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Vol. Mar Page 12462

## ASSIGNMENT OF CONTRACT PROCEEDS

Edward P. and Anne Charapata hereby assign all of their right, title and interest in that contract of sale identified in Exhibit "A" hereto to STOCKMAN'S INVESTMENT CORPORATION for One Dollar (\$1.00) and other good and valuable consideration.

Ρ. CHARAPATA ARD

On this <u>19</u> day of <u>Sume</u>, 1986, Angela J. Grover, sworn power of attorney for Edward P. and Anne Charapata, did appear before me and subscribe the afore Assignment of Contract Proceeds on their behalf.

FOR OREGO NOTARY PUBLIC

My Commission Expires: 6/9/88

Ret:

et 19

LAW OFFICE OF ORRIN L. GROVER THE GRANARY 33150 HY OAKS LANE MOLALLA, OREGON 97038

That certain agreement for sale of assets, <sup>ma</sup>de November 28, 1980 between EDWARD CHARAPATA ("Seller") and AMERICAN CARE CENTERS--OREGON, INC. ("Buyer") for the sale of the real property and personal property (except cash, bank accounts, accounts receivable and prepaid insurance) of the following businesses at the addresses shown:

12463

- Ponderosa Apartments 151 N. Williams Klamath Falls, Oregon 97601
- 2. Ponderosa Nursing Home Klamath Falls, Oregon 97601
- 3. Washburn Manor Washburn Flanor 711 Washburn Way Klamath Falls, Oregon 97601

Exhibit "A"

# KNOW ALL MEN BY THESE PRESENTS, That I,...

## EDWARD PAUL CHARAPATA

have made, constituted and appointed and by these presents do make, constitute and appoint my true and lawful attorney, for me and in my name, place and stead and for my use and benefit,

(1) To lease, let, grant, bargain, sell, contract to sell, convey, exchange, remise, release and dispose of the second se (1) To lease, let, grant, bargain, sell, contract to sell, convey, exchange, remise, release and dispose of any real or personal property of which I am now or hereafter may be possessed or in which I may have any state title or interest including eights of kommendation and the privation of time and the private and conditions any real or personal property of which I am now or hereafter may be possessed of in which I may have any right, title or interest, including fights of homestead, for any price or sum and upon such terms and conditions as to my said attorney may seem property (3) To take possession of, manage, maintain, operate, repair and improve any and all real or personal in now or barafter balancing to me to any the argument thereast to insure and been the same insured and (4) IO take possession of, manage, maintain, operate, repair and improve any and all real or personal properly now or hereafter belonging to me, to pay the expense thereof, to insure and keep the same insured and to nav any and all farms charden and experiments that may be levied or imported tipps any thereof.

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to pay any and all taxes, charges and assessments that may be levied or imposed upon any thereof;

y any and an lass, unarges and assessments that may up review or imposed upon any success, (3) To buy, sell and generally deal in and with goods, wares and merchandise of every name, nature success. and description and to hypothecate, pledge and encumber the same; (4) To buy, sell, assign, transfer and deliver all or any shares of stock in my name in any corporation (4) To buy, sell, assign, transfer and deliver all or any shares of stock in my name in any corporation and used used such taxes of the my seld attends when sight and places and to making and (4) to ouy, sell, assign, transfer and deliver all or any shares of stock in my name in any corporation for any price and upon such terms as to my said attorney may seem right and proper and to receive and make command therefore

payment intereror; (3) To borrow any sums of money on such terms and at such rate of interest as to my said attorney may promes and to dive accurity for the sensitive of the sense. seem proper and to give security for the repayment of the same;

proper and to give security for the repayment of the same; (6) To ask lor, demand, recover, collect and receive all moneys, debte, rents, dues, accounts, legacies, ets interasts dividands and claims whatenever which are now or which hereafter may become due owind (0) 10 ask for, demand, recover, collect and receive all moneys, debts, rents, dues, accounts, legacies, bequests, interests, dividends and claims whatsoever which are now or which hereafter may become due, owing and monthly a belowing to the set take of the set take of the set take of the set takes. bequests, interests, dividends and claims whatsoever which are now or which hereafter may become due, dwing and payable or belonging to me and to have, use and take all lawful ways and means in my name for the rey or any rivered, by an accuments, review or ormerwise; (7) To prepare, execute and file any proof of debt and other instruments in any court and to take any direct under the Destruction and in concerning with any sum of more or demend due or parable to me

