

RECORDING REQUESTED BY

AND WHEN RECORDED MAIL TO:

Paul, Hastings, Janofsky & Walker LLP
555 South Flower Street
Los Angeles, California 90071-2371
Attn: Derek E. Smith, Esquire

75,000/yr.

Inst # 1997-35244

MEMORANDUM OF LEASE
(Birmingham, AL)

This Memorandum of Lease is made as of September 25, 1997, by HEALTH CARE PROPERTY INVESTORS, INC., a Maryland corporation ("Landlord"), having an address of 10990 Wilshire Boulevard, Suite 1200, Los Angeles, California 90024 and NATIONAL ASSISTED LIVING LIMITED PARTNERSHIP, a Florida limited partnership ("Tenant"), having an address of 2150 Goodlette Road, Suite 800, Naples, Florida 34102.

A. Landlord is the owner of that certain real property described in Exhibit A attached hereto and incorporated herein by this reference (the "Real Property").

B. Tenant is the owner of a leasehold interest in, among other things, the Real Property pursuant to that certain Lease of even date herewith by and between Landlord and Tenant, together with any and all amendments thereto (collectively, the "Unrecorded Lease").

C. Landlord and Tenant wish to record this Memorandum of Lease in order to give constructive notice of Tenant's leasehold interest in the Real Property.

NOW, THEREFORE, in consideration of the foregoing recitals, and for other good and valuable consideration, the receipt of which are hereby acknowledged, Landlord and Tenant agree as follows:

1. Property Leased. Landlord hereby leases to Tenant, and Tenant hereby leases from Landlord, the Real Property for the term, at the rental and upon the covenants and conditions set forth in the Unrecorded Lease, which Unrecorded Lease is by this reference incorporated herein and made a part hereof as fully as if set forth herein at length.

2. Term of Lease. The lease term is for a fixed term commencing on the Commencement Date as defined in the Unrecorded

10/29/1997-35244
10:56 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
006 NCD 21.00

Lease and ending at 11:59 p.m. Los Angeles time on the expiration of the fifteenth (15th) Lease Year as defined in the Unrecorded Lease, subject to any extension or renewal options or terms contained in the Unrecorded Lease.

3. Conflict With Unrecorded Lease. The lease of the Real Property from Landlord to Tenant is subject to all of the terms, covenants, and conditions set forth in the Unrecorded Lease. In the event of any conflict between this Memorandum of Lease and the Unrecorded Lease, the terms, covenants and conditions of the Unrecorded Lease shall control.

4. Counterparts. This Memorandum of Lease may be executed simultaneously in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Signature and acknowledgment pages may be detached from counterparts to form one original instrument which may be recorded.

5. Real Property Liens. This Memorandum of Lease is being recorded in order to, among other things, give constructive notice of the Unrecorded Lease and specify that Landlord's interest in the Real Property shall not be subject to any liens for any work performed at Tenant's request in connection with any improvements located or constructed on the Real Property.

IN WITNESS WHEREOF, Landlord and Tenant have executed this Memorandum of Lease on the date first above written.

Witnesses:

"LANDLORD"


HEALTH CARE PROPERTY INVESTORS, INC.,
a Maryland corporation


Print Name: _____

By: _____

Print Name: _____

Witnesses:



Print Name: Thomas C. Abbascato


Print Name: TERRENCE J. BAKER

"TENANT"

NATIONAL ASSISTED LIVING LIMITED PARTNERSHIP, a Florida limited partnership

By: NATIONAL ASSISTED LIVING, INC. a Florida corporation, its general partner

By: 
125 VILG - PRESIDENT

STATE OF FLORIDA)
) SS
COUNTY OF COLLIER)

I, the undersigned, a Notary Public in and for said County, in said state, hereby certify that ALAN D. PARRISH, whose name as Vice President of National Assisted Living, Inc., a Florida corporation, as General Partner of National Assisted Living Limited Partnership, a Florida limited partnership, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of such corporation in its capacity as general partner as aforesaid.

Molly Kay Hood
Notary Public
My commission expires: May 30, 1998

[AFFIX SEAL]

69169025/mol.pps



MOLLY KAY HOOD
My Commission CC378049
Expires May 30, 1998
Bonded by HAI
800-422-1555

Exhibit A

Lot 2D-3, according to a Resurvey of Lot 2D, Meadow Brook Corporate Park, Phase I, as recorded in Map Book 21 page 92 in the Office of the Judge of Probate of Shelby County, Alabama; being situated in Shelby County, Alabama.

Inst # 1997-35244
1997-35244

Inst # 1997-35244

10/29/1997-35244
10:56 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
006 MCD 21.00