

STATE OF INDIANA)
COUNTY OF LAKE)

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STATE OF INDIANA
COUNTY OF LAKE
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ASSIGNMENT OF MORTGAGE, ASSIGNMENT OF RENTS AND LEASES AND SECURITY AGREEMENT

This Assignment is entered as of November ²², 2000, by and between **BANK ONE, TEXAS, N.A.**, as Agent for the Lenders under the Master Loan Agreement, having its principal office at 1717 Main Street, Dallas, Texas 75201 (the "Assignor") in favor of **GMAC COMMERCIAL MORTGAGE CORPORATION**, a California corporation, having its principal office at 200 Whitmer Road, Horsham, Pennsylvania 19044 (the "Assignee").

This Document is the property of the Lake County Recorder!

RECITALS

A. Triad Senior Living I, L.P., a Texas limited partnership, (the "Borrower"), executed to the order of Bank One, Texas, N.A., as Lender, and certain other lenders (the "Lenders") those certain Promissory Notes dated as of November 24, 1998, in the aggregate principal amount of \$4,616,948.00 (collectively, the "Note"), more fully described in Schedule I attached hereto and made a part hereof. The Note evidences a loan (the "Loan") made pursuant to that certain Project Loan Agreement between Assignor and Borrower dated November 24, 1998 as modified by that certain Modification to Project Loan Documents dated December 30, 1999 (the "Loan Agreement").

B. To induce the Lenders to extend credit to the Borrower and to secure the Note, the Borrower executed that certain Mortgage, Assignment of Rents and Leases and Security Agreement for the benefit of Assignor, as Agent for the Lenders, dated November 24, 1998, as recorded November 25, 1998 in the Office of the Clerk of Court of Lake County, Indiana as Instrument No. 98094080 (the "Mortgage").

C. The Assignee has purchased the Note from the Lenders pursuant to the terms of a Tri-Party Agreement executed by and among the Borrower, Assignor and Assignee dated on or about the date of November 24, 1998.

D. The Assignor and the Assignee desire that the public records reflect that the Assignee is the holder of the Mortgage.

Clairmont The Insurance Company

14.00
CT MA

AGREEMENT

THEREFORE, KNOW ALL MEN BY THESE PRESENTS, that the Assignor, for value received to it in hand paid by Assignee, does hereby transfer and assign unto Assignee all of the Assignor's right, title and interest in and to the Mortgage, together with the debt evidenced by the Note and all of the Assignor's right, title and interest in and to the respective properties therein described, without recourse against the Assignor and without representation or warranty except as set forth in that certain Assignment of Loan Documents executed by the Assignor in favor of the Assignee and that certain Certificate executed by the Assignor, both dated of even date herewith.

In Witness Whereof, the Assignor has caused this Assignment to be executed in its name and on its behalf by its duly authorized officer as of the date first set forth above.

BANK ONE, TEXAS, N.A., as Agent

Document is NOT OFFICIAL!

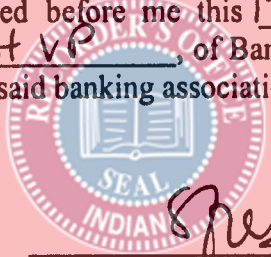
This Document is the property of the Lake County Clerk
By: Jeffrey A. Etter
Its: First Vice President

STATE OF TEXAS)
DALLAS COUNTY)

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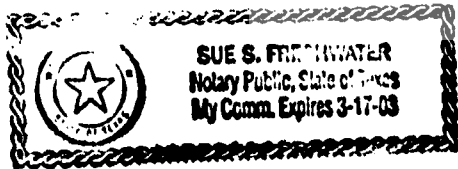
This instrument was acknowledged before me this 17 day of November, 2000, by Jeffrey A. Etter, as First VP, of Bank One, Texas, N.A., as Agent, a national banking association, on behalf of said banking association.

(Notary seal must be affixed)



Sue S. Freshwater

Signature of Notary Public



Name of Notary typed, printed or stamped

My Commission Expires:(If not legible on Seal) _____

Schedule I

Promissory Notes

<u>Payee</u>	<u>Original Principal Amount</u>	<u>Date of Note</u>
Bank One Texas, N.A.	\$2,308,474.00	November 24, 1998
Guaranty Federal Bank, F.S.B.	\$1,154,237.00	November 24, 1998
Comerica Bank - Texas	\$1,154,237.00	November 24, 1998

