

NTC 86071

2010-013556

Klamath County, Oregon



00093302201000135560180189

11/24/2010 11:06:50 AM

Fee: \$122.00

RECORDING COVER SHEET

THIS COVER SHEET HAS BEEN PREPARED
BY THE PERSON REPRESENTING THE
ATTACHED INSTRUMENT FOR RECORDING.
ANY ERRORS IN THIS COVER SHEET DO NOT
AFFECT THE TRANSACTION(S) CONTAINED
IN THE INSTRUMENT ITSELF.

After Recording, Return To:

Simpson, Thacher & Bartlett LLP
Erik Quarfordt, Esq
425 Lexington Ave
NY, NY 10017

1. Name(s) of the Transaction(s):

Deed

2. Direct Party (Grantor):

Eldorado Heights Assisted Living Community, LLC
Howard's Eldorado Heights, LLC
Rini Wectawski LLC
Smith's Eldorado Heights, LLC

3. Indirect Party (Grantee):

BRE/SW Eldorado Heights LLC, a Delaware limited liability company

4. True and Actual Consideration Paid:

\$1.00

5. Legal Description:

See attached

122pmf

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SPACE ABOVE RESERVED FOR RECORDER

Prepared under local supervision (exc MD) by and when recorded, return to:
Erik Quarfordt, Esq. @ Simpson Thacher & Bartlett LLP
425 Lexington Ave, NY, NY 10017

Preparer's Signature (exc MD) as to KY:

Community Name:

Eldorado Heights, Klamath Falls, OR

Notice To Recorder:

This instrument to be indexed against Grantor, including the record owner(s) identified on Schedule B hereto, and Grantee.

Pursuant to the Second Amended Joint Plan of Reorganization in *In re Stayton SW Assisted Living, L.L.C.* (the Consolidated Sunwest Related Entities), approved by order of the Court in U.S. District Court, District of Oregon Case No. 6:09-cv-06082-HO, each recorder of deeds or similar official for any city, county or governmental unit in which this instrument is to be recorded is ordered to accept this instrument without requiring the payment of any document recording tax, stamp tax, conveyance fee, sales tax, mortgage tax, filing or recording fee, deed stamp, transfer tax, intangibles tax or similar tax or fee.

Real property tax bills to be sent to:

Grantee

Instrument:

Deed --- [Form for use in AL, AZ, CA, CO, CT, GA, IA, IN, KY, MD, MN, MO, MS, MT, NC, ND, NE, NM, NY, OK, OR, PA, SC, TN, TX, UT, VA, WA, WI, WV & WY]

Dated:

As of the earliest notary date, but effective as of 11 / 19 /10

Grantor:

Stayton SW Assisted Living, L.L.C., an Oregon limited liability company, constituting the Sunwest unified entity as determined by: (a) Order entered on October 2, 2009 in U.S. District Court Case No. 09 cv 6056-HO (United States District Court for the District of Oregon) entitled

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Security and Exchange Commission vs. Sunwest Management, Inc., et al.; and/or (b) Order entered on December 22, 2009 in U.S. District Court Case No. 09 cv 6082-HO (United States District Court for the District of Oregon) entitled *In re Stayton SW Assisted Living, LLC (the Consolidated Sunwest Related Entities)*; with an address at One SW Columbia, Suite 1000, Portland, OR 97258, on its own behalf and on behalf of record owner(s) identified on Schedule B hereto.

Grantee:

BRE/SW Eldorado Heights LLC, a Delaware limited liability company, c/o Blackstone, 345 Park Ave, NY, NY 10154

Nature of Instrument:

This Instrument is a conveyance pursuant to the Order entered on June 22, 2010 in U.S. District Court Case No. 6:09 cv 06643-HO (United States District Court for the District of Oregon).

Witnesseth:

That the Grantor, in consideration of the sum of \$1 (or as otherwise provided on Schedule of Consideration, if annexed) paid by Grantee, the receipt and sufficiency of which is hereby acknowledged, does hereby grant and convey, transfer, assign and release unto Grantee, its successors and assigns, all of its estate, right, title and interest in and to that certain plot, piece or parcel of land (together with the buildings and improvements thereon erected) described on Schedule A hereto (the "Premises").

Together with:

All right, title and interest (if any) of Grantor in and to any streets and roads abutting the Premises to the center line thereof, as well as any gaps, strips or gores on, around or within the Premises.

Together with:

All right, title and interest (if any) of Grantor in and to any hereditaments and appurtenances, and all of the estate and rights of Grantor, including any after-acquired estates or interests.

To have and to hold:

The Premises herein conveyed unto the Grantee, its successors and assigns forever.

