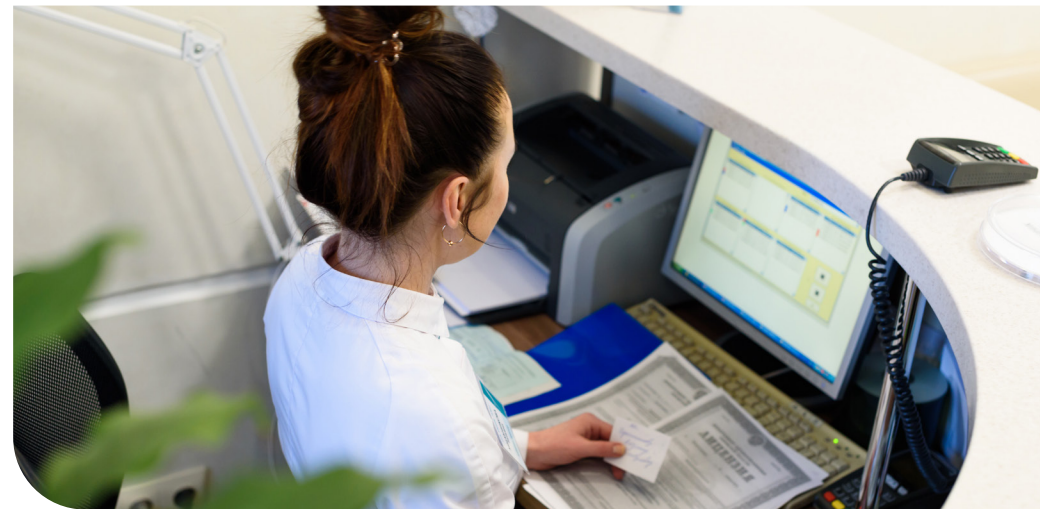
That confidence is earned, on a daily basis, when we conduct business with integrity and have a culture that encourages the highest ethical standards.

SFHC and its Affiliates have established and adopted the following professional standards as a component of its Corporate Compliance Program to reflect the requirements of federal, state and local laws and regulations. The Boards of Directors have designated the Chief Compliance Officer as the individual within the organization responsible for overall implementation and operation of the Corporate Compliance Program.

All Covered Persons are required to adhere to the standards as set forth in the Code and for ensuring their behavior and activities are consistent with the Code. SFHC and its Affiliates have prepared this Code to help Covered Persons understand what is expected of them in the workplace and as representatives of SFHC and its Affiliates. These standards apply to everyone, at every level of the organization.

Covered Persons will be asked to confirm, in writing, receipt of the Code and an understanding of its content. In addition, there are a number of more detailed and specific procedures covering particular departments or compliance subjects published in Policies and Procedures manuals of SFHC and its Affiliates. Those specific procedures shall be communicated to personnel who are particularly affected by them and who must comply with them in the normal course of business.

If you have any questions about the Code, please contact the Chief Compliance Officer or his or her designee.



STANDARDS OF CONDUCT

Legal Compliance

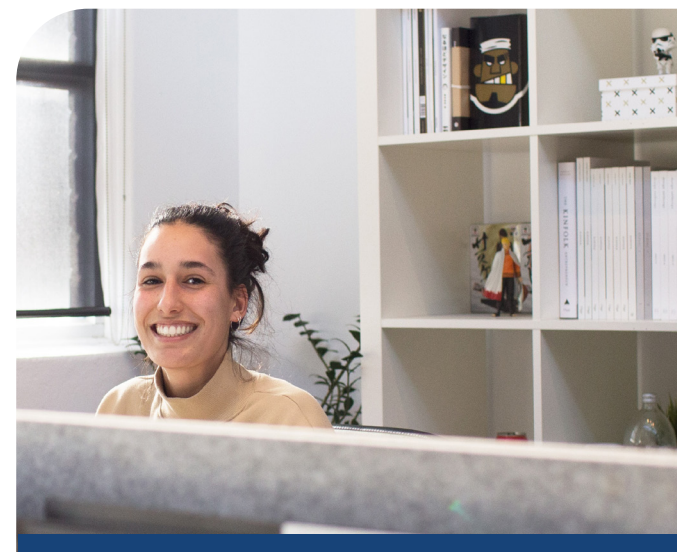
SFHC and its Affiliates will strive to ensure that all activity by or on behalf of the organization is in compliance with applicable federal, state and local laws and regulations. The following standards are intended to provide guidance to assist Covered Persons in their obligation to comply with these laws and regulations. These standards are neither exclusive nor complete. SFHC and its Affiliates are diligent in their efforts to provide frequent and comprehensive updates to Covered Persons addressing recent legislative or regulatory changes that may impact the operations of SFHC and its Affiliates. Covered Persons are expected to stay abreast of any changes that may impact their departmental operations and to make adjustments as necessary to be in compliance with new or revised legislation.

SFHC and its Affiliates expect you to refrain from any conduct that may violate state and federal fraud, waste and abuse laws. These laws prohibit, at a minimum:

- Direct, indirect, or disguised payments in exchange for the referral of patients
- The submission of false, fraudulent or misleading claims to any government entity or third party payor, including claims for services not rendered, claims which characterize the service differently than that actually rendered, or claims which do not otherwise comply with applicable program or contractual requirements
- Making false representations to any person or entity in order to gain or retain participation in a program or to obtain payment for any service.

All Covered Persons are required to comply with all applicable laws and regulations, whether or not they have been specifically addressed by a written policy in this or any other policy manual. SFHC and its Affiliates will vigorously enforce compliance and take corrective action, including termination and legal action as appropriate.

SFHC and its Affiliates will ensure that reporting to external agencies, associations, and the public is timely, accurate, honest, and reasonably complete.



