(2)

BOOK 8828 PAGE 288

Address New Owner:	Send Tax Bills to:	Map-Parcel Numbers
CONGREGATE CARE ASSET TRUST II c/o Wilmington Trust Co. Corporate Financial Services Division Rodney Square North 1100 North Market St. Wilmington, DE 19890 ATTN: Corporate Trust Administration	CONGREGATE CARE ASSET TRUST II c/o Falcon Financial Corp. 2741 12th St., S.E. Salem, OR 97302 ATTN: Mr. Norman Brenden	51-08-084

This instrument prepared by: Blackburn, Little, Smith & Slobey
P.O. Box 190693, Nashville, Tennessee 37219-0693

WARRANTY DEED IN LIEU OF FORECLOSURE

For and in consideration of the payment of the sum of Four Million Five Hundred Thousand and No/100 Dollars ($4,500,000.00), the receipt and sufficiency of which are acknowledged, WINDLANDS EAST ASSOCIATES, LTD, a Tennessee limited partnership ("Grantor") has bargained and sold, and hereby transfers and conveys to (1) CONGREGATE CARE ASSET TRUST II, a Delaware business trust ("Grantee"), its successors in interest and assigns, certain land in Davidson County, Tennessee, being more particularly described in Exhibit A attached hereto and incorporated herein by reference (the "Property").

TO HAVE AND TO HOLD the Property with all appurtenances, estate, title, and interest thereto belonging to Grantee, its successors in interest, and assigns, forever.

Grantor covenants with Grantee that Grantor is lawfully seized and possessed of the Property in fee simple; that Grantor has a good right to convey the Property; and that the Property is unencumbered except as set forth herein.

Grantor further covenants to warrant and forever defend the title to the Property to Grantee, its successors in interest, and assigns against the lawful claims of all persons.

Executed this 30th day of DECEMBER, 1992.

This is improved property, known as 280 East Webster Street, Madison, Tennessee 37115.

GRANTORS:

WINDLANDS EAST ASSOCIATES, LTD., a Tennessee limited partnership formerly known as Willow Brook Towers, Ltd.

By: WINDLANDS ARIZONA, INC., a Tennessee corporation, and the General Partner of WINDLANDS EAST ASSOCIATES, LTD.

By: _____

Title: President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Monica L. Walls, a Notary Public of the State and County aforesaid, personally appeared David Freshwater, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the President of WINDLANDS ARIZONA, INC., a Tennessee corporation, and that he as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as its President, and who further acknowledged the corporation to be the General Partner of WINDLANDS EAST ASSOCIATES, LTD., a Tennessee limited partnership, the within named bargainor, and that the corporation, as such General Partner, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited partnership by the corporation as its General Partner.

WITNESS my hand and official seal this 30th day of December, 1992.

Monica L. Walls
Notary Public

NOTARY PUBLIC AT LARGE STATE OF TENNESSEE DAVIDSON COUNTY

My Commission Expires:
7/24/93

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $ 4,500,000.00.

David Freshwater
Affiant

Subscribed and sworn to before me this 30th day of December, 1992.

Monica L. Walls
Notary Public

NOTARY PUBLIC AT LARGE STATE OF TENNESSEE DAVIDSON COUNTY

My Commission Expires:
7/24/93

D1218/
das/Warrant1.Ded

PARCEL 1:

Being Lot No. 1 on the Plan of Willow Brook Towers of record in Book 6250, page 176, Register's Office for Davidson County, Tennessee.

Being bounded on the North by Thomas M. Eisner and East Webster Street, on the East by Liberty Circle; on the South by Brinkhaven Avenue; on the West by Gallatin Pike and Arby's, Inc., and being more particularly described as follows:

Beginning at an iron pin corner in the east right-of-way line of Gallatin Pike, said pin being located, North 27 deg. 08 min. 00 sec. East 144.42 feet from the intersection of the north right-of-way line of Brinkhaven Avenue and the east right-of-way line of Gallatin Pike and being a corner common with Arby's, Inc.;

Thence with the east right-of-way line of Gallatin Pike, North 27 deg. 08 min. 00 sec. East 49.99 feet to a concrete monument corner common with Eisner;

Thence with Eisner, South 63 deg. 05 min 39 sec. East 115.03 feet to an iron pin;

Thence North 27 deg. 03 min. 00 sec. East 105.11 feet to an iron pin corner in the south right-of-way line of East Webster Street;

Thence with East Webster Street, South 63 deg. 11 min. 00 sec. East 499.72 feet to a point;

Thence on a curve to the right, the radius of which is 25.00 feet, the chord of which is South 03 deg. 53 min. 08 sec. East 42.99 feet, an arc distance of 51.75 feet to an iron pin on the westerly right-of-way line of Liberty Circle;

Thence with Liberty Circle on a curve the radius of which is 484.84 feet, the chord of which is South 40 deg. 47 min. 18 sec. West 244.82 feet, an arc distance of 247.49 feet to an iron pin;

Thence on a curve to the right, the radius of which is 25.00 feet, the chord of which is South 71 deg. 30 min. 56 sec. West 35.57 feet, an arc distance of 39.58 feet to an iron pin in the north right-of-way line of Brinkhaven Avenue;

Thence with the north right-of-way line of Brinkhaven Avenue, North 63 deg. 08 min. 00 sec. West 364.07 feet to an iron pin corner common with Arby's, Inc.;

Thence with Arby's, Inc., North 27 deg. 08 min. 00 sec. East 144.42 feet to an iron pin;

Thence North 63 deg. 08 min. 00 sec. West, 190.00 feet to the point of beginning.

Being part of the same property conveyed to Willow Brook Towers, Ltd., a limited partnership, by deed from Dr. Hillis F. Evans and wife, Elizabeth Evans of record in Book 6441, page 882, Register's Office for Davidson County, Tennessee.

6955 12/31 0101 03CHECK 16671.00

7.8.3.8.6.

IDENTIFICATION REFERENCE

Dec 31 9 51 AM '92

DAVIDSON COUNTY, TN

PICK-UP



OFFICIAL RECEIPT
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 8828 PAGE 293

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT
4500000.00
CON TX 16650.00
PRFEE 1.00
WDEED 20.00
TOTAL 16671.00
CHECK 16671.00

12/31/92 01 09:49 0001 6955

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

7.8.3.8.6.

IDENTIFICATION REFERENCE

DEC 31 9 51 AM '92

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN

No. 606070