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Vol. 1796 Page 38163Vol. 1797 Page 4070

Recording Requested By
And When Recorded Mail To:

Stern, Neubauer, Greenwald & Pauly
A Professional Corporation
1299 Ocean Avenue, Tenth Floor
Santa Monica, California 90401
Attn: Dennis L. Greenwald, Esq.

MTC 30002

MEMORANDUM OF AGREEMENT

This Memorandum of Agreement (this "Memorandum") is made this 6th day of December, 1996 by and between **ASSISTED LIVING CONCEPTS, INC.**, a Nevada corporation ("Seller"), and **LTC PROPERTIES, INC.**, a Maryland corporation ("Buyer").

1. Seller hereby agrees to sell to Buyer, and Buyer agrees to purchase from Seller, all of that certain improved real property located in the City of Klamath Falls, County of Klamath, State of Oregon, more particularly described on Exhibit "A" attached hereto and incorporated herein (the "Property").

2. The specific terms and conditions of the purchase and sale of the Property are set forth in that certain Agreement of Purchase and Sale and Joint Escrow Instructions ("Purchase Agreement") of even date herewith. All of the terms and conditions of said Purchase Agreement are incorporated herein by this reference.

3. This Memorandum of Agreement may be executed in one or more separate counterparts, each of which, once they are executed, shall be deemed to be an original. Such counterparts shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Memorandum has been executed as of the day and year first above written.

THIS DOCUMENT IS BEING RE-RECORDED TO ADD EXHIBIT "A"

SELLER:

ASSISTED LIVING CONCEPTS, INC.,
a Nevada corporation

By: 
Stephen Gordon,
Chief Administrative Officer

BUYER:

LTC PROPERTIES, INC.,
a Maryland corporation

By: _____
Name: _____
Title: _____

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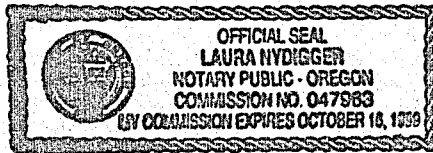
4071 38164

ACKNOWLEDGMENT

STATE OF Oregon)
) SS.
COUNTY OF Multnomah)

On December 4, 1996 before me, Laura Nydigger,
Notary Public, personally appeared Stephen Gordon personally known to
me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s)
is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the
instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the
instrument.

WITNESS my hand and official seal.



Laura Nydigger
NOTARY PUBLIC
State of Oregon

STATE OF)
) SS.
COUNTY OF)

On _____ before me, _____,
Notary Public, personally appeared _____ personally known to
me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s)
is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the
instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the
instrument.

WITNESS my hand and official seal.

NOTARY PUBLIC
State of _____

86459.1
Klamath Falls Facility

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Amerititle the 6th day
of December A.D., 1996 at 1:29 o'clock P.M., and duly recorded in Vol. M96,
of Deeds on Page 38163.

FEE \$35.00

INDEXED
D. ✓ I ✓

Bernetha G. Letsch, County Clerk

By [Signature]



EXHIBIT "A"

LEGAL DESCRIPTION OF PROPERTY

TRACTS 14 AND 17, KIELSMEIER ACRE TRACTS, according to the official plat thereof on file in the office of the County Clerk of Klamath County, Oregon.

87976.1
Klamath Falls Property

-4-

STATE OF OREGON : COUNTY OF KLAMATH: ss.

Filed for record at request of Amerititle the 10th day
of February A.D., 19 97 at 11:09 o'clock A. M., and duly recorded in Vol. 197
of Deeds on Page 4070

Bernetha G. Letsch, County Clerk

FEE \$15.00 Re-record

by Kathleen Ross