Disclaimer of Warranties of Title as to the Premises Conveyed Herein:

Notwithstanding anything to the contrary, this Instrument is executed and delivered without warranties of title, express or implied, of any kind whatsoever.


In witness whereof:

The undersigned, by its duly elected officer and pursuant to proper authority, has duly executed, acknowledged and delivered this instrument as of the day and year first above written.

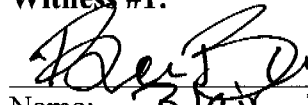
Grantor:

- A. **Stayton SW Assisted Living, L.L.C., an Oregon limited liability company, constituting the Sunwest unified entity as determined by: (a) Order entered on October 2, 2009 in U.S. District Court Case No. 09 cv 6056-HO (United States District Court for the District of Oregon) entitled *Security and Exchange Commission vs. Sunwest Management, Inc., et al.*; and/or (b) Order entered on December 22, 2009 in U.S. District Court Case No. 09 cv 6082-HO (United States District Court for the District of Oregon) entitled *In re Stayton SW Assisted Living, LLC (the Consolidated Sunwest Related Entities)*; with an address at One SW Columbia, Suite 1000, Portland, OR 97258, on its own behalf and on behalf of record owner(s) identified on Schedule B hereto.**
- B. **Eldorado Heights Assisted Living Community, LLC, an Oregon limited liability company, with an address at One SW Columbia, Suite 1000, Portland, OR 97258; and**
- C. **All other entities listed on Schedule B, with an address at One SW Columbia, Suite 1000, Portland, OR 97258**

All By:


Clyde Hamstreet, Chief Restructuring Officer

Witness #1:


Name: Blair Benton

Witness #2:


Name: BRENT HAMSTREET

Notary Public as to Premises in GA:

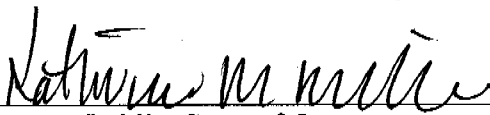
Notary Public

The following acknowledgment page, including notary execution, is hereby incorporated by reference into this page as if set forth hereon in its entirety.

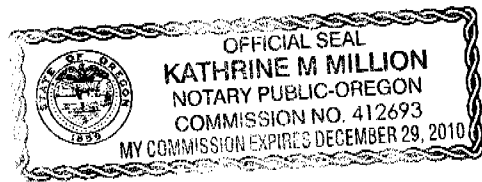
County of Multnomah, State of Oregon:

Multi-State Acknowledgment:

On July 24, 2010, before me, the undersigned officer, personally appeared Clyde Hamstreet, personally known and acknowledged himself to me (or proved to me on the basis of satisfactory evidence) to be the Chief Restructuring Officer of the foregoing executing Grantor (hereinafter, the "Grantor") and that as such officer, being duly sworn, and being authorized to do so, executed, subscribed and acknowledged the due execution of the foregoing instrument for the purposes therein contained, by signing the name of the Grantor by himself in his authorized capacity as such officer as his free and voluntary act and deed and the free and voluntary act and deed of said Grantor. *** Witness my hand and official seal.



Notary Public, State of Oregon



OR Addendum:

BEFORE SIGNING OR ACCEPTING THIS INSTRUMENT, THE PERSON TRANSFERRING FEE TITLE SHOULD INQUIRE ABOUT THE PERSON'S RIGHTS, IF ANY, UNDER ORS 195.300, 195.301 AND 195.305 TO 195.336 AND SECTIONS 5 TO 11, CHAPTER 424, OREGON LAWS 2007, AND SECTIONS 2 TO 9 AND 17, CHAPTER 855, OREGON LAWS 2009. 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 THAT THE UNIT OF LAND BEING TRANSFERRED IS A LAWFULLY ESTABLISHED LOT OR PARCEL, AS DEFINED IN ORS 92.010 OR 215.010, TO VERIFY THE APPROVED USES OF THE LOT OR PARCEL, 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 195.300, 195.301 AND 195.305 TO 195.336 AND SECTIONS 5 TO 11, CHAPTER 424, OREGON LAWS 2007, AND SECTIONS 2 TO 9 AND 17, CHAPTER 855, OREGON LAWS 2009.

