

FEB 27 10 02 AM '97

BK 73 PG 793
W.E. DAVIS CH. CLK.

This Instrument Was Prepared By:
A. Stuart Campbell
Farris, Warfield & Kanaday
SunTrust Center
424 Church Street
Nashville, Tennessee 37219
(615) 244-5200

SATISFACTION AND RELEASE OF LEASE AGREEMENT

KNOW ALL MEN BY THESE PRESENTS: That UNION PLANTERS NATIONAL BANK, as Trustee (as successor to Grenada Bank) (the "Trustee") whose address is P.O. Box 387, 6200 Poplar Avenue, Third Floor, Memphis, Tennessee 38119, the DESOTO COUNTY AREA HEALTH AUTHORITY, INC. (the "Issuer") as the lessor and BEVERLY ENTERPRISES-MISSISSIPPI, INC. ("Beverly-Mississippi") as lessee (by assignment from DeSoto County Area Geriatric Center, Inc.) under that certain Lease Agreement (the "Lease Agreement") dated as of March 1, 1976, recorded in the DeSoto County, Mississippi Chancery Clerk's office in Land Deed of Trust Book 200, page 388, as assigned by Assignment of Lease dated July 13, 1982, filed February 18, 1983 in Land Deed of Trust Book 50, page 679, and as further assigned by Assignment of Lease dated July 13, 1982 filed February 18, 1983 in Land Deed of Trust Book 50, page 685, agree as follows:

Beverly-Mississippi as lessee has caused to be paid all amounts due under the terms of the Lease Agreement, and the Trustee, the Issuer and Beverly-Mississippi hereby acknowledge full payment and satisfaction of the lien of said Lease Agreement, and surrender the same as cancelled, and hereby direct the Clerk of the said DeSoto County Chancery Clerk's office to cancel the same as a lien of record.

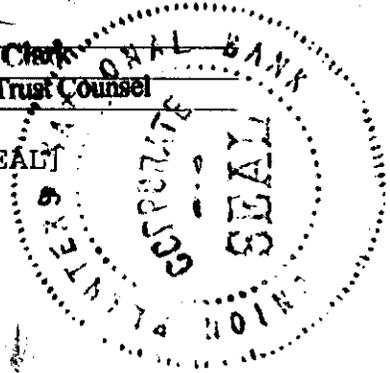
Witness my hand and seal, this 27th day of February, 1997.

Signed, sealed and delivered UNION PLANTERS NATIONAL BANK, as
in the presence of: Trustee

Elizabeth White
Witness Signature
Corporate Trust Officer
Print Name

By: Rosemary Clark
Print Name: Rosemary Clark
Its: Vice President and Corporate Trust Counsel

[CORPORATE SEAL]



Delores A. Duncan
Witness Signature
DELORIES A. DUNCAN
Print Name

Signed, sealed and delivered DESOTO COUNTY AREA HEALTH
in the presence of: AUTHORITY, INC.

Witness Signature

Print Name

By: _____
Print Name: _____
Its: _____

Witness Signature

Print Name

Signed, sealed and delivered BEVERLY ENTERPRISES-MISSISSIPPI, INC.
in the presence of:

Witness Signature

Print Name

By: _____
Print Name: _____
Its: _____

Witness Signature

Print Name

Witness my hand and seal, this ___ day of February, 1997.

Signed, sealed and delivered UNION PLANTERS NATIONAL BANK, as
in the presence of: Trustee

Witness Signature

Print Name

By: _____
Print Name: _____
Its: _____

[CORPORATE SEAL]

Witness Signature

Print Name

Signed, sealed and delivered DESOTO COUNTY AREA HEALTH
in the presence of: AUTHORITY, INC.

Witness Signature

Print Name

By: _____
Print Name: _____
Its: _____

Witness Signature

Print Name

Signed, sealed and delivered BEVERLY ENTERPRISES-MISSISSIPPI, INC.
in the presence of:

Kelly France
Witness Signature
Kelly France
Print Name

By: Schuyler Hollingsworth Jr.
Print Name: Schuyler Hollingsworth Jr.
Its: SVP and Treasurer

Sheila Van Kooten
Witness Signature
Sheila Van Kooten
Print Name

Witness my hand and seal, this ___ day of February, 1997.