Antitrust

While Covered Persons are encouraged to actively participate in local, state and national organizations and forums to advocate for efficient and effective health care for all citizens, it is the policy of SFHC and its Affiliates to conduct all of their activities in full compliance with federal and state antitrust laws. Accordingly, in the course of outside meetings and other industry activities, it is important that you refrain from agreeing to, or even discussing or exchanging information regarding any competitively sensitive matters with any person who is a representative, employee, officer or director of any competitor. Such competitively sensitive matters include, but are not limited to:

- Prices or premiums charged for managed care or insurance products or for hospice, health care, or senior living services
- Any increase, decrease or discount in prices for managed care or insurance products or for hospice, health care, or senior living services
- What constitutes a fair price
- Allocation of customers, patients, residents or enrollees, sales territories, sales of any product, or contracts with providers
- Refusal to deal with any customer, provider or payor or class or group of customers, providers or payors
- What products or services shall be offered to members, patients or residents
- Other competitively sensitive information, such as information about market share, profits, margins, costs, reimbursement levels or methodologies for reimbursing providers, or terms of coverage

These same standards of conduct are to be observed at all informal or social discussions at the sites of any public or private meetings or gatherings.



Confidentiality

Covered Persons are in possession of and have access to a wealth of confidential, sensitive and proprietary information regarding the businesses of SFHC and its Affiliates. The inappropriate release of such information could be detrimental to SFHC and its Affiliates, as well as its members, patients, residents, providers, and/or vendors.

You have an obligation to actively protect and safeguard confidential, sensitive and proprietary information in a manner designed to prevent its unauthorized disclosure.

You have an obligation to maintain the confidentiality of member, patient and resident information in accordance with all applicable laws and regulations. Information requiring protection exists in many formats, such as paper, electronic, audio, and video. All copies, formats and versions of confidential information must be maintained in accordance with applicable laws and the policies and procedures of SFHC and its Affiliates. SFHC and its Affiliates assign access to confidential information through a role-based security approach to ensure that only those persons whose positions require it and who have a legitimate need-to-know, have the ability to access confidential information. You will not share passwords or other system access rights with any other person(s), whether or not such persons are affiliated with SFHC or its Affiliates. You are instructed to always make sure that any access or use of confidential data is carried out using only the minimum

amount necessary. Additionally, you will not reveal any personal or confidential information to third persons unless supported by legitimate business or member, patient or resident care purposes. If the disclosure of information is so supported, you will use or disclose on a need-to-know basis, only the minimum amount necessary to accomplish the task. If questions arise regarding an obligation to maintain the confidentiality of information or the appropriate release of information, you should seek assistance from the Chief Compliance Officer or his or her designee.

Information, ideas and intellectual property assets of SFHC and its Affiliates are important to their success. Information pertaining to competitive position, business strategy, payment and reimbursement information, and information relating to negotiations with third parties or other employees should be protected and shared only with those individuals having a need to know such information in order to perform the responsibilities of their positions with SFHC and its Affiliates.

Salary, benefit and other personal information relating to Covered Persons must be treated as confidential. Personnel files, payroll information, disciplinary matters and similar information shall be maintained in a manner designed to ensure confidentiality in accordance with applicable laws.

You will exercise due care to prevent the unauthorized release or sharing of information. You are required to sign a Statement of Confidentiality at the time of hire and on an annual basis thereafter.

Conflict of Interest

“Conflicts of interest” may arise when personal or financial relationships or interests interfere, or have the potential to interfere, with professional roles, responsibilities, or independent judgment. A conflict of interest occurs when there is a divergence between an individual’s private interests and his or her professional obligations to SFHC and its Affiliates, such that an independent observer might reasonably question whether the individual’s professional actions or decisions are determined by considerations of personal gain, financial or otherwise. A conflict of interest depends on the situation, and not on the character or actions of the individual.

SFHC and its Affiliates have adopted a Conflicts of Interest Policy & Procedure (“Conflicts of Interest Policy”) and have also incorporated the policy within the Code. Covered Persons are expected to comply with the provisions of the Conflicts of Interest Policy outlined on page 23.

Receipt of Gifts

“Gifts” from firms or individuals who are conducting, would like to conduct business with, or who are direct competitors of SFHC and its Affiliates, raise the potential of conflicts of interest. Gifts to Covered Persons from members, patients or residents raise the potential for improprieties. Gifts include tangible personal property, as well as services, entertainment, promotional premiums on personal purchases of goods or services, advertising or promotional materials, gratuities or any other personal benefit or favor of any kind.

The Conflicts of Interest Policy describes the policies of SFHC and its Affiliates with respect to the receipt of gifts. You are expected to comply with the provisions of the Conflicts of Interest Policy regarding gifts outlined further on page 25.



Political Activities

Tax exempt organizations, such as SFHC and its Affiliates, are subject to legal limitations on political campaigning and lobbying activities. All such activities on behalf of SFHC and its Affiliates must be conducted in compliance with applicable laws. Accordingly, you should not use assets of SFHC or any of its Affiliates to engage in any political activities without prior review by and approval from the Chief Compliance Officer.

Under the Internal Revenue Code, all section 501(c)(3) organizations are absolutely prohibited from directly or indirectly participating in, or intervening in, any political campaign on behalf of (or in opposition to) any candidate for elective public office. Certain activities or expenditures may be permitted depending on the facts and circumstances. For example, certain voter education activities (including presenting public forums and publishing voter education guides) conducted in a non-partisan manner do not constitute prohibited political campaign activity. No SFHC Affiliate that has received recognition under Section 501(c)(3) of the Internal Revenue Code should engage in any type of political activity without first obtaining written approval from the Chief Compliance Officer.

AvMed is a section 501(c)(4) social welfare organization, and is permitted to engage in some political activities, including making independent expenditures in support of federal, state, and local candidates, so long as that is not its primary activity. Notwithstanding AvMed's ability to engage in political activities, AvMed funds cannot be used to make any political campaign contribution related to a federal election (whether to a candidate, political party or political action committee) or to state candidates or political committees in jurisdictions that prohibit corporate contributions, since it is against the law. AvMed is permitted by law to use its funds to support the administration of the AHIP political action committee (AHIP PAC), a federally registered separate segregated fund, which may contribute to federal candidates. Any use of AvMed funds to provide administrative support to the AHIP PAC, to engage in independent expenditures in support of federal candidates, or otherwise to support any state or local political activity must be processed through the Chief Compliance Officer.