(7) To prepare, execute and nie any proor or debt and other instruments in any court and to take any proceedings under the Bankruptcy Act in connection with any sum of money or demand due or payable to me proceedings under the Mankrupicy Act in connection with any sum or money or demand due or payable to the and in any such proceedings to vote in my name for the election of any trustee or trustees and to demand, reand accept any unvidend or unstruction whatsoever; (8) To adjust, settle, compromise or submit to arbitration any account, debt, claim, demand or dispute If a matter which are now subsidiat or becauter may arise between the state of any acid atterney and any (6) I o adjust, settle, compromise or submit to arbitration any account, debt, claim, demand or dispute 9 well as matters which are now subsisting or hereafter may arise between me or my said attorney and any 1 the foregoing of personal other person or persons;

(9) To sell, discount, endorse, negotiate and deliver any check, draft, order, bill of exchange, promissory r other negotiable proce payable to me and to called service and apply the proceed thread for my the (Y) To sell, discount, endorse, negotiate and deliver any check, dtait, order, bill of exchange, promissory note or other negotiable paper payable to me, and to collect, receive and apply the proceeds thereof for my use for any of the number derived to an densit the time of any other number of more derived into the note or other negotiable paper payable to me, and to collect, receive and apply the proceeds thereof for my use for any of the purposes aforesaid; to pay to or deposit the same or any other sum of money coming into the hands of my otherwise should and in any indeposit in my same with any bank or banker of my affortor any of the purposes aroresaid; to pay to or deposit the same or any other sum or money coming into the hands of my attorney in checking and in savings accounts in my name with any bank or banker of my attor-new's valuation and to draw out more deposited to my credit with any bank including deposite in savings names of my accorney in checking and in savings accounts in my name with any bank or banker of my attor-ney's selection and to draw out moneys deposited to my credit with any bank, including deposits in savings accounts and to apply the same for any of the purposes of my business of my business of my said attorney may demographic

ney's selection and to draw out moneys deposited to my credit with any bank, including deposits in savings accounts, and to apply the same for any of the purposes of my business as my said attorney may deem ex-rediants to purchase and sall cartification of deposits to popoint and bank of first company of attorney deal accounts, and to apply the same for any of the purposes of my business as my said attorney may deem ex-pedient; to purchase and self certificates of deposit; to appoint any bank or trust company as escrow agent; Amerally to condict any and all banking transactions on my babalt. (10) To make, execute and deliver any and all manner of contracts with reference to minerals, oil, gas, oil

(10) To make, execute and deliver any and all manner of contracts with reference to numerals, oil, gas, oil and gas rights, rents and royalties, including agreements facilitating exploration for and discovery of oil, min-(11) To commence and prosecute and to defend against, answer and oppose all actions, suits and dinks trunking any of the matters efforced of any other matters in which I am or because may be (11) 10 commence and prosecute and to detend against, answer and oppose all actions, suits and proceedings touching any of the matters aforesaid or any other matters in which I am or hereafter may be interested or concerned.

