

63727

Vol. 186 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.

Edward P. Charapata
by Angela J. Grover
EDWARD P. CHARAPATA

Anne Charapata
by Angela J. Grover
ANNE CHARAPATA

On this 19 day of June, 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.

Angela J. Grover
NOTARY PUBLIC FOR OREGON

My Commission Expires: 4/9/88

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

JUL 19 PM 12 53

OK 33 12

12463

That certain agreement for sale of assets,
made 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:

1. Ponderosa Apartments
151 N. Williams
Klamath Falls, Oregon 97601
2. Ponderosa Nursing Home
2555 Main
Klamath Falls, Oregon 97601
3. Washburn Manor
711 Washburn Way
Klamath Falls, Oregon 97601

Exhibit "A"

KNOW ALL MEN BY THESE PRESENTS, That I,

EDWARD PAUL CHARAPATA

12464

have made, constituted and appointed and by these presents do make, constitute and appoint
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 recovery of any thereof, by attachments, levies or otherwise;

(7) To prepare, execute and file any proof of 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 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, draft, 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 purposes aforesaid; 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 behalf;

(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 attorney 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)

(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.

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 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 affixed hereto by its officers duly authorized thereunto by its board of directors, on this _____ day of _____, 19____

[Signature]

(If a corporation, affix corporate seal.)

STATE OF Oregon

County of Clackamas

day of September 10, 1984, before me, a Notary Public in and for said county and state, personally appeared

Edward Paul Charapata

known to me to be the identical person described in and who executed the foregoing Power of Attorney and acknowledged to me that he executed the same freely and voluntarily and for the uses and purposes therein mentioned.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this, the day and year last hereinabove written

(SEAL)

[Signature]
Notary Public for Oregon
My commission expires Sept 6, 1988

STATE OF _____

County of _____

day of _____, 19____

appeared _____ and _____ both to me personally known, who being duly sworn, did say that he, the said _____ is the president, and he, the said _____ is the secretary of _____, the within named corporation, and that the seal affixed to said instrument is the corporate seal of said corporation, and that the said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said _____ and _____ acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this, the day and year first in this, my certificate, written.

(SEAL)

Notary Public for _____
My commission expires _____

General
Power of Attorney

(FORM No. 623)

STEVENS HESS LAW PUB CO., PORTLAND, ORE.

TO _____

AFTER RECORDING RETURN TO _____

SPACE RESERVED
FOR
RECORDER'S USE

STATE OF _____

County of _____

I certify that the within instrument was received for record on the _____ day of _____, 19____, at _____ o'clock _____ M., and recorded in book _____ on page _____ or as file/real number _____, Record of _____ of said County.

Witness my hand and seal of County affixed.

By _____ Recording Officer
By _____ 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

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 recovery of any thereof by attachments, levies or otherwise;
- (7) To prepare, execute and file any proof of 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 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, draft, 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 purposes aforesaid; 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 behalf;
- (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 attorney 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)
- (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.

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 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 affixed hereto by its officers duly authorized thereunto by its board of directors, on this _____ day of _____, 19____

Anne Charapata

(If a corporation, affix corporate seal)

STATE OF Oregon

County of Clackamas
day of September 10, 1984

INDIVIDUAL ACKNOWLEDGMENT

BE IT REMEMBERED, That on this, the _____ day of _____, 19____, before me, a Notary Public in and for said county and state, personally appeared Anne Charapata known to me to be the identical person described in and who executed the foregoing Power of Attorney and acknowledged to me that she executed the same freely and voluntarily and for the uses and purposes therein mentioned.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this, the day and year last hereinabove written

(SEAL)

Irene Harkinson
Notary Public for Oregon
My commission expires Sept. 6, 1988

STATE OF

County of _____
day of _____, 19____

CORPORATE ACKNOWLEDGMENT

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 _____ both to me personally known, who being duly sworn, did say that he, the said _____ is the president, and he, the said _____ is the secretary of _____, the within named corporation, and that the seal affixed to said instrument is the corporate seal of said corporation, and that the said instrument 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.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this, the day and year first in this, my certificate, written.

(SEAL)

Notary Public for _____
My commission expires _____

General Power of Attorney
(FORM No. 833)
STEVENS NEED LAW FIRM PC PORTLAND, ORE

TO _____

AFTER RECORDING RETURN TO _____

SPACE RESERVED
FOR
RECORDER'S USE

STATE OF

County of _____

I certify that the within instrument was received for record on the _____ day of _____, 19____, at _____ o'clock _____ M., and recorded in book _____ on page _____ or as file/reel number _____, Record of _____ of said County.

Witness my hand and seal of County affixed.

By _____

Recording Officer

By _____

Deputy

12468

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

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**
ELIZABETH A. TRAINOR*
ERIC J. NEIMAN*
DAVID R. SIMON
MONTGOMERY W. COBB
NANCY R. GREENE
JOSEPH C. FREEMAN

ROBERT M. KERR
COUNSEL

LAMAR TOOZE
1895-1971

LAMAR 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:

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 stock of Americana Leisure Estates, Inc. I understand you represent Edward Charapata.

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 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 Care Centers, Inc.

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 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 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,

12469

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 Oregon.

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 immediately.

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

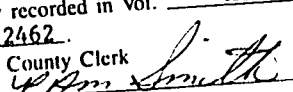
DRS:mg
Enclosure

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.


EDWARD CHARAPATA

DATE: June 19, 1986.

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of _____ the 16th day
of July A.D. 19 86 at 12:58 o'clock P M., and duly recorded in Vol. M86
of _____ on Page 12462
Deeds
By Evelyn Biehn, County Clerk
By 

FEE \$33.00