

**Fill in this information to identify the case:**

Debtor 1 Life Care St. Johns, Inc.  
 Debtor 2 \_\_\_\_\_  
 (Spouse, if filing)  
 United States Bankruptcy Court for the: Middle District of Florida  
 Case number 3:16-bk-01347-JAF

112 Life Care St Johns  
 3:16-bk-1347 (JAF)



Claim 1002

Official Form 410

**Proof of Claim**

04/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

**Part 1: Identify the Claim**

<b>1. Who is the current creditor?</b>	<u>U.S. Bank National Association, as trustee</u> Name of the current creditor (the person or entity to be paid for this claim)	
	Other names the creditor used with the debtor _____	
<b>2. Has this claim been acquired from someone else?</b>	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
<b>3. Where should notices and payments to the creditor be sent?</b>  Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	<b>Where should notices to the creditor be sent?</b>	<b>Where should payments to the creditor be sent? (if different)</b>
	<u>David E. Otero</u> Name <u>50 North Laura Street, Suite 3100</u> Number Street <u>Jacksonville FL 32202</u> City State ZIP Code Contact phone <u>(904) 798-3700</u> Contact email <u>david.otero@akerman.com</u>	_____ Name _____ Number Street _____ City State ZIP Code Contact phone _____ Contact email _____
Uniform claim Identifier for electronic payments in chapter 13 (if you use one): _____		
<b>4. Does this claim amend one already filed?</b>	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____ MM / DD / YYYY	
<b>5. Do you know if anyone else has filed a proof of claim for this claim?</b>	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____	

**Part 2: Give Information About the Claim as of the Date the Case Was Filed**

6. Do you have any number you use to identify the debtor?  No  
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: \_\_\_\_\_

7. How much is the claim? \$ 7,988,323.22. Does this amount include interest or other charges?  
 No  
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.  
 Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).  
 Limit disclosing information that is entitled to privacy, such as health care information.  
  
Unpaid refunds/distributions from prior bankruptcy case. See attached Appendix.

9. Is all or part of the claim secured?  No  
 Yes. The claim is secured by a lien on property.  
**Nature of property:**  
 Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.  
 Motor vehicle  
 Other. Describe: 11.01 acre tract of land and all other assets

**Basis for perfection:** Security Agreement (Note A) & Security Agreement (Note B)  
 Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)

**Value of property:** \$ 450,000.00 (estimate)

**Amount of the claim that is secured:** \$ 450,000.00

**Amount of the claim that is unsecured:** \$ 7,538,323.22 (The sum of the secured and unsecured amounts should match the amount in line 7.)

**Amount necessary to cure any default as of the date of the petition:** \$ n/a

**Annual Interest Rate** (when case was filed) 12.00 %

Fixed  
 Variable

10. Is this claim based on a lease?  No  
 Yes. Amount necessary to cure any default as of the date of the petition. \$ \_\_\_\_\_

11. Is this claim subject to a right of setoff?  No  
 Yes. Identify the property: \_\_\_\_\_

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

No

Yes. Check one:

Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

Up to \$2,850\* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

Wages, salaries, or commissions (up to \$12,850\*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).

Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).

Other. Specify subsection of 11 U.S.C. § 507(a)( ) that applies.

Amount entitled to priority

\$ \_\_\_\_\_

\$ \_\_\_\_\_

\$ \_\_\_\_\_

\$ \_\_\_\_\_

\$ \_\_\_\_\_

\$ \_\_\_\_\_

\* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.

**Part 3: Sign Below**

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

I am the creditor.

I am the creditor's attorney or authorized agent.

I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date

05 17 2016  
MM / DD / YYYY



Signature

Print the name of the person who is completing and signing this claim:

Name David E. Otero  
First name Middle name Last name

Title Attorney for U.S. Bank National Association, as trustee

Company Akerman LLP  
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 50 North Laura Street, Suite 3100  
Number Street

Jacksonville FL 32202

City State ZIP Code

Contact phone (904) 798-3700 Email david.otero@akerman.com

UNITED STATES BANKRUPTCY COURT  
MIDDLE DISTRICT OF FLORIDA  
JACKSONVILLE DIVISION

In re:

LIFE CARE ST. JOHNS, INC.,

Case No.: 3:16-bk-01347-JAF

Debtor.

