(3)

BOOK 8828 PAGE 294

| Address New Owner: | Send Tax Bills to: | Map-Parcel Numbers |
|---|---|---|
| CONGREGATE CARE<br>ASSET TRUST II<br>c/o Wilmington Trust Co.<br>Corporate Financial<br>Services Division<br>Rodney Square North<br>1100 North Market St.<br>Wilmington, DE 19890<br>ATTN: Corporate Trust<br>Administration | CONGREGATE CARE<br>ASSET TRUST II<br>c/o Falcon Financial Corp.<br>2741 12th St., S.E.<br>Salem, OR 97302<br>ATTN: Mr. Norman<br>Brenden | 133-00-117 |
| This instrument prepared by: Blackburn, Little, Smith & Slobey<br>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 Five Million Five Hundred Thousand and No/100 Dollars ($5,500,000.00), the receipt and sufficiency of which are acknowledged, WINDLANDS SOUTH 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 3800 Sam Boney Drive, Nashville, Tennessee 37211.

GRANTORS:

WINDLANDS SOUTH ASSOCIATES, LTD., a Tennessee limited partnership formerly known as Willow Brook South Associates, Ltd.

By: WINDLANDS ARIZONA, INC., a Tennessee corporation, and the General Partner of WINDLANDS SOUTH 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 SOUTH 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

My Commission Expires:
7/24/93

STATE OF TENNESSEE )
COUNTY OF DAVIDSON )

The actual consideration or value, whichever is greater, for this transfer is $ 5,500,000.00

Affiant

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

Monica L. Walls
Notary Public

My Commission Expires:
7/24/93

D1218/
das/Warrant2.Ded

EXHIBIT "A"



Being Lot No. 1 on the Plan of Windland Towers Subdivision as the same is of record in Book 6250, page 353, Register's Office for Davidson County, Tennessee, to which plan said reference is hereby made for a more complete description.

Being the same property conveyed to Willow Brook South Associates, Ltd. by quitclaim deed from Windlands Center, a Tennessee partnership, of record in Book 6560, page 395, Register's Office for Davidson County, Tennessee.

6956 12/31 0101 03CHECK 20367.00

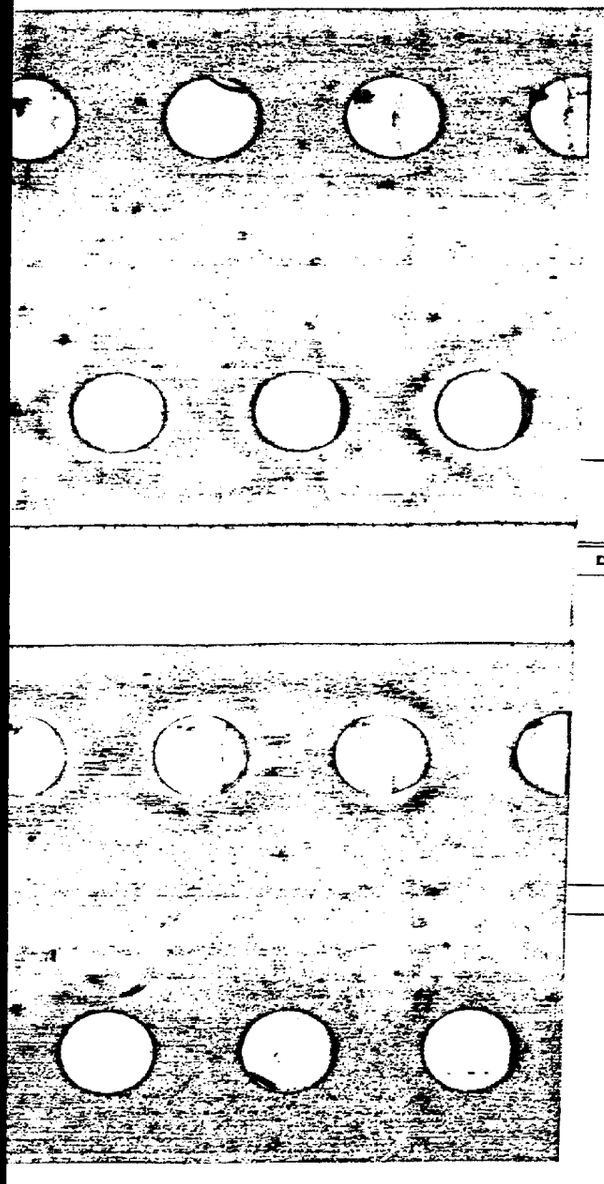
7.8.3.8.7.

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 298

CO - CONVEYANCE
MO - MORTGAGE
WD - WARRANTY DEED
TD - TRUST DEED

CC - CERTIFIED COPY
REL - RELEASE
UCC - UNIFORM COMMERCIAL CODE

MISC - MISCELLANEOUS
CO TX - STATE TAX CONVEY
MO TX - STATE TAX MORT
PRFEE - PROBATE FEE

| DATE | SYMBOL | VALUATION | TAX AND FEES | TOTAL PAID |
|---|---|---|---|---|
| | | | | CAMT 5500000.00 |
| | | | | CON TX 20350.00 |
| | | | | PRFEE 1.00 |
| | | | | WDEED 16.00 |
| | | | | TOTAL 20367.00 |
| | | | | CHECK 20367.00 |
| 12/31/92 | | 01 | | 09:50 0001 6956 |

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

7.8.3.8.7.

IDENTIFICATION REFERENCE

DEC 31 3 51 AM '92

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN

**No.** 606071