

**EXHIBIT 3**

**REAL PROPERTY SECURED CLAIMS**

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**Exhibit 3 to Receiver's, CRO's and Debtor's Joint Plan of Reorganization (\_\_\_\_\_, 2009)  
Real Property Secured Claims**

<b>Lender Name</b>	<b>Facility</b>
1st National Bank & Trust Co. of McAlester, OK	Heritage Place
Assigned to HUD	Mountain Laurel
Assigned to HUD	River Rock Lodge
Assigned to HUD	Riverdale Estates
Assigned to HUD	Woodside
Assisted Living Facilities, Inc.	Lassen House
Bank of America, N.A.	Sunwest Properties II, LLC (Home Office)
Bank of Clark County under FDIC Receivership	Chehalem Springs
Bank of Clark County under FDIC Receivership	Parkview Estates
Bank of Clark County under FDIC Receivership	Parkview Estates Cottages
Bank of the Cascades	HD 5, LLC - (1980 Wallace Rd House)
Bank of Whitman	Blue Mountain Assoc (9th & Rose)
Bank of Whitman	Cold Spring I (Tumulum Property)
Bank of Whitman	Cold Spring II (Stewart Property)
Bank of Whitman	College Park Associates I
Bank of Whitman	Fairway Group I, LLC - Bechtel Warehouse
Bank of Wyoming/American Marine Bank	Riverside at Belfair
Bank of Wyoming/National Servicing and Administration	Cache Valley
Bank of Wyoming/National Servicing and Administration	Emerald Square
Bank of Wyoming/The Union Bank Company	Glenellen
Bay Bank	Necanicum Village
Butte Community Bank	Sequoia Springs Cottages
Canadian West Bank	Cedar Ridge
Capmark Finance, Inc. (HUD)	Spring Arbor
Capmark Finance, LLC	Alpine Springs
Capmark Finance, LLC	Heron Pointe
Cathay Bank	Crown Pointe
Central National Bank & Trust Co. of Enid	Riverchase Village
Central National Bank & Trust Co. of Enid	Westbrook Gardens
Charter Bank	Moses Lake
Columbia Pacific	Alpine Court
Columbia Pacific	Champlin Shores
Columbia Pacific	Cliff View
Columbia Pacific	Colonial Gardens
Columbia Pacific	Court at Clifton Park/Willow Terrace
Columbia Pacific	Court at Greece/Harvest Glen
Columbia Pacific	Court at Orchard Park/Quaker's Landing
Columbia Pacific	Heartland Park
Columbia Pacific	Lakeside
Columbia Pacific	Medallion
Columbia Pacific	Montclair Park
Columbia Pacific	Northridge
Columbia Pacific	Oaks, The
Columbia Pacific	Palm Meadows Court
Columbia Pacific	Plaza at Sun Mountain
Columbia Pacific	Spring Pointe
Columbia Pacific	Stonebridge

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Lender Name	Facility
Columbia Pacific	Terrace at Bluegrass
Columbia Pacific	Village at Greece/Crimson Ridge
Columbia Pacific	Willow Ridge
Community Bank Walla Walla branch	Parkway Village
Cordova Land Investors	Cordova Estates Cottages
Cornerstone Community Bank	Peachtree Village-GA
DCD America, Inc.	Arbrook
DNB National Bank	Northpark Place
DNB National Bank	Tudor Heights
FAF Advisors	Fairview Business Flex Park, LLC
First Federal Savings of McMinnville	Albany Senior Living
First Independent Bank	Alpine Meadows
First National Bank	Canterbury Gardens
First National Bank	Magnolia Gardens
First National Bank	Desert Springs
First Niagara	Forest Park
First State Bank of Kansas City	Victory Hills
First Tier Bank	Sunrise Creek
Fortress/ING	Brentmoor
Fortress/ING	Canyonview Estates
Fortress/ING	Chesterley Court
Fortress/ING	Chesterley Meadows
Fortress/ING	Cordova Estates
Fortress/ING	Courtyard Gardens
Fortress/ING	Deer Meadow
Fortress/ING	Eagle Meadows
Fortress/ING	Eden Estates
Fortress/ING	Fox River
Fortress/ING	Holiday Lane Estates
Fortress/ING	Lake Pointe
Fortress/ING	Lake Springs
Fortress/ING	Lake Springs Cottages
Fortress/ING	Legacy Gardens
Fortress/ING	Manor House
Fortress/ING	Paradise Valley
Fortress/ING	Quail Hollow
Fortress/ING	River Valley Landing
Fortress/ING	Rose Terrace (was Primacy)
Fortress/ING	Spring Mountain
Fortress/ING	Stone Mountain
Fortress/ING	Sunshine Village
Fortress/ING	Sweetwater Springs
Fortress/ING	Weatherly Springs
Fortress/ING	Willows at Sherman
Fortress/ING	Woodstock Estates
Fred Harder et al	Riddle Rd
GE Capital (GE 4)	Canyon Crest
GE Capital (GE 4)	Palms, The
GE Capital (GE 4)	Park Place-OR
GE Capital (GE 4)	Sandia Springs