(14) To role any success to any safety deposit box which has been or may be rented in my name or in the name of myself and any other person or persons;

or myseri and any order persons or persons; (14) In connection with any of the powers herein granted, to sign, make, execute, acknowledge and de-in my name and all deads contracts hills of sale leases promissory notes drafts, accentances, avi-

(14) in connection with any of the powers herein granted, to sign, make, execute, acknowledge and ce-liver in my name any and all deeds, contracts, bills of sale, leases, promissory notes, drafts, acceptances, evi-dances of daht oblidations mortdades oladdae satisfactions releases somultances receints bonds writs and liver in my name any and all deeds, contracts, bills of sale, leases, promissory notes, draits, acceptances, evi-dences of debt, obligations, mortgages, pledges, satisfactions, releases, acquittances, receipts, bonds, writs and any and all other instruments whatsoever, with such deneral or special adreements and covenants, including " dences or usor, opligations, mortgages, pleages, satistactions, releases, acquittances, receipts, ponds, writs and any and all other instruments whatsoever, with such general or special agreements and covenants, including ' those of warranty as to my said alternay may seam right prome and evolutiont. any and all other instruments whatabever, with such general or special agreement those of warranty, as to my said attorney may seem right, proper and expedient; of watranty, as to my said attorney may seem right, proper and experient, (15) To employ, pay and discharge clerks, workmen, brokers and others, including counsel and attor-in connection with the exercise of any of the foredwind noware. (13) 10 employ, pay and discussion density of the foregoing powers;

(17) Generally to conduct, manage and control all my business and my property, wheresoever situate, (11) Generally to conduct, manage and control all my business and my property, wheresoever situate, as my said attorney may deem for my best inferests, hereby releasing all third persons from responsibility for the sale and amissions of my said attorney. the acts and omissions of my said attorney;

I hereby give and grant unto my said attorney full power and authority freely to do and perform every and think whatenever considers and measures to be done in and should the premium as fully to all intense. I hereby give and grant unto my said attorney full power and authority freely to do and perform every act and thing whatsoever regulsite and necessary to be done in and about the premises, as fully to all intents and missions as I middle or could do it research is broken softwird, and confirming all that missions and act and thing whatsoaver requisite and necessary to be done in and about the premises, as tuily to all intense and purposes, as I might or could do if personally present, hereby ratifying and confirming all that my said attorney-in-tact shall lewfully do or cause to be done by virtue hereof.

12465 In construing this power of attorney, it is to be understood that the undersigned may be more than one In construing this power of attorney, it is to be understood that the undersigned may be there then one person or a corporation and that, therefore, if the context so requires, the singular pronoun shall be taken to わわば person or a corporation and that, therefore, it the context so requires, the surgular pronoun analy be taken so mean and include the plural, the masculine, the leminine and the neuter and that generally all grammatical changes shall be made, assumed and implied to make the provisions hereof apply equally to corporations and to more than one individual. IN WITNESS WHEREOF, I have hereunto signed this instrument, or if a corporation, its corporate name has been signed and its corporate seal alfized hereto by its officers duly authorized thereunto by its board STATE OF Oregon INDIVIDUAL ACKNOWLEDGMENT County of Clackamas day of September 10..., 1984, before me, a Notary Public in and for said county and state, personally Edward Paul Charapata known to me to be the identical person described in and who executed the foregoing Power of Attorney and therein mentioned. ...... executed the same freely and voluntarily and for the uses and purposes IN TESTIMONY WHEREOF, I have bereunto set my hand and allized my official seal on this, the day and year last hereinabove written Notery Public for Duggers My commission expires Light ekinin. (SEAL) STATE OF CORPORATE ACENOWLEDGMENT County of .... BE IT REMEMBERED, That on this, the .... day of , 19 ...., before me, a Notary Public in and for said county and state, personally ... ....... appeared ... and that the seal affixed to said instrument is the corporate seal of said corporation, and that the said instru-ment was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said .... is the secretary of acknowledged said instrument to be the free act and deed of said corporation. IN TESTIMONY WHEREOP, I have bereunto set my hand and alfized my official seal on this, the day and year first in this, my certificate, written. (SEAL) Notary Public for ..... My commission expires ... General STATE OF Power of Attorney (FORM No. 833) 83. County of ... I certify that the within instrument was received for record on the ....day of PACE RESERVED . 19... τo FOR RECORDER'S USE .... lile/reel number ....., Record of ......of said County. AFTER RECORDING RETURN TO Witness my hand and seal of County allized. By Recording Officer .... Deputy ......