Your personal political activity is totally voluntary, and you should make contributions to candidates or campaigns only if you freely choose to do so. You should not bundle contributions, violate any provision of federal, state, or local campaign finance laws, or otherwise suggest that SFHC, AvMed, or any other Affiliate endorses your political activity.

Government Contracts

Always remember that the government is a unique customer. While we always conduct our business with the highest degree of integrity and honesty, there are unique rules applicable to government contractors.

When we act as a government contractor, we have a special obligation to the government (along with the public at large) to ensure that we perform that work with the highest degree of integrity. Accordingly, we must all be committed to compliance with not only the letter but also the spirit of the laws and regulations that apply to our government contracting business.

Although all of the standards discussed in this Code are applicable whether the customer is the government or a private entity, particular statutes and regulations apply to government business dealings. For example, under Title 18 of the United States Code, it is a crime to knowingly make a false claim for payment to the government or to knowingly make a false statement to the government. If you falsify data that is submitted to the government, you have committed a crime. This is true even if you are not doing so in an attempt to obtain payment. Both you and the organization could be subject to criminal prosecution for your violation and could be subject to large penalties and fines. In addition, both you, as an individual, and our company, as an organization, could be prohibited, through suspension and debarment or exclusion, from working on government projects in the future.

Relationships with Elected Officials

Special restrictions may apply to recruiting former government personnel and the activities of former government employees retained as employees or consultants. Approval must be obtained from the Chief Compliance Officer before even mentioning possible employment to a current government employee and before retaining any former government employee. Specific procedures dealing with such relationships have been approved by the SFHC and its Affiliates' Boards of Directors and are applicable to SFHC, its Affiliates and employees.



Equal Employment Opportunities, Commitment Against Harassment & Workplace Safety

At SFHC and its Affiliates, we value diversity in our workforce. We are committed to providing equal opportunities to applicants and employees. We seek to develop and maintain a highly qualified, culturally diverse workforce that is able to meet the cultural and linguistic needs of our diverse members, patients, and residents. SFHC and its Affiliates comply with legal requirements and are committed to fairness and equitable treatment of all applicants and employees, including, but not limited to, the following:

- Ensuring decisions regarding applicants and employees are based on qualifications without regard to race, color, religion, national origin, gender, age, citizenship status, disability, sexual orientation, or status as a disabled or non-disabled veteran or any other category protected by law
- Establishing compensation based on the employee's contribution and performance to SFHC and its Affiliates and independent of considerations related to any protected category
- Strictly prohibiting any form of unlawful conduct, including conduct that is discriminatory, constitutes harassment, or is retaliatory. Further, SFHC and its Affiliates provide employees with a variety of different options to report any such concerns and is committed to investigating each and taking prompt remedial action when necessary
- Creating and maintaining a safe and healthy work environment for all employees

SFHC and its Affiliates are committed to a workplace that is free from sexual, racial, or other unlawful harassment, and from threats or acts of violence or physical intimidation.

Abusive, harassing, or other offensive conduct is unacceptable, whether verbal, physical, or visual.

If you believe you have been subjected to harassment or threatened with or subjected to physical violence in or related to the workplace, you must report the incident to Human Resources. Investigations of such complaints are treated with sensitivity, and priority is given to ensuring the complaining party is not subjected to any adverse action on account of expressing the concerns/complaints made in good faith.

SFHC and its Affiliates shall not tolerate the possession, use, or distribution of pornography, including child pornography, or racially or sexually offensive materials in the workplace, or the use of SFHC's and its Affiliates' personal computers or other equipment to obtain or view such materials. Any employee who becomes aware of any such prohibited conduct must promptly contact Human Resources so that appropriate action may be taken, including notifying the proper authorities if necessary.

SFHC and its Affiliates are committed to providing a drug-free work environment. The illegal possession, distribution, or use of any controlled substances on its premises or at employment-related functions is strictly prohibited. Similarly, reporting to work under the influence of any illegal drug or alcohol and the abuse of alcohol or medications in the workplace is strictly prohibited.

Accidents, injuries, or concerns about unsafe equipment, practices, conditions, or other potential hazards must immediately be reported to management.

Protection of Assets

You have a personal responsibility to protect the assets of SFHC and its Affiliates from misuse or misappropriation. The assets of SFHC and its Affiliates include tangible assets, such as products, equipment and facilities, as well as intangible assets, such as intellectual property, trade secrets, reputation and business information (including any non-public information learned as a Covered Person).

Theft/Misuse of Assets

Assets of SFHC and its Affiliates may only be used for business purposes and other purposes as approved by SFHC and its Affiliates. You must not take, make use of, or knowingly misappropriate the assets of SFHC and its Affiliates for personal use, for use by another, or for an improper or illegal purpose. You are not permitted to remove, dispose of, or destroy anything of value belonging to SFHC and its Affiliates without SFHC or its Affiliates' express prior written consent, including both physical items and electronic information.

Confidential Information/Privacy

You must not use or disclose any confidential information to any person or entity outside of SFHC and its Affiliates, either during or after termination of your status as a Covered Person, except with written authorization of SFHC and its Affiliates or as may be otherwise required by law or regulation. You may not use confidential information for your own personal benefit or the benefit of persons or entities outside SFHC and its Affiliates.

Confidential information includes all non-public information learned as a Covered Person. It includes, but is not limited to:

Non-public information that might be of use to suppliers, vendors, joint venture partners or others of interest to the press, or harmful to SFHC and its Affiliates or any of its constituents, if disclosed;

Non-public information relating to SFHC and its Affiliates' operations, including financial information, minutes, reports and materials of the Board of Directors and its committees, and other documents identified as confidential;

Non-public information about discussions and deliberations, relating to business issues and decisions, between and among employees, officers and directors; and

Non-public information about Covered Persons, volunteers, or any other individuals about whom SFHC and its Affiliates may hold information from time to time.



