

CONFIDENTIALITY AGREEMENT

This Agreement is made and agreed to by NAI Capital, (Broker), and _____
_____ ("Reviewer") regarding A SENIOR LIVING SITE in SOUTH ORANGE COUNTY, CA provided
to the "Reviewer" by NAI Capital, Inc.

Whereas, BROKER is disclosing to "Reviewer" certain confidential information pertaining to business ventures and properties under the authority of the seller and exclusive right to sell the subject property; and Whereas, "Reviewer" acknowledges that these matters and items are being received in confidence; therefore the "Reviewer" agrees to the following:

Not to divulge, communicate or disclose, except as may be required by law or for the performance of any agreement entered into by the parties, or use to the detriment of the other, or for the benefit of any other person or persons or misuse in any way, any confidential information or trade secrets concerning the subject matter hereof, including personnel information, know-how, resident/patient lists, financing, reimbursements, or other information

Notwithstanding another provision hereof to the contrary, this Agreement shall not apply to any information or material to the extent that such information or material;

1. Was already known by "Reviewer" at the time that it was disclosed.
2. In then or thereafter becomes generally available to the public without any breach of "Reviewer" confidentiality obligation hereunder.
3. Is independently developed by "Reviewer"; or
4. Is made available to "Reviewer" from another lawful source.

Further,, notwithstanding any other provision hereof to the contrary, BROKER hereby acknowledges that "Reviewer" anticipates consulting with professionals and advisors during its due diligence and will provide those professionals and advisors with copies of the confidential information provided by BROKER subject to the provisions hereof. The term of the Agreement shall terminate on the third anniversary hereof.

Neither this Agreement nor performance by "Reviewer" hereunder constitutes any offer by the "Reviewer" to purchase, or a solicitation by "Reviewer" of an offer to sell, any assets. **PLEASE PRINT CLEARLY.**

DAVE STOLTE JOHN BOSKO JOHN ALSTROM

Broker Name: <u>NAI CAPITAL, INC.</u>	Reviewer Name:
Signature: <u>[Signature]</u>	Signature:
Email: <u>dave.stolte@nai-capital.com</u>	Email:
Address: <u>9650 Van Buren</u>	Address:
City, State, Zip: <u>NEWPORT BEACH CA 92660</u>	City, State, Zip:
Phone: <u>(949) 465-2318/2327/2387</u>	Phone:
Date: <u>MARCH 30, 2012</u>	Date:

NAI Capital

Commercial Real Estate Services, Worldwide.

Healthcare  Senior Living Group

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