AFTER RECORDING, RETURN TO:
First American Title Company
5605 Inland Shores Way North, Suite 108
Keizer, OR 97303
Attention: Sandy Hager

Davidson County DEEDWARR
Recvd: 05/30/08 14:06 4 pg
Fees:23.00 Taxes:888.00
20080530-0055218

THIS INSTRUMENT PREPARED BY:
Timothy M. Dozois
Davis Wright Tremaine LLP
1300 SW Fifth Avenue, Suite 2300
Portland, OR 97201

SEND TAX BILLS TO:
Nashville Senior Living Property, LLC
3723 Fairview Industrial Drive SE, Suite 370
Salem, OR 97302

Improved property on Map No. 142 0000 12.00

WARRANTY DEED

THIS INDENTURE, made and entered into this 16th day of May, 2008, by and between NASHVILLE SENIOR LIVING PROPERTY, LLC ("Grantor") and ENGINE CO. #5'S WATERFORD IN BELLEVUE, LLC ("Grantee"), whose address is PO Box 3006, Salem, Oregon 97302-0006.

WITNESSETH: That for and in consideration of Two Hundred Forty Thousand and 00/100 ($240,000.00), the receipt of which is hereby acknowledged, the Grantor has bargained and sold and does hereby bargain, sell, convey and confirm unto the Grantee an undivided 2.78% fractional interest in the real estate property described in the attached Exhibit A, situated and being in the County of Davidson, State of Tennessee.

TO HAVE AND TO HOLD the aforesaid real estate, together with all the appurtenances and hereditaments thereunto belonging or in any wise appertaining (collectively, the "Property") unto Grantee, its successors and assigns, in fee simple forever.

And the said Grantor does hereby covenant with the Grantee that Grantor is lawfully seized in fee of the Property; that Grantor has a good right to sell and convey the same; that the same is unencumbered, **EXCEPT:**

> **The property will be conveyed subject to (i) an unrecorded Tenants-in-Common Agreement between and among Grantor, Grantee and other tenants in common, (ii) an unrecorded Master Lease Agreement between Grantee, Grantor, other tenants in common and Nashville Senior Living, LLC, an Oregon limited liability company (the "Master Tenant"), which is the lessee and operator of the property, (iii) an unrecorded Sponsor Purchase Option Agreement between Grantee, Grantor, other tenants in common and Master Tenant; (iv) all exceptions to title set forth in**

the policy of title insurance relating to the property issued to Grantor by First American Title Insurance Company, and (v) the Deed of Trust, Assignment of Rents, Security Agreement and Fixture Financing Statement, and all renewals, modifications, amendments or extensions thereto, in favor of GreenBank as beneficiary, recorded of even date herewith in the recorder's office of the above described county.

And that the title and quiet possession to the Property, Grantor will warrant and forever defend against the lawful claims of all persons.

WITNESS the signature of Grantor the day and year first above written.

NASHVILLE SENIOR LIVING PROPERTY, LLC,
an Oregon limited liability company

By: **SENIOR LIVING PROPERTIES III, LLC,**
an Oregon limited liability company, its Sole Member

By: [signature]
Curtis Brody, Manager

* *

STATE OF OREGON)
) ss.
COUNTY OF MARION)

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared Curtis Brody, to me known to be the Manager of Senior Living Properties III, LLC, the Sole Member of Grantor and who executed the foregoing instrument, and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Notarial Seal at office this 15th day of May, 2008.

My commission expires 10-12-09

Sarah A. Bruck
Notary Public

OFFICIAL SEAL
SARAH A BRUCK
NOTARY PUBLIC - OREGON
COMMISSION NO. 398206
MY COMMISSION EXPIRES OCT. 12, 2009

I, or we, hereby swear or affirm that, to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater is, $240,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Affiant

Subscribed and sworn to before me this 20 day of May, 2008.

Notary Public

JEFF FARRIS
STATE OF TENNESSEE NOTARY PUBLIC
WILLIAMSON COUNTY
My Commission Expires December 19, 2009

PROPERTY ADDRES:

8118-B Sawyer Brown Road
Nashville, TN 37221

EXHIBIT A

LAND IN DAVIDSON COUNTY, TENNESSEE, BEING LOT 3 ON THE PLAN OF THE RESUBDIVISION OF LOTS 9 AND 10 BELLEVUE PROFESSIONAL PARK, OF RECORD IN PLAT BOOK 9700, PAGE 782, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

BEING THE SAME PROPERTY CONVEYED TO NASHVILLE SENIOR LIVING PROPERTY, LLC BY WARRANTY DEED OF RECORD IN INSTRUMENT NO. 20080530005214, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.