Outside Communication

SFHC and its Affiliates are committed to providing full, fair and accurate disclosure in all public communications and in compliance with all applicable law, regulations and rules. Consistent with this commitment, employees may not answer questions from the media, or any other members of the public unless specifically authorized to do so. If you should receive such an inquiry, you should obtain the name of the person and their contact information if possible and immediately notify the Marketing Communications team at AvMed.Communications@AvMed.org.

As individuals we all have rights to speak out on issues including in a public forum, whether at your town hall or on a social networking media application or website. However, when you speak as an individual it is critical that you do not give the appearance of speaking or acting on behalf of SFHC and its Affiliates, and that you do not speak about SFHC and its Affiliates. You should be especially aware of the broad reach of social networking media applications and websites, and that such media is increasingly being monitored by customers, competitors, regulators and colleagues. Your comments may be attributed to SFHC and its Affiliates, even though you did not intend for your comments to be attributed that way.

Whether or not you identify yourself as an employee of SFHC and its Affiliates, you may not comment on or provide information relating to SFHC and its Affiliates' business (even if such information is not confidential) in an internet chat room, newsgroup, guest book, bulletin board, blog, social or business networking site or similar forum unless you are specifically authorized to do so. You should not comment in such a forum on any subject matter as to which you have knowledge or expertise by virtue of your duties with SFHC and its Affiliates. Finally, you should not post in such a forum your opinions about SFHC and its Affiliates unless you are specifically authorized to do so.

Network Use, Integrity & Security

SFHC and its Affiliates reserve the right to monitor or review any and all data and information contained on any computer or other electronic device issued by SFHC and its Affiliates. In addition, SFHC and its Affiliates reserve the right to monitor or review, without prior notice, any use of the Internet through SFHC resources, SFHC and its Affiliates' Intranet and SFHC and its Affiliates' e-mail or any other electronic communications.

Access to SFHC and its Affiliates' systems will be revoked and disciplinary action may be taken in the event that such systems are used to commit illegal acts, or to violate the nondiscrimination, harassment, pornography, solicitation or proprietary information terms of the Code, or any other terms of the Code.

In order to maintain systems integrity and protect SFHC's and its Affiliates' network, do not divulge any passwords used to access any SFHC and its Affiliates' computer or database. Any suspected breach of the SFHC and its Affiliates' network security systems should be reported to a responsible supervisor or appropriate internal authority immediately.

You should not use or distribute software that may damage or disrupt SFHC's and its Affiliates' work environment by transmitting a virus or conflicting with SFHC's and its Affiliates' systems.

You should not engage in any unauthorized use, copying, distribution or alteration of computer software, whether obtained from outside sources or developed internally. All software, including "shareware," contains terms of use that must be adhered to.





Accounting Practices, Books & Records, and Record Retention

Honest and accurate recording and reporting of information is critical to our ability to make responsible business decisions. You have a strict obligation to provide accurate information in the records of SFHC and its Affiliates.

You are expected to support our efforts in fully and fairly disclosing the financial condition of SFHC and its Affiliates in compliance with applicable accounting principles, laws, rules and regulations and making full, fair, accurate, timely and understandable disclosure in our reports filed with regulatory agencies and other communications. Our financial statements and the books and records on which they are based must accurately reflect all transactions and conform to all legal and accounting requirements and our system of internal controls.

You have a responsibility to ensure that our accounting records do not contain any false or misleading entries. We do not tolerate any misclassification of transactions as to accounts, departments or accounting periods and, in particular:

- All accounting records, as well as reports produced from those records, are to be kept and presented in accordance with law and are to comply with generally accepted accounting principles
- All records are to fairly and accurately reflect the transactions or occurrences to which they relate
- All records are to fairly and accurately reflect in reasonable detail the assets, liabilities, revenues and expenses of SFHC or the Affiliate to which the records relate
- No accounting records are to contain any false or misleading entries
- All transactions are to be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period
- The system of internal accounting controls of SFHC and its Affiliates, including compensation controls, is required to be followed at all times





Always record data in a timely and accurate manner. This protects our resources and meets the expectations of the people who rely on the accuracy of our records to perform their jobs. Falsifying business records is a serious offense, which may result in criminal prosecution, civil action and/or disciplinary action up to and including termination of employment. If you are authorized to make expenditures or enter into transactions on behalf of SFHC or any of its Affiliates, you must ensure that the applicable records comply with our accounting and purchasing policies and that all transactions are recorded properly.

Consistent with the reporting and recordkeeping commitments discussed above, you should accurately and truthfully complete all records used to determine compensation or expense reimbursement. This includes, among other items, reporting of hours worked (including overtime) and reimbursable expenses (including travel and meals).

Compliance with our Records Retention Policy and Procedures is mandatory. Destroying or altering a document with the intent to impair the document's integrity or availability for use in any potential official proceeding is a crime. Destruction of records may only take place in compliance with our Records Retention Policy and Procedures. Documents relevant to any pending, threatened, or anticipated litigation, investigation, or audit shall not be destroyed for any reason. If you believe that our records are being improperly altered or destroyed, you should report it to a responsible supervisor, the appropriate internal authority, the Chief Compliance Officer or SFHC's legal counsel.

Reporting of Violations

Illegal acts or improper conduct may subject SFHC and its Affiliates to severe civil or criminal penalties, including large fines or sanctions and being barred from certain types of business. It is, therefore, very important that any illegal or unethical activity or violation of the Code be reported promptly.

Any employee who has questions about the interpretation or application of the Code to particular acts or conduct is encouraged to seek the guidance of the Chief Compliance Officer. Directors and members of corporate advisory boards or community advisory boards having questions about the application of the Code are encouraged to seek guidance from the Chairman of the SFHC Board or the Chief Compliance Officer.

If you believe a violation of the Code or any other illegal activity has occurred, you should promptly report the violation in person, by phone or in writing as follows:

If you are a director or member of a corporate advisory board or community advisory board, report the violation to the Chairman of the Board of his or her designee.

If you are not a director or member of a corporate advisory board community advisory board, report the violation to the Chief Compliance Officer or his or her designee.