Signed, sealed and delivered UNION PLANTERS NATIONAL BANK, as
in the presence of: Trustee

Witness Signature

Print Name

By: _____
Print Name: _____
Its: _____

[CORPORATE SEAL]

Witness Signature

Print Name

Signed, sealed and delivered DESOTO COUNTY AREA HEALTH
in the presence of: AUTHORITY, INC.

Mary Austin Monteith

Witness Signature
Mary Austin Monteith

Print Name

By: *Billy Q. McLeod*

Print Name: *Billy Q. McLeod*

Its: *President*

Connie Rhea Wulff

Witness Signature
Connie Rhea Wulff

Print Name

Signed, sealed and delivered BEVERLY ENTERPRISES-MISSISSIPPI, INC.
in the presence of:

Witness Signature

Print Name

By: _____
Print Name: _____
Its: _____

Witness Signature

Print Name

STATE OF TENNESSEE)
COUNTY OF SHELBY)

Personally appeared before me, the undersigned authority in and for the said County and State, on this 18th day of ^{February} ~~January~~, 1997, within my jurisdiction, the within named Rosemary Clark duly identified before me, who acknowledged that he/she is **Vice President and Corporate Trust Counsel** of the Union Planters National Bank, a national banking institution and that said national banking institution is the successor trustee of that certain Mortgage and Indenture of Trust dated as of March 1, 1976, and that for and on behalf of said national banking institution, in its capacity as trustee, and as its act and deed, he/she signed and delivered the above and foregoing instrument after first having been duly authorized by said national banking institution, as trustee, so to do.



Jennifer Maclean
Notary Public

My Commission Expires: **MY COMMISSION EXPIRES MAY 19, 1997**

STATE OF _____)
COUNTY OF _____)

Before me, _____, a Notary Public of said County and State, personally appeared _____, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be _____ (or other officer authorized to execute the instrument) of DESOTO COUNTY AREA HEALTH AUTHORITY, INC., the within named bargainer, a corporation, and that he as such _____ executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as _____.

Witness my hand and seal, at Office in _____, this _____ day of _____, 1997.

Notary Public

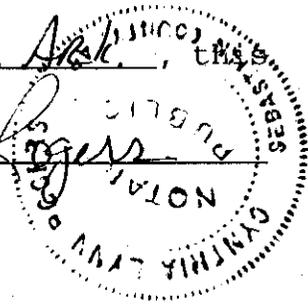
My Commission Expires: _____

STATE OF Arkansas)
COUNTY OF Sebastian)

Before me, Cynthia Lynn Rogers, a Notary Public of said County and State, personally appeared Schuyler Hollingsworth, Jr. with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be SVP's Treasurer (or other officer authorized to execute the instrument) of BEVERLY ENTERPRISES-MISSISSIPPI, INC., the within named bargainer, a corporation, and that he as such SVP's Treasurer executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as SVP's Treasurer.

Witness my hand and seal, at Office in H. Smith, Ark., this 13th day of February, 1997.

Cynthia Lynn Rogers
Notary Public



My Commission Expires: Sept 20, 2001

STATE OF TENNESSEE)
COUNTY OF _____)

Personally appeared before me, the undersigned authority in and for the said County and State, on this _____ day of January, 1997, within my jurisdiction, the within named _____ duly identified before me, who acknowledged that he/she is _____ of the Union Planters National Bank, a national banking institution and that said national banking institution is the successor trustee of that certain Mortgage and Indenture of Trust dated as of March 1, 1976, and that for and on behalf of said national banking institution, in its capacity as trustee, and as its act and deed, he/she signed and delivered the above and foregoing instrument after first having been duly authorized by said national banking institution, as trustee, so to do.

Notary Public

My Commission Expires: _____

STATE OF Miss.)
COUNTY OF Desoto)

Before me, Teresa Tedford, a Notary Public of said County and State, personally appeared Billy R. McConc, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President (or other officer authorized to execute the instrument) of DESOTO COUNTY AREA HEALTH AUTHORITY, INC., the within named bargainor, a corporation, and that he as such _____ executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

Witness my hand and seal, at Office in Southaven, Ms., this 24th day of February, 1997.

Teresa Tedford
Notary Public

My Commission Expires: 10-4-97

