

B1 (Official Form 1) (04/13)

UNITED STATES BANKRUPTCY COURT Northern District of Texas					VOLUNTARY PETITION				
Name of Debtor (if individual, enter Last, First, Middle): Sears Methodist Retirement System, Inc.					Name of Joint Debtor (Spouse) (Last, First, Middle):				
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):				
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 75-2516330					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):				
Street Address of Debtor (No. and Street, City, and State): 2100 Ross Avenue, 21st Floor Dallas, Texas <div style="text-align: right;">ZIP CODE 75201</div>					Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>				
County of Residence or of the Principal Place of Business:					County of Residence or of the Principal Place of Business:				
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>					Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>				
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>									
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13			<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding		
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:		Tax-Exempt Entity (Check box, if applicable.) <input checked="" type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.					
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.					Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (<i>amount subject to adjustment on 4/01/16 and every three years thereafter</i>). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).				
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.								THIS SPACE IS FOR COURT USE ONLY	
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input checked="" type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000									
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion									
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion									

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Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Sears Methodist Retirement System, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See attached Schedule I	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
<p style="text-align: center;">Exhibit C</p> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>			
<p style="text-align: center;">Exhibit D</p> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.</p>			
<p style="text-align: center;">Information Regarding the Debtor - Venue (Check any applicable box.)</p> <p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>			
<p style="text-align: center;">Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="text-align: right;">_____ (Name of landlord that obtained judgment)</p> <p style="text-align: right;">_____ (Address of landlord)</p> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>			

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Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): Sears Methodist Retirement System, Inc.
Signatures	
Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b). I request relief in accordance with the chapter of title 11, United States Code, specified in this petition. X _____ Signature of Debtor X _____ Signature of Joint Debtor _____ Telephone Number (if not represented by attorney) _____ Date	Signature of a Foreign Representative I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.) <input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached. <input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached. X _____ (Signature of Foreign Representative) _____ (Printed Name of Foreign Representative) _____ Date
Signature of Attorney* X <u>/s/ Vincent Slusher</u> Signature of Attorney for Debtor(s) <u>Vincent Slusher</u> Printed Name of Attorney for Debtor(s) <u>DLA Piper LLP (US)</u> Firm Name <u>1717 Main Street, Suite 4800</u> <u>Dallas, Texas 75201</u> Address <u>(214) 743-4500</u> Telephone Number <u>June 10, 2014</u> Date <small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small>	Signature of Non-Attorney Bankruptcy Petition Preparer I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached. _____ Printed Name and title, if any, of Bankruptcy Petition Preparer _____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.) _____ Address X _____ Signature _____ Date Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above. Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual. If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person. <i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i>
Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition. X <u>/s/ Paul Rundell</u> Signature of Authorized Individual <u>Paul Rundell</u> Printed Name of Authorized Individual <u>Chief Restructuring Officer</u> Title of Authorized Individual <u>June 10, 2014</u> Date	

Schedule I

Pending Bankruptcy Cases Filed By the Debtor and Affiliates of the Debtor

On June 10, 2014 each of the entities listed below filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the number assigned to the chapter 11 case of Sears Methodist Retirement System, Inc.

1. Sears Methodist Retirement System, Inc.
2. Sears Caprock Retirement Corporation
3. Sears Methodist Centers, Inc.
4. Sears Plains Retirement Corporation
5. Sears Methodist Foundation
6. Sears Panhandle Retirement Corporation
7. Canyons Senior Living, L.P.
8. Odessa Methodist Housing, Inc.
9. Sears Brazos Retirement Corporation
10. Sears Permian Retirement Corporation
11. Sears Tyler Methodist Retirement Corporation
12. Senior Dimensions, Inc.

SEARS METHODIST RETIREMENT SYSTEM, INC.

CERTIFICATE OF CORPORATE RESOLUTION

I, David Lynn, the duly elected, qualified and acting Treasurer of **SEARS METHODIST RETIREMENT SYSTEM, INC.**, a Texas non-profit corporation (the "Company"), do hereby certify that at a meeting of the Sears Methodist Retirement System Board of Trustees (the "Board") held on this 27th day of May, 2014, at which a quorum voted, the following resolution was presented and adopted, to wit:

WHEREAS, the Company is the sole member of Senior Dimensions, Inc., Odessa Methodist Housing, Inc., Sears Plains Retirement Corporation, Sears Permian Retirement Corporation, Sears Methodist Centers, Inc., Sears Panhandle Retirement Corporation, Sears Methodist Foundation, Sears Brazos Retirement Corporation, Sears Tyler Methodist Retirement Corporation, Sears Caprock Retirement Corporation, and Sears Methodist Senior Housing, LLC, which is the general partner of Canyons Senior Living, L.P. (each, an "Affiliated Company");

WHEREAS, the Board has considered the current and prospective financial and operational aspects of the Company's business and has reviewed the historical performance of the Company and the current and long-term liabilities of the Company;

WHEREAS, the Board has been evaluating and considering the reorganization of the Company's business in consultation with the officers of the Company;