- It is a violation of the Code for any Covered Person who believes in good faith a violation of the Code or other illegal activity has occurred not to report a violation or other illegal/unethical activity.
- It is the policy of SFHC and its Affiliates to promptly and thoroughly investigate all reports of illegal or unethical activity or violations of the Code. You are required to cooperate with these investigations. It is a violation of the Code for you to prevent, hinder or delay discovery and full investigation of such reports.
- You may report such activity or violation anonymously. SFHC will take reasonable precautions to maintain the confidentiality of those individuals who report such activity and of those involved in the alleged improper activity.
- No reprimands or disciplinary action will be taken or permitted against you for good faith reporting of, or cooperating in the investigation of, activities or violations of the Code.
- If you violate the Code or commit illegal or unethical acts, you are subject to discipline up to and including dismissal. If you report your own misconduct, self-reporting will be taken into account in determining the appropriate disciplinary action.

Administration and Application of This Code of Ethical Business Conduct

SFHC and its Affiliates expect you to abide by the standards set forth herein and to conduct the business and affairs of SFHC and its Affiliates in a manner consistent with these principles.

Failure to abide by the Code may result in disciplinary action. To determine the appropriate disciplinary action for a violation of the Code or a failure to report such a violation, the Chief Compliance Officer and members of senior management may take into account the following factors:

- The nature of the violation and the ramifications to SFHC and its Affiliates, its members, patients, residents, and other stakeholders
- Whether your involvement was direct or indirect
- Whether the violation was willful or unintentional
- Whether the violation represented an isolated occurrence or a pattern of conduct
- Whether you withheld relevant or material information and the degree to which you cooperated with the investigation
- Any action previously imposed for similar violations and/or the Covered Person's past violations
- Whether the violation constituted a fraudulent act (or involved intentional deception)

Nothing in the Code is intended to and should not be construed as providing any additional employment or contract rights to Covered Persons. While SFHC and its Affiliates generally attempt to communicate changes concurrent with or prior to the implementation of changes, SFHC and its Affiliates reserve the right to modify, amend or alter the Code without notice.





Corporate Compliance Hotline

The Corporate Compliance Hotline is available 24 hours per day.



Call 877-286-3889



Online <http://app.mycompliancereport.com/report?cid=sfhc>

Please note that concerns may be reported anonymously.

Contact the Chief Compliance Officer:



Call 844-263-2376



U.S Mail

SantaFe HealthCare Corporate
Compliance Program
PO Box 749
Gainesville, FL 32602-0749

SFHC and Affiliates Audit & Compliance Committee

The SFHC Audit & Compliance Committee may be contacted by mail at the following address:



SantaFe HealthCare Corporate
Compliance Program
Audit & Compliance Committee
PO Box 749
Gainesville, FL 32602-0749

It is the policy of SFHC and its Affiliates to encourage the communication of bona fide concerns relating to the lawful and ethical conduct of business, and audit and accounting procedures or related matters. It is also the policy of SFHC and its Affiliates to protect those who communicate bona fide concerns from any retaliation for such reporting. No retribution against any individual who reports violations of the Code in good faith shall be permitted. Confidential and anonymous mechanisms for reporting concerns are available and are described in the Code. However, anonymous reporting does not serve to satisfy a duty to disclose your potential involvement in a conflict of interest or in unethical or illegal conduct. Every effort shall be made to investigate confidential and anonymous reports within the confines of the limits on information or disclosure such reports entail. While self-reporting a violation shall not excuse the violation itself, the extent and promptness of such reporting shall be considered in determining any appropriate sanction, including dismissal. SFHC and its Affiliates shall investigate any matter which is reported and shall take any appropriate corrective action.

Conflicts Of Interest

POLICY & PROCEDURE

ARTICLE I — PURPOSE

SantaFe HealthCare, Inc. (“**SFHC**”) has adopted and is implementing this Conflicts of Interest Policy & Procedure (**the “Policy”**) to ensure that all actual and potential conflicts of interest, or the appearance thereof, between the SFHC or its Affiliates and any of their directors, board officers, executive officers, corporate officers, assistant officers, members of corporate and community advisory boards, and employees (“**Covered Persons**”) are appropriately managed through disclosure, recusal, and other means. The Policy is intended to meet the requirements of Chapter 617, Florida Statutes, court decisions interpreting Chapter 617, Chapter 400, Florida Statutes (concerning long term care facilities and hospices), provisions of the Internal Revenue Code of 1986, as amended (**the “Code”**) applicable to 501(c)(3) and 501(c)(4) organizations, policies promulgated by the National Association of Insurance Commissioners, and other published guidance on best practices for charitable and non-profit organizations and health plans.

ARTICLE II — SCOPE

The Policy applies to SFHC and each of its Affiliates (**the “Affiliates”**), which are listed in the Appendix to this Policy.

ARTICLE III — GENERAL STATEMENT

All Covered Persons owe a duty of loyalty to SFHC and its Affiliates. The duty of loyalty requires that Covered Persons exercise their powers in good faith and in the best interests of SFHC and its Affiliates, rather than in their own interests or the interests of another entity or person.

Conflicts between the interests of SFHC and its Affiliates and the personal or financial interests of a Covered Person may arise from time to time. Some conflicts of interest are illegal or may subject SFHC, its Affiliates or Covered Persons to liability. Some conflicts of interest may be legal, but also unethical or may create an appearance of impropriety. Some conflicts of interest may be in the best interests of SFHC and its Affiliates so long as certain procedures are followed. The Policy is designed to assist SFHC and its Affiliates and the Covered Persons in identifying conflicts of interest and in handling them appropriately.

Neither SFHC, nor any Affiliate, nor any Covered Person shall enter into any transaction or arrangement that involves an actual, potential, or apparent conflict of interest except in compliance with the Policy.

ARTICLE IV — WHAT IS A CONFLICT OF INTEREST

A. Definitions.

A conflict of interest arises whenever the interests of SFHC and its Affiliates come into conflict with a competing financial or personal interest of a Covered Person or an Affiliated Party (as defined below in footnote 1), or otherwise whenever a Covered Person's personal or financial interest could be reasonably viewed as affecting their objectivity or independence in fulfilling their duties to SFHC and its Affiliates.

