

2007-017666

Klamath County, Oregon



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10/11/2007 02:47:03 PM

Fee: \$36.00

After recording, return to:
Heather A. Kmetz, Attorney at Law
Sussman Shank LLP
1000 SW Broadway, Ste. 1400
Portland, OR 97205

Send all property tax statements to:
Sky Lakes Medical Center, Inc.
2865 Daggett Avenue
Klamath Falls, OR 97601

BILL OF SALE (DEED)

ATE: 64531 ms

This Bill of Sale (Deed) (Deed) is executed as of the 9th day of October, 2007, by the Sky Lakes Medical Center, Inc., (Sky Lakes), in favor of Klamath Professional Properties, LLC, and (KPP).

RECITALS

A. On the 9th day of October, 2007, Sky Lakes and KPP entered into the following Companion Documents:

1. Building 3000 Ground Lease
2. Building 3000 Master Lease
3. Promissory Note from Klamath Professional Properties, LLC to Sky Lakes Medical Center, Inc., in the amount of \$ 978,405.00.
4. Promissory Note from Klamath Professional Properties, LLC to Sky Lakes Medical Center, Inc., in the amount of \$ 241,200.74.
5. Non-Compete Agreement
6. First Right of Refusal
7. Security Agreement and Pledge
8. Acknowledgment of the terms and conditions of that certain Security Agreement and Pledge signed by Douglas H. Todd

B. As part of the Agreement between the parties as evidenced by this Bill of Sale (Deed) and all of the Companion Documents listed in **Recital A** above, Sky Lakes has agreed to transfer to KPP all of Sky Lakes' rights, title and interest in the Improvements, commonly known as the medical office building located at 3000 Bryant Williams Drive, Klamath Falls, OR 97601, and the items attached to said Improvements located on the real property which is the subject matter of the Ground Lease dated the 9th day of October, 2007 between the parties (**Recital A**, Item # 1 above.).

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\$36-A

ASSIGNMENT

For good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Sky Lakes agrees as follows:

1. Sky Lakes conveys, bargains, sells, transfers and delivers to KPP the Improvements (commonly known as Building 3000) including: (a) copies of all plans, specifications and contracts relating to design and construction; (b) all construction materials, supplies and equipment (including any applicable warranties to said equipment) delivered to the real property described on **Exhibit A** to have and to hold the same unto KPP and KPP's successors and assigns.
2. Sky Lakes makes no warranties or representations concerning the personal property.
3. This Bill of Sale (Deed) shall be governed and construed in accordance with Oregon law.
4. BEFORE SIGNING OR ACCEPTING THIS INSTRUMENT, THE PERSON TRANSFERRING FEE TITLE SHOULD INQUIRE ABOUT THE PERSON'S RIGHTS, IF ANY, UNDER ORS 197.352. THIS INSTRUMENT DOES NOT ALLOW USE OF THE PROPERTY DESCRIBED IN THIS INSTRUMENT IN VIOLATION OF APPLICABLE LAND USE LAWS AND REGULATIONS. BEFORE SIGNING OR ACCEPTING THIS INSTRUMENT, THE PERSON ACQUIRING FEE TITLE TO THE PROPERTY SHOULD CHECK WITH THE APPROPRIATE CITY OR COUNTY PLANNING DEPARTMENT TO VERIFY APPROVED USES, TO DETERMINE ANY LIMITS ON LAWSUITS AGAINST FARMING OR FOREST PRACTICES AS DEFINED IN ORS 30.930 AND TO INQUIRE ABOUT THE RIGHTS OF NEIGHBORING PROPERTY OWNERS, IF ANY, UNDER ORS 197.352.
5. THE PROPERTY DESCRIBED IN THIS INSTRUMENT MAY NOT BE WITHIN A FIRE PROTECTION DISTRICT PROTECTING STRUCTURES. THE PROPERTY IS SUBJECT TO LAND USE LAWS AND REGULATIONS THAT, IN FARM OR FOREST ZONES, MAY NOT AUTHORIZE CONSTRUCTION OR SITING OF A RESIDENCE AND THAT LIMIT LAWSUITS AGAINST FARMING OR FOREST PRACTICES AS DEFINED IN ORS 30.930 IN ALL ZONES. BEFORE SIGNING OR ACCEPTING THIS INSTRUMENT, THE PERSON TRANSFERRING FEE TITLE SHOULD INQUIRE ABOUT THE PERSON'S RIGHTS, IF ANY, UNDER ORS 197.352. BEFORE SIGNING OR ACCEPTING THIS INSTRUMENT, THE PERSON ACQUIRING FEE TITLE TO THE PROPERTY SHOULD CHECK WITH THE APPROPRIATE CITY OR COUNTY PLANNING DEPARTMENT TO VERIFY APPROVED USES, THE EXISTENCE OF FIRE PROTECTION FOR STRUCTURES AND THE RIGHTS OF NEIGHBORING PROPERTY OWNERS, IF ANY, UNDER ORS 197.352.

Exhibit A

A tract of land situated in the SW 1/4 of Section 20, Township 38 South, Range 9 East of the Willamette Meridian, Klamath County, Oregon, being a portion of vacated Block 6, McLoughlin Heights Subdivision, according to the official plat map thereof on file in the office of the Klamath County Clerk, more particularly described as follows:

Commencing at a 5/8" rebar monument marking the intersection of the centerline of vacated Foothill Boulevard and the East line of said SW 1/4 of the NE 1/4, said line also being the East line of said McLoughlin Heights; thence South 32° 41' 55" West, 95.20 feet to the True Point of Beginning of this description, said point being the Northwest corner of the medical office building known as the "3000 Building"; thence following the exterior walls and the exterior edge of the front awning the following courses: South 32° 47' 24" West, 58.50 feet; thence South 57° 12' 36" East 18.00 feet; thence South 32° 47' 24" West, 53.50 feet; thence North 57° 12' 36" West, 76.00 feet; North 32° 47' 24" East, 53.00 feet; thence North 57° 12' 36" West, 53.00 feet; North 32° 47' 24" East, 30.00 feet; thence South 57° 12' 36" East, 71.00 feet; North 32° 47' 24" East, 29.00 feet; thence South 57° 12' 36" East, 40.00 feet to the Point of Beginning. Bearings are based on record of Survey No. 6692.

Which tract of land is a portion of the following described real property:

Parcel 3 of Land Partition 92-06, according to the official plat thereof on file in the records of Klamath County, Oregon, being a portion of vacated Lots 1 through 22 of Block 6 of McLoughlin Heights and a portion of the Southerly half of vacated Foothill Boulevard situated in the Southwest quarter of the Northeast quarter of Section 20, Township 38 south, Range 9 East of the Willamette Meridian, Klamath County, Oregon.

TOGETHER WITH an easement for ingress and egress as described in instrument recorded June 8, 2001 in Book M01 on Page 27242, Records of Klamath County, Oregon.

TOGETHER WITH an easement for ingress and egress as described in instrument recorded March 23, 2007 in Book 2007 on Page 5326, Records of Klamath County, Oregon.

CODE 001 MAP 3809-020AC TL 01102 KEY #8941555