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Lender Name	Facility
GE Capital (GE 5)	Buckingham Estates
GE Capital (GE 5)	Glendale Place
GE Capital (GE 5)	Manchester House
GE Capital (GE 5)	Monroe House
GE Capital (GE 5)	Statesman Club
GE Capital (GE 5)	Terrace at Jasper
GE Capital (GE 6)	Azalea Gardens
GE Capital (GE 6)	Chancellor Place
GE Capital (GE 6)	Flint River
GE Capital (GE 6)	Park Avenue Estates
GE Capital (GE 6)	Plaza on the River
GE Capital (GE 6)	Rosemont at Clearlake
GMAC	Eldorado Heights
Grandbridge Real Estate Capital, LLC	Briarwood
Grandbridge Real Estate Capital, LLC	Century Fields
Greenbank	Waterford at Bellevue/Nashville Sr Living
Guarantee Bank	Homesteads at Newtown
Guarantee Bank	Kensington Green
Harris N. A.	Autumn Glen Cottages
Hillcrest Bank	Town Village
Holliday Fenoglia Fowler	Spring Creek Gardens
Homegrown Organic Farms	Greenleaf Farms
Interinvest Mortgage Investment Company	Garden Way
Interinvest Mortgage Investment Company	Milton Senior Care
IRET Properties	Fox River Cottages
IRET Properties	Oakridge
IXIS Real Estate Capital Inc.	Post Pointe Apartments
IXIS Real Estate Capital Inc.	River's Edge Apartments
JA & CB Lindbeck Family Limited Partnership	Orchard Heights
Jilar Keizer Enterprises LLC	River Road
JP Morgan Chase Bank, N.A. (1)	HR Industrial Properties (Fiber Fab)
JP Morgan Chase Bank, N.A. (1)	Smart Park PH 1, LLC
KeyCorp	Cambridge Court-MT
KeyCorp	Cambridge Place
Kuebler Land Investors, LLC	Clark 40 (Land)
LaSalle Bank	Willow Trace Apartments (Loan# 991078297)
LaSalle Bank Nat Assoc	Bluffs at Northwood Apartments (Loan# 991078243)
LaSalle Bank National Association	Plum Ridge Care Community, LLC
Lewis & Clark Bank	Chestnut Lane
Lewis & Clark Bank	Chestnut Lane-Gresham Chestnut Sr Living
Liberty Bank	Cougar Springs
Los Padres Bank	Heritage Oaks Villas
Mainsource Bank	Wyndmoor
Marathon Structured Finance Fund, LP	Apple Ridge
Marathon Structured Finance Fund, LP	Chris Ridge
Marathon Structured Finance Fund, LP	Cottages, The
Marathon Structured Finance Fund, LP	Legacy Crossing

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Lender Name	Facility
Marathon Structured Finance Fund, LP	Mountain View-OR
Merrill Lynch (M-2)	Legacy Georgia Senior Living Property (Legacy of Dallas)
Merrill Lynch (M-2)	Legacy of Dallas
Merrill Lynch (M-2)	Oak Tree Village
Merrill Lynch (M-2)	St Peters Senior Living Property (Oak Tree Village)
Merrill Lynch/GE (1-off)	Laurel Estates
Merrill Lynch/GE (M-5)	Canterbury Court
Merrill Lynch/GE (M-5)	Eagle Cove
Merrill Lynch/GE (M-5)	La Villa
Merrill Lynch/GE (M-5)	Osprey Court
Merrill Lynch/GE (M-5)	West Park Place
Merrill Lynch/GE (M-7)	Cooper Villa
Merrill Lynch/GE (M-7)	Fishers Landing
Merrill Lynch/GE (M-7)	Grayson View-Harrisburg
Merrill Lynch/GE (M-7)	Hawthorne Inn at Greenville
Merrill Lynch/GE (M-7)	Hawthorne Inn at Hilton Head
Merrill Lynch/GE (M-7)	Peridot
Merrill Lynch/GE (M-7)	Spring Estates
Merrill Lynch/GE Health Care Services (1-off)	Aberdeen Heights
MMA Financial	Crystal Terrace
MMA Financial	Orchard Park
MMA Financial	Palm Meadows Village
MMA Financial	Paragon Gardens
Nebraskaland National Bank	Emerald Estates
Nebraskaland National Bank	Georgian Place
Nebraskaland National Bank	Heritage, The
Nebraskaland National Bank	Laurel Gardens
Nebraskaland National Bank	Lexington Gardens
Nebraskaland National Bank	MapleWood
Nebraskaland National Bank	Remington House
Neilsen Manufacturing Incorporated	HR Salem Associates (Neilson Building)
NewStar Financial	French Quarter Apartments
North Cascade National Bank	Apple Meadows
NRF Capital	Overlook Apartments
Park National Bank	River's Edge Apartments
Peterson Rancho Norge Quarenta, LLC	Kingman Senior Living Property II, LLC
Pinnacle Bank	Rose Valley Cottages
Plains Capital Bank	Copper Springs
Plains Capital Bank	Cottage Village
Plains Capital Bank	Wheatfields
Plains Capital Bank	Wheatfields
Premier West Bank	HR Retail Properties (Albertson's)
Premier West Bank	Vista Pointe
PremierWest Bank	Addie Meedom
PremierWest Bank	Middlefield Oaks
Prudential Mortgage Capital Company	Englewood Heights
Prudential Mortgage Capital Company	Yakima Senior Living Property (Englewood Heights)
RBS Greenwich	Lakeside Cottages