While it is not possible to anticipate all possible conflict situations, conflicts of interest typically arise whenever a Covered Person or any Affiliated Party¹ has (directly or indirectly):

1. A financial arrangement or other interest in a transaction with SFHC or any of its Affiliates
2. A compensation or financial arrangement with, or other interest in or affiliation with, any entity or individual: (a) that sells goods or services to, or purchases goods or services from, SFHC or any of its Affiliates; (b) that leases property to or from SFHC or any of its Affiliates; (c) that competes with SFHC or any of its Affiliates; or (d) with which SFHC or any of its Affiliates has, or is negotiating, or is contemplating negotiating, any other transaction or arrangement
3. Used his or her position, or confidential information or the assets of SFHC or any of its Affiliates to his or her (or an Affiliated Party's) financial or personal advantage or for an improper or illegal purpose solicited or accepted any gift, entertainment, or other favor where such gift might create the appearance of influence on the Covered Person (see Section IV.B for a discussion of gifts)
4. Acquired any property or other rights in which SFHC or any of its Affiliates has an interest, or the Covered Person knows or has reason to believe at the time of the acquisition that SFHC or any of its Affiliates is likely to have an interest
5. An opportunity related to the activities of SFHC or any of its Affiliates that is available to SFHC or any of its Affiliates or to the Covered Person, unless the Board has made an informed decision that SFHC or any of its Affiliates shall not pursue that opportunity
6. Been indebted to SFHC or any of its Affiliates, other than for amounts advanced for ordinary travel and business expense purposes
7. Any other circumstances that may, in fact or in appearance, make it difficult for the Covered Person to exercise independence and objective judgment or otherwise to perform effectively

¹ "Affiliated Party" means a member of the Covered Person's family (including spouses and their siblings), lineal ancestors and descendants, spouses of lineal descendants, siblings (and their spouses and children), and domestic partners, or any entity in which the Covered Person (or any affiliated party) is a director, officer, or has a beneficial interest of more than 5%.

B. Receipt of Gifts.

A Covered Person shall not accept any gifts, whether money, tangible personal property, or intangible property (such as tickets to concerts or sporting events) as a condition of conducting business with a vendor, payor or provider or in exchange for providing special or preferential treatment to that client or customer. Covered Persons may accept gifts of nominal or minor value which are of such a nature as to indicate they are merely tokens of respect or friendship and are not related to any particular transaction and which are customarily offered to others having a similar relationship with the firm or individual. For example, a Covered Person can generally accept inexpensive advertising and promotional gifts or items, business meals and/or other appropriate, infrequent forms of entertainment. Notwithstanding the foregoing, however, a Covered Person shall not accept any gift (even if the gift is of only nominal or minor value) from any health care provider, health care facility, or payor, or under any circumstances in which it appears that the gift is being offered or given in return for referring a patient or patronage to a health care provider, health care facility, or payor.

Covered Persons who are employees of any of the Affiliates which offer services to the public are not permitted to accept gratuities, tips or gifts from members, patients or residents. Acceptance of such a gift can create an impression among members, patients or residents that gratuities or gifts may lead to a greater level of attention or service, or conversely, that a patient's or resident's failure to make such gifts may reduce the level of attention and service by staff. If a member, patient

or resident (or family member of a patient or resident) offers such a gift, the employee should advise the member, patient or resident of the Policy, let management know of the gift, and, if practical, return the gift. If it is not practical to return the gift, it should be treated as property of SFHC and its Affiliates and shared with others in the applicable department.

If a Covered Person has any questions about a particular situation, the Covered Person should consult the Chief Compliance Officer or his or her designee before accepting any money, gift, gratuity, favor or entertainment.



Receipt of Gifts Guidance Examples

Question: In a meeting with a vendor, the vendor gave me a golf umbrella with the vendor's corporate logo. The umbrella has nominal value (less than \$25). The vendor is not a health care provider, health care facility, or payor. I did not solicit the gift. Can I keep the umbrella?

Answer: Yes. The value of the umbrella is de minimus and is an item customarily given by the vendor for marketing or advertising purposes.

Question: A vendor has invited me to its corporate headquarters to evaluate some new hardware. The building is in another city, but the vendor shall pay for my airfare, hotel, car and food expenses. Is this ok?

Answer: No. You must avoid even the appearance that your decision to buy the equipment is improperly influenced. If there is a business need, SFHC and its Affiliates can pay the expenses of your travel.

Question: I received a gift card to an expensive restaurant from the family of a resident of the senior living facility in which I work as a holiday present. I did not solicit the gift. Can I keep it?

Answer: Let your management know that you received the gift, and, if possible, return the gift. Be sure to let the family of the resident know that the Policy forbids the acceptance of gifts from residents.

Question: I received an expensive basket of fruit (value greater than \$25) from a vendor as a holiday present. I did not solicit the gift. Can I keep it?

Answer: Let your management know that you received the gift, and, if practicable, return the gift. If it is not practical to return, it should be treated as property of SFHC and its Affiliates and in this case, shared with others in your department. Be sure to let the vendor know that the Policy prohibits the acceptance of gifts from vendors (other than gifts of nominal or minor value which are of such a nature as to indicate they are merely tokens of respect or friendship and are not related to any particular transaction, and which are customarily offered to others having a similar relationship with the vendor).

Question: A representative of a vendor brought a dozen bagels and cream cheese to an early morning meeting with employees of an Affiliate of SFHC. The bagels have nominal value (less than \$25). The vendor is not a health care provider, health care facility, or payor. May the meeting attendees accept the bagels?

Answer: Yes. The value of the bagels and cream cheese is de minimus. Furnishing of bagels or similar breakfast foods for an early meeting is a courtesy customarily offered to others having a similar relationship with the vendor and can be accepted.

Question: I am a physician who provides medical consultation services for an Affiliate that provides health care services. An employee on the marketing staff of a hospital in the community where the Affiliate is located has offered me tickets to a local sporting event. I did not solicit the tickets. Can I accept them?

