

**After recording, please  
return to:**

Mark E. Hoffman, P.C.  
2229 First Avenue North  
Birmingham, AL 35203

**This instrument  
prepared by:**

Stephanie Chaharbaghi, Esq.  
U.S. Department of Housing and Urban Development  
Office of General Counsel  
451 7<sup>th</sup> Street SW, Room 9230  
Washington, DC 20410

**RELEASE OF REGULATORY AGREEMENT NURSING HOMES**

FHA Project No.: 062-22033  
Project Name: Maplewood Ridge  
City, State: Pelham, Alabama

**THIS RELEASE** is made by the SECRETARY OF HOUSING AND URBAN DEVELOPMENT ("HUD").


**WITNESSETH:**

**WHEREAS**, HUD insured or coinsured a mortgage loan (the "Mortgage Loan") evidenced by a Mortgage Note dated March 12, 2009, in the original amount of \$2,134,800.00 (the "Mortgage Note"), and secured by a Mortgage dated March 12, 2009, as assigned, amended or modified from time to time (the "Mortgage"), on Project No. 062-22033, located in Shelby County, Alabama (the "Project");

**WHEREAS**, in consideration of the consent of the Secretary of Housing and Urban Development, acting by and through the Federal Housing Commissioner, to the lease of the project by the owner/mortgagor to the lessee, Mature Options Eldercare, Inc. (the "Lessee"), the Lessee executed a Regulatory Agreement Nursing Homes, which was recorded as Instrument Number 20090312000089770 in the Probate Office of Shelby County, Alabama (including any and all amendments thereto, the "Regulatory Agreement"); and

**WHEREAS**, HUD has entered into a certain Loan Sale Agreement with Bank of Camden (the "Purchaser"), dated as of February 23, 2011, (the "Loan Sale Agreement"), pursuant to which HUD is selling, assigning and transferring the Mortgage Loan to the Purchaser; and

**WHEREAS**, pursuant to the Loan Sale Agreement, HUD has agreed to release the Regulatory Agreement as provided below.

  
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Shelby Cnty Judge of Probate, AL  
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**NOW, THEREFORE**, for and in consideration of the sale, assignment and transfer of the Mortgage Loan, and other good and valuable consideration, the adequacy and receipt of which are hereby acknowledged, HUD does hereby release and terminate, the Regulatory Agreement in effect with respect to the Project and does hereby agree that the Mortgagor and its successors and assigns are released, on a prospective basis only, from all obligations set forth in the Regulatory Agreement (including, without limitation, obligations relating to the maintenance of any reserve fund for replacements referenced in the Regulatory Agreement); provided, however, that (i) this Release shall be of no further force or effect and the Regulatory Agreement shall not be released if HUD rescinds the sale, assignment and transfer of the Mortgage Loan pursuant to the Loan Sale Agreement; and (ii) nothing in this Release shall waive, compromise, impair or prejudice any right that HUD might have to seek judicial, administrative or other recourse for any breach of the Regulatory Agreement that might have occurred or accrued prior to the date of this Release.

Notwithstanding the release and termination of the Regulatory Agreement as provided for above, HUD does not hereby release, terminate or waive: (a) the Replacement Reserves; (b) Mortgagor's obligations with respect to the Replacement Reserves (including the funding, disbursement and application thereof) under the Regulatory Agreement or any Workout Agreement (together, the "Reserve Documents"); or (c) HUD's rights to apply and use the Replacement Reserves in accordance with the Reserve Documents, including application of the Replacement Reserves on account of sums due under the Mortgage note when and as provided for under the Reserve Documents. All of the foregoing obligations and rights (as described in Clauses (a) through (c) of this paragraph shall remain in full force and effect for the benefit of HUD or the then holder of the Mortgage Note and the Mortgage and may be enforced and exercised directly by any holder of the Mortgage Note and the Mortgage.



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IN WITNESS WHEREOF, HUD has caused this Release to be executed and delivered under seal by its duly authorized agent as of the 10<sup>th</sup> day of March, 2011.

WITNESS:

SECRETARY OF HOUSING AND  
URBAN DEVELOPMENT

Nubia D. Wiggins Nikeisha Joyner Wiggins  
Marlene L. Robinson

John W. Lucey  
Authorized Agent

John W. Lucey

### ACKNOWLEDGEMENT

DISTRICT OF COLUMBIA, ss:

The foregoing instrument was acknowledged before me on March 10, 2011, by John W. Lucey, as Authorized Agent of the Secretary of Housing and Urban Development.

Peggy A. Russo  
Notary Public

[SEAL]

My commission expires Peggy A. Russo  
Notary Public, District of Columbia  
Commission Expires 03/14/2011



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