

This Instrument Prepared By:
Thomas M. McElroy, II
Maynard, Cooper & Gale, P.C.
1901 Sixth Avenue North
2400 AmSouth/Harbert Plaza
Birmingham, Alabama 35203-2618

Shelby County, AL 05/24/2007
State of Alabama

Deed Tax: \$275.00

STATE OF ALABAMA)
SHELBY COUNTY)

Send tax notices to:
Pelham Senior Living Triple Net, LLC
9375 Chesapeake St., Ste 215
La Plata, MD 20646
Attn: C/O USGI, Inc.

STATUTORY WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS, that for and in consideration of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration in hand paid to the undersigned **FOUNDATION-MAPLEWOOD RIDGE, LLC**, an Alabama limited liability company (the "Grantor"), in hand paid by **PELHAM SENIOR LIVING TRIPLE NET, LLC**, a Delaware limited liability company (the "Grantee"), the receipt of which is acknowledged, the said Grantor does GRANT, BARGAIN, SELL AND CONVEY unto the Grantee, its successors and assigns, that certain real estate situated in Shelby County, Alabama, which is described in Exhibit A attached hereto and made a part hereof (the "Property").

It is expressly understood and agreed that this Statutory Warranty Deed is made subject to the matters more particularly set forth on Exhibit B attached hereto (the "Exceptions").

TO HAVE AND TO HOLD the said Property unto the Grantee, its successors and assigns, together with all and singular the tenements, hereditaments and appurtenances thereunto belonging or in anywise appertaining and unto its successors and assigns forever.

This Statutory Warranty Deed is executed without warranty or representation of any kind on the part of the Grantor, express or implied, except as against acts done or suffered by the Grantor that are not specifically listed as Exceptions herein.

[signature(s) on following page(s)]

IN WITNESS WHEREOF, the Grantor has hereto set its signature and seal on the date of the acknowledgment of the Grantor's signature below, to be effective as of May 21, 2007.

GRANTOR:

FOUNDATION-MAPLEWOOD RIDGE, LLC,
an Alabama limited liability company

By: Foundation Sale Leaseback Fund I, LLC,
an Alabama limited liability company

Its: Sole Member

By: Foundation Fund Management
Company, LLC, an Alabama limited
liability company

Its: Manager

By: 
Name: Andrew L. Sink
Its: President

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

I, the undersigned authority, a Notary Public in and for said county in said State, hereby certify that Andrew L. Sink, whose name as President of Foundation Fund Management Company, LLC, an Alabama limited liability company, as Manager of Foundation Sale Leaseback Fund I, LLC, an Alabama limited liability company, as the Sole Member of Foundation-Maplewood Ridge, LLC, an Alabama limited liability company, 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 representative and with full authority, executed the same voluntarily for and as the act of said limited liability company.

Given under my hand and official seal, this 21st day of May, 2007.



