



200204090009

Skagit County Auditor

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THIS INSTRUMENT PREPARED BY:

James H. Levine, Esq.
Baker, Donelson, Bearman & Caldwell, P.C.
1800 Republic Centre
633 Chestnut Street
Chattanooga, Tennessee 37450


Mt. Vernon, LCC (Lot 2)

**SKAGIT COUNTY WASHINGTON
REAL ESTATE EXCISE TAX**

Assessor's Property Tax Parcel

Account Number: 340420-4-004-0109

APR 08 2002

Amount Paid \$
Skagit Co. Treasurer
By  Deputy

**TERMINATION OF LEASE
AND
TERMINATION OF MEMORANDUM OF LEASE**

THIS TERMINATION OF LEASE AND TERMINATION OF MEMORANDUM OF LEASE ("Termination") is made and entered into as of the 25th day of February, 2002 by and between Mt. Vernon Assisted Living Investors, LLC, a Tennessee limited liability company ("Lessor"), and Mt. Vernon Medical Investors Limited Partnership, a Tennessee limited partnership ("Lessee");

WITNESSETH:

WHEREAS, the parties hereto have entered into that certain Lease dated as of August 31, 2002, (the "Lease") and that certain Memorandum of Lease dated as of August 31, 2002, recorded as Instrument No. 200009110102 in the Recorder's Office of Skagit County, Washington (the "Memorandum"), the Lease and the Memorandum each being with respect to the property described in Exhibit A attached hereto; and

WHEREAS, the parties hereto desire to terminate the Lease and the Memorandum on the terms and conditions hereinafter set forth;

NOW, THEREFORE, for and in consideration of the premises, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is agreed by the parties as follows:

1. Effective as of February 25, 2002, the Lease and the Memorandum each shall be, and hereby are, terminated and deemed null, void and of no force and effect whatsoever, and the parties hereto shall have no further obligations thereunder.

2. The parties hereto forever relinquish, release and waive any and all claims of any kind whatsoever that they now have, or may hereafter have, against each other arising under the Lease or the Memorandum, or connection therewith.

IN WITNESS WHEREOF, Lessor and Lessee have executed this Termination, or have caused this Termination to be executed by and through their duly authorized officers as of the date first set forth above.

LESSOR:

MT. VERNON ASSISTED LIVING INVESTORS, LLC

By: Cindy S. Cross

Title: Cindy S. Cross
Vice President

LESSEE:

MT. VERNON MEDICAL INVESTORS
LIMITED PARTNERSHIP, by its Corporate
General Partner, Developers Investment Company,
Inc.

By: Cindy S. Cross

Title: Cindy S. Cross
Vice President

STATE OF Tennessee

COUNTY OF Bradley

Before me, a Notary Public in and for said County and State, personally appeared Cindy S. Cross, the Vice President of Mt. Vernon Assisted Living Investors, LLC, a Tennessee limited liability company, who acknowledged execution of the foregoing Termination of Lease and Termination of Memorandum of Lease for and on behalf of said limited liability company, and who, having been duly sworn, stated that the representations therein contained are true.

Witness my hand and Notarial Seal this 19th day of February, 2002.

Signature Brenda D. Morgan

Printed Brenda D. Morgan

Residing in Cleveland, TN

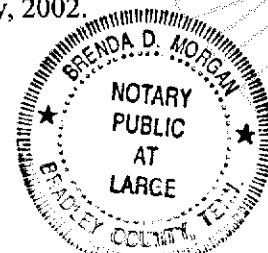
My Commission Expires: Dec. 15, 2004

STATE OF Tennessee

N MBH 377913 v1

015143-00123 02/14/200

Notary Public



200204090009

Skagit County Auditor

COUNTY OF Bradley

Before me, a Notary Public in and for said County and State, personally appeared Cindy Cross, the Vice President of Developers Investment Company, Inc., the corporate general partner of Mt. Vernon Medical Investors Limited Partnership, a Tennessee limited partnership, who acknowledged execution of the foregoing Termination of Lease and Termination of Memorandum of Lease for and on behalf of the limited partnership, and who, having been duly sworn, stated that the representations therein contained are true.

Witness my hand and Notarial Seal this 19th day of February, 2002.

Signature

Printed

Residing in

My Commission Expires:

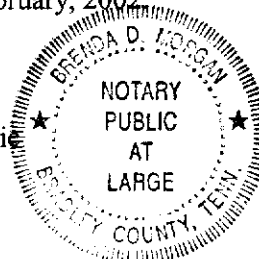
Dec. 15, 2004

Brenda D. Morgan

Brenda D. Morgan

Cleveland, TN

, Notary Public



My Commission Expires
December 15, 2004



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**EXHIBIT A
TO
TERMINATION OF LEASE AND MEMORANDUM OF LEASE**

Property Description

See Attached

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015143-00123 02/14/2002



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EXHIBIT A

LEGAL DESCRIPTION

TRACT 1 (LC059)

Lot 2 of CITY OF MOUNT VERNON SHORT PLAT NO. MV-7-95, as approved January 24, 1996, and recorded January 26, 1996, in Volume 12 of Short Plats, Page 69, under Auditor's File No. 9601260017, records of Skagit County, Washington; being a portion of the Northeast Quarter of the Southeast Quarter of Section 20, Township 34 North, Range 4 East of the Willamette Meridian.

Situated in Skagit County, Washington.



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