

EXHIBIT 12
RECEIVER'S, CRO'S AND DEBTOR'S
SECOND AMENDED PLAN OF REORGANIZATION (MAY 27, 2010)

HOLDCO PROPERTIES

Sunwest Holdco - Updated May 25, 2010

Subject to Change

Blackstone has the right to remove (and add back) properties from Holdco. To date, it has removed four properties (see the bottom of this list). Blackstone's analysis of Holdco properties is ongoing and may result in additional kickouts.

Properties shaded in green were added to Blackstone's original Holdco list of 134 properties in March 2010.

Project Name:

Absaroka

Alpine Court

Alpine Springs

Apple Ridge

Azalea Gardens

Big Sky

Brentmoor

Briarwood

Brookside

Buckingham Estates

Cambridge Place

Canterbury Court

Canterbury Gardens

Canyonview Estates

Carriage Inn

Cedar Ridge

Century Fields

Champlin Shores

Chandler Place

Cehalem Springs

Chesterley Court

Chesterley Meadows

Chestnut Lane

Chris Ridge

Churchill

Cliff View

Cordova Estates

Cottage Village

Cottages The

Cougar Springs

Court at Clifton Park - Beacon Pointe - Willow Trace

Court At Greece/Crimson Ridge Gardens/Harvest Glen

Court at Orchard Park - Quaker's Landing

Courtyard Gardens

Crown Pointe

Culpepper Place

Dry Creek

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| Eagle Cove |
| Eagle Meadows |
| Eden Estates |
| Eldorado Heights |
| Emerald Estates |
| Emerald Pointe |
| Englewood Heights |
| Fishers Landing |
| Flint River |
| Fox River |
| Georgian Place |
| Glendale Place |
| Graysonview Selinsgrove |
| Hawthorne Inn at Greenville |
| Hawthorne Inn at Hilton Head |
| Heartland Park |
| Heritage Place |
| Heritage The |
| Hermiston Terrace |
| Heron Pointe |
| Heron Pointe Cottages |
| Hillside |
| Holiday Lane Estates |
| Lake Pointe |
| Lake Springs |
| Lake Springs Cottages |
| Lakeside |
| Lakeside Cottages |
| Lassen House |
| Laurel Gardens |
| LaVilla |
| Legacy Crossing |
| Legacy Gardens |
| Lexington Gardens |
| Magnolia Gardens |
| Manchester House |
| Manor House |
| Maplewood |
| Meadowlark |
| Medallion |
| Minnetonka |
| Monroe House |
| Montclair Park |
| Moses Lake |
| Mountain Laurel |
| Mountain View - Ashland |
| Necanicum Village |

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| Northpark Place |
| Northridge |
| Oak Tree Village |
| Oakridge |
| Oaks The |
| Orchard Glen |
| Orchard Park |
| Osprey Court |
| Oswego Springs |
| Palm Meadows Court |
| Palm Meadows Village |
| Palms The |
| Paradise Valley |
| Park Avenue Estates |
| Park Place - Portland |
| Parkway Village |
| Peachtree Village - Georgia |
| Peridot |
| Plaza at Sun Mountain |
| Plaza on the River |
| Quail Hollow |
| Remington House |
| River Road |
| River Valley Landing |
| Rose Terrace |
| Rose Valley |
| Rose Valley Cottages |
| Rosemont at Clearlake |
| Sandia Springs |
| Sellwood Landing |
| Sequoia Springs |
| Sequoia Springs Cottages |
| Spring Arbor |
| Spring Creek Gardens |
| Spring Estates |
| Spring Meadows Cottages |
| Spring Meadows Retirement |
| Spring Mountain |
| Spring Pointe |
| Spring Village |
| Statesman Club |
| Stone Mountain |
| Stonebridge |
| Sugarland Ridge |
| Sunrise Creek |
| Sunshine Village |
| Sweetwater Springs |

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| Terrace at Bluegrass |
| Terrace at Jasper |
| Terrace at Riverstone |
| Terrace at Woodstock |
| Villa Del Rey |
| Village at Greece - Crimson Ridge Meadows |
| Waterford in Bellevue |
| West Park Place |
| Willow Ridge |
| Willows at Sherman |
| Windfield Village |
| Woodside |
| Woodstock Estates |
| Wyndmoor |
| 145 |

REMOVED FROM HOLDCO AS OF 05/25/2010

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| Autumn Glen |
| Autumn Park |
| Golden Eagle Plaza |
| Westbrook Gardens |