Answer: You should not accept the tickets. Let management of the Affiliate know that you received the offer and let the person who offered you the tickets know that the Policy prohibits you from accepting the tickets.

ARTICLE V — PROCEDURES FOR ADDRESSING ACTUAL, POTENTIAL OR APPARENT CONFLICT OF INTEREST.

A. Disclosure.

Conflict identification and analysis can be difficult. Therefore, Covered Persons are at all times expected to err on the side of caution and bring to the attention of the Chief Compliance Officer (or, in the case of directors and members of corporate advisory and community boards, to the Chairman of the SFHC Board), all material facts of any matters that may involve conflicts of interest or be perceived by others to raise questions about potential conflicts even if the Covered Person does not believe that an actual conflict exists. Disclosures should be made in advance, before any action is taken on the matter.

- Each Covered Person shall complete a Questionnaire Concerning Conflicts of Interest at the beginning of their affiliation with the SFHC and its Affiliates.
- On an annual basis, each Covered Person engaged in making or influencing decisions on behalf of SFHC or its Affiliates shall complete a Questionnaire Concerning Conflicts of Interest to disclose any actual, potential, or apparent conflicts. On an annual basis, the SFHC Chief Compliance Officer shall approve the list of affiliate Covered Persons that are required to complete the disclosure.
- On an annual basis, all Covered Persons are required to affirm that they have read, understand, and have and shall continue to adhere to the Policy by completing the Certificate of Compliance.
- All Covered Persons are required to timely submit a new Questionnaire disclosing any relevant change in circumstances.
- Questionnaires submitted by employees shall be reviewed by the Affiliate Compliance Officer and then reviewed by the SFHC Chief Compliance Officer if the employee indicates a conflict may exist. The Questionnaires submitted by directors and members of corporate and community advisory boards shall be reviewed by the Chairman of the SFHC Board and the SFHC Chief Compliance Officer.



B. Evaluation.

For Covered Persons who are directors or members of corporate or community advisory boards, the Chairman of the SFHC Board or the Chief Compliance Officer shall evaluate conflict disclosures and make other necessary inquiries to determine the extent and nature of any actual or potential conflict of interest and, if appropriate, investigate alternatives to the proposed transaction or arrangement. The Chairman of the SFHC Board or the Chief Compliance Officer shall report to the disinterested members of the Board for resolution. After disclosure of the potentially conflicting interest and all material facts, and after answering any questions, the interested director shall recuse himself or herself from deliberations and voting relating to the matter and shall refrain from attempting to influence other decision-makers relating to the matter. However, as a member of the Board or committee, an interested director may be counted in determining the establishment of the quorum at a meeting relating to the matter.

For Covered Persons who are not directors or members of a corporate or community advisory board, the Chief Compliance Officer shall evaluate conflict disclosures and make other necessary inquiries to determine the extent and nature of any actual or potential conflict of interest and, if appropriate, investigate alternatives to the proposed transaction or arrangement. After disclosure of the potentially conflicting interest and all material facts, and after answering any questions, the Covered Person shall recuse himself or herself from deliberations and any action relating to the matter and shall refrain from attempting to influence other decision-makers relating to the matter.

C. Resolution By Board.

SFHC and its Affiliates may enter into a transaction or other arrangement in which there is an actual or potential conflict of interest with a director only if at a duly held meeting of the Board, a majority of those directors (if a quorum is present at such time) who have no interest in the transaction or arrangement approve the transaction or arrangement after determining, in good faith and after reasonable inquiry, that:

1. Entering into the transaction or arrangement is in the best interests of the SFHC and its Affiliates, while considering the mission and resources, and the possibility of creating an appearance of impropriety that might impair the confidence in, or the reputation of, SFHC and its Affiliates (even if there is no actual conflict or wrongdoing);
2. The transaction or arrangement in its entirety, and each of its terms, are fair and reasonable to SFHC and its Affiliates;
3. After consideration of available alternatives, SFHC and its Affiliates could not have obtained a more advantageous arrangement with reasonable effort under the circumstances;
4. The transaction or arrangement furthers the mission and charitable purposes of SFHC and its Affiliates; and
5. The transaction or arrangement is not prohibited under federal, state or local law or regulation and does not result in private inurement, an excess benefit transaction or impermissible private benefit under laws applicable to tax exempt organizations.

D. Record-Keeping.

The minutes of the Board or any committee meeting during which a potential or actual conflict of interest is disclosed or discussed shall reflect the name of the interested director, the nature of the conflict, and details of the deliberations of the disinterested directors (such as documents reviewed, alternatives considered, comparative costs or bids, market value information and other factors considered in deliberations) and the resolution of the conflict including any ongoing procedures to manage any conflict that was approved. The interested director shall only be informed of the final decision and not of particular directors' positions.

E. Consequences of Noncompliance.

If the Chairman of the SFHC Board or the Chief Compliance Officer (in the case of directors or members of a corporate advisory board) or the Chief Compliance Officer (in the case of Covered Persons who are not directors or member of a corporate or community advisory board) has reasonable cause to believe that a Covered Person has failed to comply with the Policy, they may make such further investigation as may be warranted in the circumstances and if they determine that a Covered Person has in fact failed to comply with the Policy, they shall take appropriate action which may include recommendation to the Board of Directors or CEO, as applicable, to remove the Covered Person from office or terminate employment of the Covered Person.



ARTICLE VI — NOTIFICATIONS TO COVERED PERSONS.

In order to assure that Covered Persons are aware of the Policy, the following practices and procedures shall be observed:

1. A copy of the Policy shall be provided to each Covered Person.
2. Each Covered Person receiving a copy of the Policy shall submit an Affirmation attached to the Code of Ethical Business Conduct (of which the Policy is a part) affirming:
 - A. That he or she read the Policy in full and has considered his or her personal situation in light of it
 - B. That he or she is not, to the best of his or her knowledge, violating any of the principles or standards enunciated in the Policy
 - C. That he or she has made a full disclosure of the facts regarding any possible question of a conflict of interest with SFHC or any of its Affiliates.