Chapter 11

APPENDIX TO PROOF OF CLAIM OF  
U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE

1. The undersigned, David E. Otero, Esq., whose mailing and business address is Akerman LLP, 50 North Laura Street, Suite 3100, Jacksonville, Florida 32202, is attorney-in-fact for U.S. Bank National Association, as trustee (the "Refund Trustee") of the Refund Queue Claim Holders' Distribution Trust Agreement dated April 16, 2014 for the benefit of the Refund Queue Claim Holders (the "Refund Trust") and is authorized to make this claim (the "Proof of Claim") on behalf of the Refund Trustee under the Refund Trust and the following loan documents (collectively, the "Loan Documents") with Life Care St. Johns, Inc. (the "Debtor"), as borrower:

- (a) RQH A Note;
- (b) Security Agreement (Note A);
- (c) RQH B Note; and
- (d) Security Agreement (Note B).

2. On April 11, 2016 (the "Filing Date"), the Debtor filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

3. On April 12, 2016, the Clerk of the Bankruptcy Court issued the *Notice of Chapter 11 Bankruptcy Case* (Doc. 28), which stated that the deadline to file proofs of claim is August 1, 2016.

4. As of the Filing Date, the Debtor was truly indebted and liable to the Refund Trustee pursuant to the Loan Documents in the aggregate amount of not less than \$7,988,323.22. An itemization of this Proof of Claim is as follows:

**SECURED PROMISSORY NOTE "A" (RQH A Note)**

Effective Date of Note:	April 16, 2014
Note A Original Principal Amount:	\$4,700,378.40
Initial Annual Interest Rate (through 12.31.2015)	1.344%
Principal Payment made on 4.16.2014:	\$813,337.82
Number of days from 4.16.2014 to (but not including) 10.1.2014):	168
Interest accrued and unpaid through October 1, 2014:	\$24,045.55
Loan Amount at Time of Default (10.1.2014):	\$3,911,086.13
Default Interest Rate (per annum):	12%
Default Interest Rate (per diem in 365 day year):	0.032877%
Default Interest Rate (per diem in 366 day year):	0.032787%
Number of Days in Default in 2014 (365 day year)	92
Number of Days in Default in 2015 (365 day year)	365
Number of Days in Default in 2016 (366 day year)	102
Default Interest from 10.1.2014 through 12.31.2014:	\$118,296.96
Default Interest from 1.1.2015 through 12.31.2015:	\$469,330.34
Default Interest from 1.1.2016 through 4.11.2016:	\$130,796.98
Total Default Interest:	\$718,424.28
Total Principal and Interest Owed as of 4.11.2016:	\$4,629,510.41
Attorneys' Fees Due and Unpaid Under RQH A Note as of 4.11.2016:	\$61,196.57
<b>TOTAL AMOUNT CURRENTLY DUE UNDER RQH A NOTE*:</b>	<b>\$4,690,706.98</b>
*Includes unpaid principal, accrued & unpaid interest, & attorneys' fees thru filing date. Refund Trustee reserves the right to seek post-petition interest, attorneys' & trustee's fees and costs.	

**SECURED PROMISSORY NOTE "B" (RQH B Note)**

Effective Date of Note:	April 16, 2014
Note B Original Principal Amount:	\$3,133,585.60
Non-Default Interest Rate (annual rate, compounded semi-annually on October 16 and April 16):	2.50%
Number of days from April 16, 2014 through October 15, 2014:	183
Number of days from October 16, 2014 through April 15, 2015:	182
Number of days from April 16, 2015 through October 15, 2015:	183
Number of days from October 16, 2015 through December 31, 2015:	77
Number of days from January 1, 2016 through April 11, 2016:	102
Interest accruing from April 16, 2014 through October 15, 2014:	\$39,277.13
Interest accruing from October 16, 2014 through April 15, 2015:	\$39,552.12
Interest accruing from April 16, 2015 through October 15, 2015:	\$40,265.20
Interest accruing from October 16, 2015 through December 31, 2015:	\$17,154.55
Interest accruing from January 1, 2016 through April 11, 2016:	\$22,781.63
Total Interest Accrued and Unpaid from 4.16.2014 to 4.11.2016:	\$159,030.64
Total Principal and Interest Owed as of 4.11.2016:	\$3,292,616.24
<b>TOTAL AMOUNT CURRENTLY DUE UNDER RQH B NOTE*:</b>	<b>\$3,292,616.24</b>
*This total amount includes unpaid principal and accrued and unpaid interest. This Note is in default pursuant to the Cross-Default provision of 9.4, and all amounts are currently due.	
<b>TOTAL AMOUNT CURRENTLY DUE UNDER RQH A NOTE AND RQH B NOTE:</b>	<b>\$7,983,323.22</b>
<b>Unpaid Trust Administration Fees Under the Plan</b>	<b>\$5,000.00</b>
<b>GRAND TOTAL</b>	<b>\$7,988,323.22</b>