Notary Public

AFFIX SEAL

My commission expires: 11/15/2010

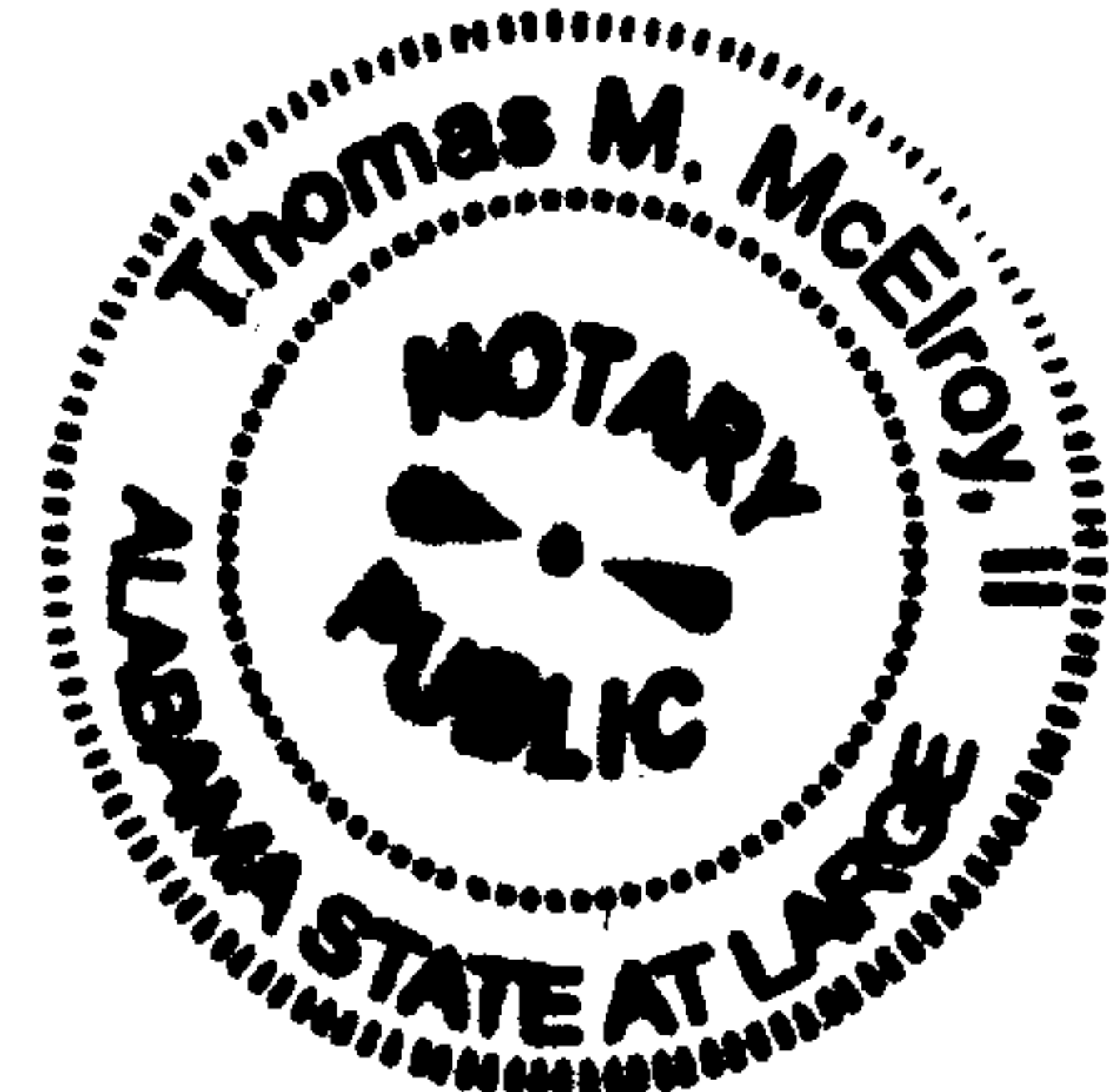


Exhibit A

Description of Land

A part of NE ¼ of the NE ¼ of Section 36, Township 19 South, Range 3 West, being more particularly described as follows:

Commence at the SE corner of the NE ¼ of the NE ¼ of Section 36, Township 19 South, Range 3 West; thence run West along the South line of said ¼ ¼ Section 138.44 feet to an existing iron pin and the point of beginning; thence continue West along the last described course 324.18 feet; thence turn right 116°33'06" and run Northeasterly 247.68 feet to a point on the Southwesterly right of way of Old Montgomery Highway; thence turn right 92°00'40" and run Southeasterly along said right of way line 294.39 feet; thence turn right 90°36'09" and run Southwesterly 92.54 feet to the point of beginning; being situated in Shelby County, Alabama.

Less and except any part of subject property lying within a road right of way.

Exhibit B

Exceptions

1. Taxes for the year 2007 and subsequent years.
2. Transmission line permit to Alabama Power Company, as recorded in Deed Book 101, page 569; Deed Book 101, page 500 and Deed Book 185, page 476 in the Probate Office of Shelby County, Alabama.
3. Easement to the City of Pelham recorded in Real 90, page 377, in the Probate Office of Shelby County, Alabama.
4. Less and except any part of subject property that may lie within a highway right of way.
5. Mining and mineral rights not owned by the Grantor.
6. Mineral and mining rights and rights incident thereto recorded in Volume 121, page 437, in the Probate Office of Shelby County, Alabama.
7. Terms and Conditions of that certain Lease Agreement dated 08/31//2006 by and between Grantor and Mature Options Eldercare, LLC, filed for recorded 09/07/2006, recorded in Instrument 20060907000441460, in the Probate Office of Shelby County, Alabama, and any and all amendments thereto.