### KNOW ALL MEN BY THESE PRESENTS, That I,...... Anne Charapata

## have made, constituted and appointed and by these presents do make, constitute and appoint appoint

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### Angela J. Grover

my true and lawful attorney, for me and in my name, place and stead and for my use and benefit,

(1) To lease, let, grant, bargain, sell, contract to sell, convey, exchange, remise, release and dispose of any real or personal property of which I am now or hereafter may be possessed or in which I may have any right, title or interest, including rights of homestead, for any price or sum and upon such terms and conditions as to my said attorney may seem proper;

(2) To take possession of, manage, maintain, operate, repair and improve any and all real or personal property now or hereafter belonging to me, to pay the expense thereof, to insure and keep the same insured and to pay any and all taxes, charges and assessments that may be levied or imposed upon any thereof;

(3) To buy, sell and generally deal in and with goods, wares and merchandise of every name, nature and description and to hypothecate, pledge and encumber the same;

(4) To buy, sell, assign, transfer and deliver all or any shares of stock in my name in any corporation for any price and upon such terms as to my said attorney may seem right and proper and to receive and make payment therefor;

(5) To borrow any sums of money on such terms and at such rate of interest as to my said attorney may seem proper and to give security for the repayment of the same;

(6) To ask for, demand, recover, collect and receive all moneys, debts, rents, dues, accounts, legacies, bequests, interests, dividends and claims whatsoever which are now or which hereafter may become due, owing and payable or belonging to me and to have, use and take all lawful ways and means in my name for the re-

(7) To prepare, execute and file any proof of debt and other instruments in any court and to take any proceedings under the Bankrupicy Act in connection with any sum of money or demand due or payable to me and in any such proceedings to vote in my name for the election of any trustee or trustees and to demand, receive and accept any dividend or distribution whatsoever;

(8) To adjust, settle, compromise or submit to arbitration any account, debt, claim, demand or dispute as well as matters which are now subsisting or hereafter may arise between me or my said attorney and any other person or persons;

(9) To sell, discount, endorse, negotiate and deliver any check, dralt, order, bill of exchange, promissory note or other negotiable paper payable to me, and to collect, receive and apply the proceeds thereof for my use lor any of the purposes aloresaid; to pay to or deposit the same or any other sum of money coming into the hands of my attorney in checking and in savings accounts in my name with any bank or banker of my attorney's selection and to draw out moneys deposited to my credit with any bank, including deposits in savings accounts, and to apply the same for any of the purposes of my business as my said attorney may deem expedient; to purchase and sell certificates of deposit; to appoint any bank or trust company as escrow agent; generally to conduct any and all banking transactions on my behall;

(10) To make, execute and deliver any and all manner of contracts with reference to minerals, oil, gas, oil and gas rights, rents and royalties, including agreements facilitating exploration for and discovery of oil, minerals and deposits;

(11) To commence and prosecute and to defend against, answer and oppose all actions, suits and proceedings touching any of the matters aforesaid or any other matters in which I am or hereafter may be interested or concerned;

(12) To vote any stock in my name as proxy;

(13) To have access to any safety deposit box which has been or may be rented in my name or in the name of myself and any other person or persons;

(14) In connection with any of the powers herein granted, to sign, make, execute, acknowledge and deliver in my name any and all deeds, contracts, bills of sale, leases, promissory notes, drafts, acceptances, evidences of debt, obligations, mortgages, pledges, satisfactions, releases, acquittances, receipts, bonds, writs and any and all other instruments whatsoever, with such general or special agreements and covenants, including those of warranty, as to my said altorney may seem right, proper and expedient;

(15) To employ, pay and discharge clerks, workmen, brokers and others, including counsel and attorneys in connection with the exercise of any of the foregoing powers; (16)

e.