WHEREAS, the Board has determined that it is desirable, fair, reasonable, and in the best interest of the Company, the Company's creditors, residents and other interested parties for the Company to file a voluntary petition seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Northern District of Texas;

WHEREAS, the Board has reviewed, considered, and received the recommendations of professionals and advisors to the Company as to the terms of potential restructurings that could be implemented during the course of the bankruptcy case;

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that, in the judgment of the Board, it is advisable and in the best interests of the Company, its creditors, and other interested parties that a voluntary petition be filed by the Company in the United States Bankruptcy Court for the Northern District of Texas under chapter 11 of the Bankruptcy Code; and it is further

RESOLVED, that Paul Rundell, as Chief Restructuring Officer, and such other officer(s) that the Company shall from time to time designate (the "Authorized Officers" and, each, an "Authorized Officer"), are hereby authorized and instructed to cause preparation of a voluntary petition for reorganization under chapter 11 of the Bankruptcy

Code on behalf of the Company; and it is further

RESOLVED, that, upon preparation, such Authorized Officers are hereby authorized, on behalf of and in the name of the Company, to cause such a voluntary petition to be executed, and verified in such form as such Authorized Officers, with advice of counsel, deem appropriate and that, upon such execution, such Authorized Officers, with advice of counsel, are hereby authorized to cause such a petition to be filed with the United States Bankruptcy Court for the Northern District of Texas to commence a case under chapter 11 of the Bankruptcy Code (the "Bankruptcy Case"); and it is further

RESOLVED, that the Authorized Officers or the Executive Committee of the Board, on terms consistent with those presented to the Board, are hereby authorized and instructed to make such arrangements as they deem necessary or proper for the Company to use existing cash collateral or to borrow additional funds, either as a debtor in possession under chapter 11 of the Bankruptcy Code or otherwise, and that such officers are hereby authorized and instructed, on behalf of and in the name of the Company, to negotiate and agree with potential lenders as to the terms and amounts of any such cash collateral use or further borrowings and to grant such security interests in, or liens on the assets of the Company, and to execute and deliver appropriate agreements for such use of postpetition financing in connection with the Bankruptcy Case, including the granting of liens to any such lender(s) to such agreement(s), and to take such additional action and execute and deliver such other agreements, instruments or documents proposed to be executed and delivered by or on behalf of the Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any such officer, in their sole discretion, may deem necessary or proper in connection with such further borrowings; and it is further

RESOLVED, that the Authorized Officers, on terms consistent with those presented to the Board, are authorized to execute and file (or direct others to do so on behalf of the Company as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, financial advisors, investment bankers, accountants or other professionals and to take any and all action that they deem necessary and proper in connection with the Bankruptcy Case; and it is further

RESOLVED, that the law firm of DLA Piper LLP (US) ("DLA Piper") shall be retained as general bankruptcy counsel for the Company in the Bankruptcy Case, and the Authorized Officers are hereby authorized and directed to (a) execute retention agreements, pay retainers prior to and immediately upon the filing of the Bankruptcy Case, (b) continue to periodically replenish, as required, the retainer previously paid by the Company to DLA Piper, on account of the services rendered or to be rendered by it and (c) cause to be filed an application for authority to retain the services of DLA Piper during the Bankruptcy Case; and it is further

RESOLVED, that Alvarez & Marsal Healthcare Industry Group, LLC shall be

retained to serve as the financial advisor to the Company in accordance with terms of the engagement letter, and the Authorized Officers are hereby authorized and directed, to execute retention agreements, pay retainers prior to and immediately upon the filing of the Bankruptcy Case and cause to be filed an application for authority to retain the services of Alvarez & Marsal Healthcare Industry Group, LLC during the Bankruptcy Case; and it is further

RESOLVED, that the engagement letter and any amendments thereto between DLA Piper and Cain Brothers & Company, LLC ("Cain Brothers") pursuant to which Cain Brothers shall serve as investment banker to the Company is hereby ratified, and the Authorized Officers are hereby authorized and directed, to execute retention agreements, pay retainers prior to and immediately upon the filing of the Bankruptcy Case and cause to be filed an application for authority to retain the services of Cain Brothers during the Bankruptcy Case; and it is further

RESOLVED, that the Authorized Officers are authorized and directed to employ any other firms as professionals or consultants to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code and, in connection therewith, the Authorized Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the case and cause to be filed an appropriate application for authority to retain the services of such firm; and it is further

RESOLVED, that the Authorized Officers are authorized and directed, in the name of and on behalf of the Company, under the Company's corporate seal or otherwise, to make, enter into, execute, deliver and file any and all other or further agreements, documents, certificates, materials and instruments, to disburse funds of the Company, to take or cause to be taken any and all other actions, and to incur all such fees and expenses as any such officer deems to be necessary, appropriate or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete the Bankruptcy Case, the taking of any such action or execution of any such documents and/or agreements to constitute conclusive evidence and the exercise of such discretionary authority; and it is further

RESOLVED, that, to the extent any Affiliated Company's board of directors resolves to file a voluntary petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas and such resolution(s) require the approval of the Board of the Company pursuant to the bylaws of the Affiliated Company, the Company hereby adopts, ratifies, confirms and approves in all respects the resolutions of the Affiliated Company to file a voluntary petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief under chapter 11 of the Bankruptcy Code or in connection with the Bankruptcy Case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the

I do further certify that the foregoing is a full, true and correct copy of the Resolution as it appears in the records of the Company; that such Resolution has not been altered, amended or repealed and is now in full force and effect; and that I am duly authorized to make this Certificate.