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RBS Greenwich	Orchard Glen
RBS Greenwich	Sequoia Springs
RBS Greenwich	Villa Del Rey
Red Mortgage Capital	Rose Valley
Red Mortgage Capital	Spring Village
Rocky Mountain B&T	Yakima Medical School Holdings, LLC
Savings Bank of Maine	Crescent Beach
SELCo Community Credit Union	Heron Pointe Cottages
SELCO Credit Union	Sunwest Properties, LLC (warehouse)
Siuslaw Valley Bank (OR Housing)	Dorchester House
Siuslaw Valley Bank (OR Housing)	Hermiston Terrace
Siuslaw Valley Bank (OR Housing)	Windfield Village
SMI Group XV, LLC	Smart Park 3 (Framatome)
SMI Group XV, LLC	Smart Park 4 (30 acres)
Stayton Business Center, LLC	HR Stayton Retail
Sterling Savings Bank	Hillside
Sterling Savings Bank	Rose Valley
Stillwater National Bank	Carriage Inn
Stillwater National Bank	Cedar Ridge
Symetra Financial	Cascadia Canyon II
Taylor Funding 2	Corinthians RET
Tennessee Commerce Bank	Brookside
Tennessee Commerce Bank	Culpeper Place
Tennessee Commerce Bank	Terrace at Woodstock
The National Bank	Grayson View-Selinsgrove
The National Bank	Minnetonka
The National Bank	Northwesterly
The National Bank	Pronghorn
The National Bank	Summit House
The Palmetto Bank	Chestnut Hill
The Palmetto Bank	Park Place-SC
The Palmetto Bank	Richland Pines
Ti-Hud Investments	Chandler Place
Timberland Bank	Puyallup Senior Care, LLC
Timberland Bank	River Pines
Tutera Investments	Terrace at Riverstone
Umpqua Bank	Meadowlark
Union Planters Bank-Regions Bank	Autumn Glen
Union Planters Bank-Regions Bank	Autumn Park
United Hospital Center, Inc	MapleWood
US Bank	Eagle Manor
US Bank	Golden Eagle Plaza
Van Kampen Investments (Bond Financed)	Forest Glen
Ventas	Cottonbloom
Ventas	Courtyard at Merced
Ventas	Peachtree Village-NM

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Lender Name	Facility
Ventas	Rainbow
Venture Capital Bank	Apple Meadows
Venture Capital Bank	Dry Creek
Vestin Mortgage	Cascadia Canyon I
Wachovia (2)	Smart Park PH 1, LLC
Wachovia Bank, National Association	Plum Ridge Care Community, LLC
Washington Trust Bank	Grahams Ferry (The Grove)
Wells Capital Management (Bond Financed)	Valley View
Wells Fargo Bank	Absaroka
Wells Fargo Bank	Churchill
Wells Fargo Bank	Oswego Springs
Wells Fargo Bank	Sellwood Landing
Wells Fargo Bank	Spring Arbor
Wells Fargo Bank	Spring Meadow Cottages
Wells Fargo Bank	Spring Meadow Retirement
Wells Fargo Bank	Sugarland Ridge
Wells Fargo Corporate Trust Services (Bond Financed)	Forest Glen
Wells Fargo Corporate Trust Services (Bond Financed)	Valley View
Whitney National Bank	Maison Jardin
Yellowstone Bank	Big Sky
Yellowstone Bank	Willow Creek
Zions First National Bank	Emerald Pointe