(17) Generally to conduct, manage and control all my business and my property, wheresoever situate, as my said attorney may deem for my best interests, hereby releasing all third persons from responsibility for the acts and omissions of my said attorney;

I hereby give and grant unto my said attorney full power and authority freely to do and perform every act and thing whatsoever requisite and necessary to be done in and about the premises, as fully to all intents and purposes, as I might or could do if personally present, hereby ratifying and confirming all that my said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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seal on this, the day and year last hereinabove written

Notary Public for angen My commission expires Supt 6, 1998

In construing this power of attorney, it is to be understood that the undersigned may be more than one In construing this power of attorney, it is to be understood that the undersigned may be more than one person or a corporation and that, therefore, if the context so requires, the singular pronoun shall be taken to mean and include the plural, the masculine, the feminine and the neuter and that generally all grammatical chandes shall be made assumed and implied to make the provisions hereof apply equally to corporations and to mean and include the plural, the masculine, the feminine and the neuter and that generally all grammatical changes shall be made, assumed and implied to make the provisions hereof apply equally to corporations and to make the provisions hereof apply equally to corporations and to IN WITNESS WHEREOF, I have hereunto signed this instrument, or if a corporation, its corporate two been sidead and its corporate west attived hereto by its officers duly authorized thereunto by its board

IN WILLNESS WILLNEUP, I have hereunto signed this instrument, or if a corporation, its corporate name has been signed and its corporate seal allixed hereto by its officers duly authorized thereunto by its board of directors on this

(11 . ..... on, allis c

STATE OF Oregon

INDIVIDUAL ACKNOWLEDGMENT County of Clackama y of September 10 Clackamas day of appeared .....

known to me to be the identical person described in and who executed the foregoing Power of Attorney and acknowledged to me that Stiel executed the same freely and voluntarily and for the uses and purposes therein mentioned. Son described in and who executed the foregoing mower of Attorney and ..... executed the same freely and voluntarily and for the uses and purposes IN TESTIMONY WHEREOF, I have hereunto set my hand and allized my official

(SEAL)

STATE OF

(SEAL)

General Power of Attorney

τo

AFTER RECORDING RETURN TO

County of

CORPORATE ACKNOWLEDGMENT day of 85. , 19 , before me, a Notary Public in and for said county and state, personally BE IT REMEMBERED, That on this, the appeared appeared both to me personally known, who being duly sworn, did say that he, the said

and that the seal alfixed to said instrument is the corporate seal of said corporation, and that the said instrument is the corporate seal of said corporation, and that the said instrument was sidned and sealed in babalt of said corporation by authority of its Board of Directors and said and that the seal attixed to said instrument is the corporate seal or said corporation, and that the said instru-ment was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said acknowledged said instrument to be the free act and deed of said corporation. <sup>3</sup> said instrument to be the tree act and deed of said corporation. IN TESTIMONY WHEREOF, I have beteunto set my hand and affixed my official seal on this,

the day and year first in this, my certificate, written.

Notary Public for ...

Irene Hack

My commission expires STATE OF County of I certify that the within instrument was received for record on the SPACE RESERVED o'clock M., and recorded FOR at ACCORDER'S USE

By

By

in book on page or as lile/reel number Record .....of said County. Witness my hand and seal of County affixed.

Recording Officer

...