SEARS METHODIST RETIREMENT SYSTEM, INC.

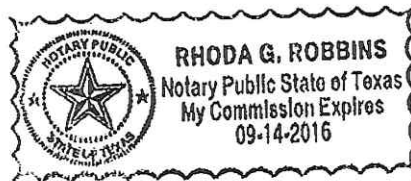
By: David W. Lynn
Title: David Lynn, Board Treasurer

SUBSCRIBED, SWORN TO AND ACKNOWLEDGED on this 27th day of May, 2014 by David Lynn, Board Treasurer of **SEARS METHODIST RETIREMENT SYSTEM, INC.**, a non-profit corporation, on behalf of said Corporation.

Rhoda G. Robbins
Notary Public, State of Texas

Rhoda G Robbins
Notary's Name (printed)

My Commission expires 09-14-2016



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PROPOSED ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION

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

In re:	§	CASE NO. 14-[•]
	§	
SEARS METHODIST RETIREMENT	§	CHAPTER 11
SYSTEM, INC., <i>et al.</i>¹	§	
	§	Joint Administration Pending
Debtors.	§	

LIST OF EQUITY SECURITY HOLDERS (RULE 1007(a)(3))

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(3), Sears Methodist Retirement System, Inc. ("SMRS"), a Texas nonprofit corporation, as one of the above-captioned debtors and debtors in possession, hereby states that it has no equity security holders.

¹ The debtors in these chapter 11 cases, along with the last four (4) digits of their taxpayer identification numbers, are: Sears Methodist Retirement System, Inc. (6330), Canyons Senior Living, L.P. (8545), Odessa Methodist Housing, Inc. (9569), Sears Brazos Retirement Corporation (8053), Sears Caprock Retirement Corporation (9581), Sears Methodist Centers, Inc. (4917), Sears Methodist Foundation (2545), Sears Panhandle Retirement Corporation (3233), Sears Permian Retirement Corporation (7608), Sears Plains Retirement Corporation (8233), Sears Tyler Methodist Retirement Corporation (0571) and Senior Dimensions, Inc. (4016). The mailing address of each of the debtors, solely for purposes of notices and communications, is 2100 Ross Avenue 21st Floor, c/o Paul Rundell, Dallas, Texas 75201.

The undersigned, the Chief Restructuring Officer of SMRS, hereby declares under penalty of perjury that the information contained herein is true and correct to the best of his knowledge, information and belief, as of June 10, 2014.

Executed this 10th day of June, 2014

By: /s/ Paul B. Rundell
Name: Paul B. Rundell
Title: Chief Restructuring Officer

Vincent P. Slusher, State Bar No. 00785480
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Andrew Zollinger, State Bar No. 24063944
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PROPOSED ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION

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

In re:

**SEARS METHODIST RETIREMENT
SYSTEM, INC., *et al.*¹**

Debtors.

§
§
§
§
§
§

CASE NO. 14-[•]

CHAPTER 11

Joint Administration Pending

CORPORATE OWNERSHIP STATEMENT (RULE 1007(a)(1))

Pursuant to Federal Rules of Bankruptcy Procedure 1007(a)(1) and 7007.1, Sears Methodist Retirement System, Inc. ("SMRS"), a Texas nonprofit corporation, as one of the above-captioned debtors and debtors in possession, hereby certifies that no entity owns 10% or more of any class of its equity interests.

¹ The debtors in these chapter 11 cases, along with the last four (4) digits of their taxpayer identification numbers, are: Sears Methodist Retirement System, Inc. (6330), Canyons Senior Living, L.P. (8545), Odessa Methodist Housing, Inc. (9569), Sears Brazos Retirement Corporation (8053), Sears Caprock Retirement Corporation (9581), Sears Methodist Centers, Inc. (4917), Sears Methodist Foundation (2545), Sears Panhandle Retirement Corporation (3233), Sears Permian Retirement Corporation (7608), Sears Plains Retirement Corporation (8233), Sears Tyler Methodist Retirement Corporation (0571) and Senior Dimensions, Inc. (4016). The mailing address of each of the debtors, solely for purposes of notices and communications, is 2100 Ross Avenue 21st Floor, c/o Paul Rundell, Dallas, Texas 75201.

The undersigned, the Chief Restructuring Officer of SMRS, hereby declares under penalty of perjury that the information contained herein is true and correct to the best of his knowledge, information and belief, as of June 10, 2014.

Executed this 10th day of June, 2014

By: /s/ Paul B. Rundell
Name: Paul B. Rundell
Title: Chief Restructuring Officer