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At a Ex-Parte Motion Term of the Supreme Court of the State of New York, County of Bronx, held at the Supreme Court House located at 851 Grand Concourse, Bronx, New York, on the 18 day of ~~April~~, 2018.

June

PRESENT:

HON. Alison Y. Tuitt, J.S.C., J.S.C.

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In the Matter of the Application of Morningside at Home, Inc., for Approval of the Sale of All or Substantially All of its Assets pursuant to Sections 510 and 511 of the Not-For-Profit Corporation Law

ORDER

Index No. 24309/2018E

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Morningside at Home, Inc. ("Petitioner"), by its attorneys, Garfunkel Wild, P.C., having moved this Court for an order pursuant to Sections 510 and 511 of the Not-for-Profit Corporation Law of the State of New York (the "NPCL"), granting leave to sell all or substantially all of the its assets and for such other relief as this Court may deem just and proper as described in the Petition duly verified by William T. Smith, Ph.D., President and Chief Executive Officer, on the 5th day of April, 2018, and said application having regularly come on to be heard;

NOW, upon the reading and filing of the Petition, verified on April 5, 2018 and the Exhibits thereto, the Attorney General having waived statutory notice and having no objection to the granting of this Order, there being no other opposition thereto, and after due deliberation having been held thereon, and it appearing to the satisfaction of the Court that the consideration and the terms of the transaction are fair and reasonable to the Petitioner and that the purposes of the Petitioner will be promoted thereby;

USActive 37519740.2

4522025v.3

NOW, upon the motion of Garfunkel Wild, P.C., attorneys for the Petitioner, it is

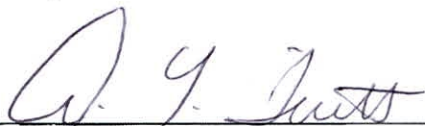
ORDERED, that the Petitioner be and hereby is authorized to sell all or substantially all of the Petitioner's rights, title and interest in its assets owned, used or held primarily in the conduct of the operation of the licensed home care services agency ("LHCSA") and the assisted living program business ("ALP") (collectively, the "Petitioner Business Assets") to Morningside Acquisition III, LLC, a New York limited liability company ("MAIII") for a purchase price of Thirty-Six Million Five Hundred Thousand Dollars (\$36,500,000) as per the APA (defined in the Petition), such aggregate amount also representing consideration for the sale by Petitioner's affiliate, Morningside House Nursing Home Company, Inc. ("MSH") of the assets used by MSH in the operation of its 314 bed skilled nursing and residential health care facility (the "SNF") and the parcel of land located at 1000 Pelham Parkway South in Bronx, New York 10461, Block 4329, Lot 1 and the parcel of land located at 1050 Pelham Parkway South in Bronx, New York 10461, Block 4330, Lot 1 (together, the "Land", and together with the SNF, the "MSH Assets"), and such consideration having been previously received by Petitioner and MSH at the First Closing (as defined in the Petition) in accordance with an Order approving the sale of the MSH Assets issued by Bronx Supreme Court Justice Fernando Tapia on July 10, 2014 (the "2014 Order");

AND IT IS FURTHER ORDERED, that the net proceeds of the sale of the Petitioner Business Assets and the MSH Assets, after the payment of all remaining liabilities of the Petitioner, having been previously paid over to Aging in America, Inc. ("AIA"), the sole member of each of Petitioner and MSH, in accordance with the 2014 Order, be used to further the charitable purposes of AIA as set forth in its Certificate of Incorporation and amendments

thereto, including, among other things, to provide leadership in the field of gerontology, operate a home care services agency, a shelter for adults, and adult care facilities, and perform fundraising for other not-for-profit health care entities in the AIA health care system and unrelated organizations;

AND IT IS FURTHER ORDERED, that Petitioners shall (i) provide the Attorney General with a copy of this Order within ten days from the date hereof; and (ii) notify the Attorney General in writing upon closing or termination of the sale; and (iii) notify the Attorney General if the closing does not occur within ninety (90) days of the date of this Order.

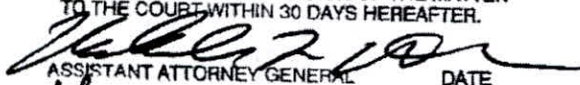
Enter,



J.S.C.

Alison Y. Tuitt, J.S.C.

THE ATTORNEY GENERAL HEREBY APPEARS HEREIN,
HAS NO OBJECTION TO THE GRANTING OF
JUDICIAL APPROVAL HEREON, ACKNOWLEDGES
RECEIPT OF STATUTORY NOTICE, AND DEMANDS
SERVICE OF ALL PAPERS SUBMITTED HEREIN
INCLUDING ALL ORDERS, JUDGMENTS AND
ENDORSEMENTS OF THE COURT. SAID NO OBJECTION
IS CONDITIONED ON SUBMISSION OF THE MATTER
TO THE COURT WITHIN 30 DAYS HEREAFTER.


ASSISTANT ATTORNEY GENERAL DATE 6/10/18
Michele L. Aseler