The Debtor is also indebted to the Refund Trustee for (i) post-Filing Date interest and (ii) all interest, fees, costs, charges and expenses incurred after the Filing Date, including, without limitation, all attorneys', trustee's and other professional fees and expenses, and any other amounts owed under the Loan Documents.

5. This Proof of Claim is being filed to reflect the amount due to the Refund Trustee on the Filing Date only.

6. A breakdown of fees included in this Proof of Claim is noted in paragraph 4 of this Appendix. The Refund Trustee reserves the right to seek post-petition attorneys' and trustee's fees and costs to the extent it is oversecured and/or otherwise allowable.

7. The Refund Trustee reserves all rights to (i) amend, clarify, modify, update or supplement this Proof of Claim at any time and in any respect, including without limitation to assert additional claims and requests for payment, including post-petition interest, attorney's and trustee's fees and costs, or additional grounds for the Refund Trustee's claims, and/or to specify the amount of the Refund Trustee's contingent, unmatured and/or unliquidated claims, if any, as they become non-contingent, matured and/or liquidated; (ii) file additional proofs of claim at any time and in any respect; (iii) file separate proofs of claim on the Refund Trustee's behalf as (a) permitted by any order entered in this case establishing a deadline to file proofs of claim; (b) required by law or (c) otherwise ordered by the Bankruptcy Court; and/or (iv) file a request for payment of an administrative expense or priority claim in accordance with 11 U.S.C. §§ 503(b) and 507(a). By virtue of the filing of this Proof of Claim, the Refund Trustee does not waive, and hereby expressly reserves, the Refund Trustee's rights to pursue any and all claims and requests for payment, including but not limited to, the claims and requests for payment described herein against the Debtor based on the facts and circumstances giving rise to the claims asserted in this Proof of Claim or any other alternative legal theories. In addition, certain of the Refund Trustee's claims cannot, at this time, be reasonably calculated or estimated. The Refund Trustee does not waive any of its rights to any and all such claims by not ascribing a specific dollar amount thereto at this time.

8. All reservations of rights and benefits set forth in this Proof of Claim apply to the indebtedness and claims set forth herein.

9. This Proof of Claim is not subject to any setoff or counterclaim.

10. The execution and filing of this Proof of Claim is not and shall not be deemed or construed as (a) a waiver or release of the Refund Trustee's rights against any person, entity, or property, which may be liable for all or any part of the claims asserted herein, including but not limited to guarantors or co-debtors; (b) a consent by the Refund Trustee to the jurisdiction of the Bankruptcy Court with respect to proceedings, if any, commenced in the Debtor's chapter 11 case against or otherwise involving the Refund Trustee; (c) a waiver or release of the Refund Trustee's right to trial by jury in any proceeding as to any and all matters so triable herein, whether or not the same be designated legal or private rights or in any case, controversy or proceeding related hereto, notwithstanding the designation or not of such matters as "core proceedings" pursuant to 28 U.S.C. § 157(b)(2), and whether such jury trial right is pursuant to statute or the United States Constitution; (d) a waiver or release of the Refund Trustee's right to

have any and all final orders in any and all non-core matters or proceedings entered only after *de novo* review by a United States District Court Judge; (e) a waiver of the right to move or to withdraw the reference with respect to the subject matter of this Proof of Claim, any objection thereto or other proceeding which may be commenced in the Debtor's chapter 11 case against or otherwise involving the Refund Trustee; (f) an election of remedies; or (g) a waiver or limitation of any procedural or substantive rights or defenses to any claim that may be asserted against the Refund Trustee by the Debtor, any official committee of unsecured creditors, trustee or examiner appointed in this case or any subsequent case, or any other party.

11. All notices concerning this Proof of Claim should be sent to counsel for the Refund Trustee, Akerman LLP, 50 North Laura Street, Suite 3100, Jacksonville, Florida 32202, Attn.: David E. Otero, Esq.