Deputy

L. GUY MARSHALL ARDEN E. SHENKER CHAS R. HOLLOWAY, III PAUL R. DUDEN STEPHEN R. FRANK WM. G. SHERIDAN, JR. MICHAEL J. GENTRY NEALE E. CREAMER\*\* ROBERT GREENING\*\* ENIZABETH A. TRAINOR\* ERIC J. NEIMAN\* DAVID R. SIMON MONTGOMERY W. COBB NANCY R. GREENE JOSEPH C. FREEMAN JOSEPH C. FREEMAN

TOOZE MARSHALL SHENKER HOLLOWAY & DUDEN ATTORNEYS AT LAW 333 S. W. TAYLOR STREET PORTLAND, OREGON 97204-2496 TELEPHONE (503) 223-5181 TELEX 9103508016 TOOZE UD

ROBERT M. KERR LAMAR TOSZE 1895-1971

> AMAR TOOZE, JR. 1922-1985 ADMITTED IN OREGON WASHINGTON'AND CALIFORNIA\*\*

May 27, 1986

Via Federal Express

Orrin L. Grover, Esq. 33150 Highway Oaks Lane Molalla, Oregon 97038

Re: Americana Leisure Estates, Inc.

Dear Mr. Grover:

Care Centers, Inc.

This letter will confirm our telephone conversation of May 23, 1986, during which we discussed the above corporation. Our office represents Summit Care-Oregon, Inc., which owns all the

Charapata, owns a title interest in that facility by way of a fourth trust deed, dated November 28, 1980, recorded December 3, 1980, in Klamath County, Oregon, in Records Volume M80, Page 23453, securing the payment of the sum stated in an unrecorded agreement for the sale of assets, executed by American Care Centers-Oregon, Inc. (nka American Oregon Care Centers, Inc.). That trust deed includes language apparently restricting

assignment of the real property by the grantor, American Oregon

Summit Care-Oregon, Inc. proposes to sell its shares in Americana Leisure Estates, Inc. to individual buyers, such transaction to close on or about June 2, 1986. The parties to the transaction

transfer ownership of the Clairmont House to another wholly owned Summit Care-Oregon, Inc. subsidiary, namely American Oregon Care Centers, Inc. (formerly known as American Care Centers-Oregon,

do not wish to include in the stock sale, as an asset of Americana Leisure Estates, Inc., the Clairmont House.

For that reason, Americana Leisure Estates, Inc. desires to

stock of Americana Leisure Estates, Inc. I understand you As I explained to you, Americana Leisure Estates, Inc. is the title owner of the Clairmont House (fka Ponderosa Apartments) located in Klamath Falls, Oregon. Your client, Mr. Edward

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Orrin L. Grover, Esq. May 27, 1986 Page -2-

Inc., grantor under the above trust deed). American Oregon Care Centers, Inc. operates eleven nursing homes in the State of

In order to complete the transfer, we request that Mr. Charapata consent to the conveyance of the Clairmont House from Americana Leisure Estates, Inc., to American Oregon Care Centers, Inc., by signing and returning to me the enclosed copy of this letter. Again, while title to the Clairmont House is in the name of Americana Leisure Estates, Inc., I understand the grantor under the above trust deed and payor under the notes is American Oregon Care Centers, Inc., the proposed transferee.

I look forward to hearing from you. Again, the parties hope to close this transaction on or about June 2, 1986. If you have questions or concerns, I would appreciate your contacting me

I would appreciate it also if you would utilize the enclosed Federal Express envelope to return your client's signed consent letter.

Very truly yours,

David R. Simon

DRS:mq Enclosure

The undersigned hereby consents to the transfer of the real property subject to the above trust deed, located at 151 Williams, Klamath Falls, Oregon, known as the Clairmont House (fka Ponderosa Apartments), together with all assets located thereon, from Americana Leisure Estates, Inc. to American Oregon Care Centers, Inc.

napala DATE: June 19, 1986.

STATE OF OREGON: COUNTY OF KLAMATH: 55.	the $\frac{16th}{M86}$ day
12:58 o'clock	<u>P</u> M., and duly recorded in Vol. <u>M80</u> , 12462.
A.D., $19 \pm 00$	velyn Biehn, County Clerk
01 <u> </u>	By

\$33.00 FEE