The Affirmation and Conflict of Interest Questionnaire for directors shall be submitted to the Corporate Secretary, or his/her designee, within two weeks after receipt. Covered Persons who are employees shall submit their initial Affirmation and Questionnaire to Human Resources as part of their initial new employee orientation, and shall annually submit the Affirmation. Covered Persons who are not directors or employees (such as members of corporate advisory boards) shall submit the Affirmation and Questionnaire to the Chief Compliance Officer (or his or her designee).

3. Any Covered Person who is a director or member of a corporate or community advisory board who has any question regarding any possible conflict of interest affecting or potentially affecting their own position shall forthwith make a full disclosure of the facts to the Chairman of the SFHC Board, who shall consult the Chief Compliance Officer and its General Counsel before a final decision is made. In the case of any Covered Person who is not a director or member of a corporate advisory board, such disclosure shall be made to the Chief Compliance Officer. If it is finally decided that the facts disclosed do present a conflict of interest which should not be waived by SFHC and its Affiliates, the Covered Person involved shall be disqualified from exercising any authority in connection with any transaction affected thereby. If the Covered Person is a director or member of a corporate advisory board, he or she shall abstain from voting on any such transaction and not participate in any discussion of the transaction at any meeting of the Board or corporate or community advisory board. Each final decision involving a director, including the reasons therefore and the action taken (whether the question is determined to be substantial or not), shall be recorded in a memorandum or in the minutes of any meeting of the Board of Directors at which such decision was made.

Certificate of Compliance

Print Name

I, hereby certify that I have read, understand and am in compliance with the terms and conditions set forth in the Code of Ethical Business Conduct (the “Code”) and Conflicts of Interest Policy & Procedure:

I certify that I have considered my personal situation in light of the Conflicts of Interest Policy & Procedure (“Policy”) and that:

☐

To the best of my knowledge, I am not violating any of the principles or standards set forth in the Policy; and

☐

I have made full disclosure (on the attached questionnaire) of the facts regarding any possible question of a conflict of interest with SFHC or any of its Affiliates, as required by the Policy.

.....
(Signature)

.....
(Date)

SantaFe HealthCare, Inc. and Its Affiliates Conflicts of Interest Policy & Procedure Questionnaire

Have you or any Affiliated Party, as defined in the Conflicts of Interest Policy & Procedure (“Policy”), had or engaged in, or do you know of any other Covered Person that has or engaged in, any of the following (other than matters already fully disclosed, evaluated and resolved)?

	YES	NO
1. A financial arrangement or other interest in a transaction with SFHC or any of its Affiliates;		
2. a compensation or financial arrangement or other interest in or affiliation with any entity or individual: (a) that sells goods or services to, or purchases goods or services from, SFHC or any of its Affiliates; (b) that leases property to or from SFHC or any of its Affiliates; (c) competes with SFHC or any of its Affiliates; or (d) with which SFHC or any of its Affiliates has, or is negotiating, or is contemplating negotiating, any other transaction or arrangement;		
3. used his or her position, or confidential information or the assets of SFHC or any of its Affiliates to his or her (or an affiliated party's) financial or personal advantage or for an improper or illegal purpose;		
4. solicited or accepted any gift, entertainment, or other favor from a health care provider, health care facility, or payor where such gift might create the appearance of influence on the Covered Person;		
5. solicited or accepted from any other person or organization (not identified in #4 above) a gift, entertainment, or other favor where such gift might create the appearance of influence on the Covered Person (other than gifts of nominal value, which are clearly tokens of respect and friendship unrelated to any particular transaction);		
6. acquired any property or other rights in which SFHC or any of its Affiliates has an interest, or the Covered Person knows or has reason to believe at the time of acquisition that SFHC or any of its Affiliates is likely to have an interest;		
7. an opportunity related to the activities of SFHC or any of its Affiliates that is available to SFHC or any of its Affiliates or to the Covered Person, unless the Board has made an informed decision that SFHC or any of its Affiliates will not pursue that opportunity;		
8. been indebted to SFHC or any of its Affiliates, other than for amounts due for ordinary travel and expense advances; or		
9. any other circumstances that may, in fact or in appearance, make it difficult for the Covered Person to exercise independence, objective judgment or otherwise perform effectively.		

If yes is answered to any of the above questions, please describe the relevant facts (attach a separate sheet if necessary).

.....
(Signature)

.....
(Name)

.....
(Date)

SantaFe HealthCare, Inc., a Florida not-for-profit corporation, controls the following entities (the “Affiliates”):

- AvMed, Inc., a Florida not-for-profit corporation
 - AvMed Administrators, Inc., a Florida for-profit corporation
- North Central Florida Hospice, Inc., d/b/a, Haven Hospice (“Haven”), a Florida not-for-profit corporation
 - Haven Medical Group, LLC, a Florida limited liability company wholly owned by Haven
 - Haven Palliative Care, LLC, a Delaware limited liability company wholly owned by Haven
 - Haven Hospice Properties, LLC, a Delaware limited liability company wholly owned by Haven
 - Haven Foundation, Inc., a Florida not-for-profit corporation
- Hospice of the Florida Keys, Inc., n/k/a HFK Care Corporation, a Florida not-for-profit corporation
 - SantaFe Senior Living, Inc., a Florida not-for-profit corporation
 - North Florida Retirement Village, Inc., a Florida not-for-profit corporation
 - East Ridge Retirement Village, Inc., a Florida not-for-profit corporation
 - Bonita Springs Retirement Village, Inc., a Florida not-for-profit corporation
 - BVG Acquisition, Inc., a Florida not-for-profit corporation
 - SantaFe Senior Living Foundation, Inc., a Florida not-for-profit corporation
 - SFHolding Corp., Inc., a taxable Florida not-for-profit corporation
- SantaFe Management Services, LLC, a Florida limited liability company wholly owned by SFHC

SantaFe HealthCare

The Village
—at Gainesville
A SantaFe Senior Living Community



East Ridge
—at Cutler Bay
A SantaFe Senior Living Community



The Terraces
—at Bonita Springs
A SantaFe Senior Living Community