Schedule A:

Eldorado Heights Legal Description

Parcel 1:

A parcel of land situated in portions of vacated Blocks 2, 3, 6, 7, 9 and 10, ELDORADO ADDITION TO THE CITY OF KLAMATH FALLS, OREGON, in the County of Klamath, State of Oregon, more particularly described as follows:

Beginning at a point being the most Northerly corner of Lot 2, Block 10, ELDORADO ADDITION TO THE CITY OF KLAMATH FALLS, OREGON; thence along the Northwesternly line of said Lot 2, South $38^{\circ}16'30''$ West 100.00 feet to the most Westerly corner of said Lot 2; thence along the Southwesterly line of the vacated portion of Blocks 9 and 10 of said Eldorado Addition, North $51^{\circ}42'50''$ West 170.69 feet; thence leaving said Southwesterly line North $38^{\circ}16'30''$ East 667.37 feet to the Southerly line of Eldorado Boulevard; thence along said Southerly line of Eldorado Boulevard 182.39 feet along the arc of a 667.34 foot radius curve to the right, the long chord of which bears South $55^{\circ}00'55''$ East 181.84 feet; thence 29.87 feet along the arc of a 20.00 foot curve to the right, the long chord of which bears South $4^{\circ}30'47''$ East, to its point of tangency with the Westerly line of Sloan Street; thence along said Westerly line of Sloan Street South $38^{\circ}16'30''$ West 557.91 feet to the Northeasterly line of said Lot 2; thence along said Northeasterly line North $51^{\circ}42'50''$ West 29.31 feet to the point of beginning.

Parcel 2:

Lot 2 in Block 10, ELDORADO ADDITION to the City of Klamath Falls, in the County of Klamath, State of Oregon, EXCEPTING THEREFROM the Southeasterly 19 feet, according to the official plat thereof on file in the office of the County Clerk of Klamath County, Oregon.

TOGETHER WITH all rights contained in the Cross Easement Agreement recorded with the County Clerk of Klamath Falls, Oregon as Volume M96, page 922, Microfilm Records of Klamath County, Oregon.

Schedule B:

Eldorado Heights Record Owners

Eldorado Heights Assisted Living Community, LLC
Howard's Eldorado Heights, LLC
Rini Wectawski LLC
Smith's Eldorado Heights, LLC

034845/00001/2337947v1

FILED 10 JUL 26 16:33 USDC-ORE

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF OREGON

In re

USDC Case No. 6:09-cv-06082-HO

STAYTON SW ASSISTED LIVING, L.L.C., (the
Consolidated Sunwest Related Entities),
Debtor.

Bankruptcy Court Case 08-36637-tmb11
(Reference Withdrawn)

STAYTON SW ASSISTED LIVING, L.L.C., (the
Consolidated Sunwest Related Entities),

USDC Case No. 6:09-cv-06627-HO

Plaintiff,

**FINAL JUDGMENT (ELDORADO
HEIGHTS)**

v.

HOWARD'S ELDORADO HEIGHTS, LLC, et al,

Defendants.

Final Judgment is awarded to plaintiff against Rini Wectawski LLC

("Defendant"), as follows:

Certified to be a true and correct
copy of original filed in this District.

Dated 7-28-10
Mary L. Moran, Clerk of Court
US District Court of Oregon

By Deputy Clerk [Signature]

Pages 1 Through 1

1. Plaintiff, as Debtor and Debtor-in-Possession of the estate into which the assets and liabilities of the Sunwest Entities were consolidated as ordered by the Court in the Order entered on October 2, 2009 in *Securities and Exchange Commission v. Sunwest Management, Inc., et al.*, United States District Court for the District of Oregon, Case No. 6:09-cv-6056-HO, and in the Order Granting Joint Motion of Debtor, the Tenants-in-Common Committee and the Unsecured Creditors Committee for Substantive Consolidation of Assets and Liabilities of Sunwest Related Entities entered in this Case on December 22, 2009, is authorized to sell and/or transfer both its interest and the interests of Defendant in the Property described in Exhibit 1;

2. Defendant shall receive in exchange for their interest in the Property the distributions as determined by the Distribution Plan approved by the Court in *Securities and Exchange Commission v. Sunwest Management, Inc., et al.*, United States District Court for the District of Oregon, Case No. 6:09-cv-6056-HO and the Reorganization Plan to be confirmed in this Case;

3. Clyde Hamstreet, in his capacity as Chief Restructuring Officer, is authorized to execute deeds for the Property on behalf of Debtor, each Sunwest Entity, including, but not limited to, Eldorado Heights Assisted Living Community, LLC, and for any and all Defendant and take all actions necessary and appropriate to effectuate transfer and/or sale of all ownership interests in the Property described in Exhibit 1;

4. Any counterclaims filed by the Defendant are dismissed; and

5. Pursuant to Bankruptcy Rule 7054 and Federal Rule of Civil Procedure 54(b), the Court expressly determines that there is no just reason for delay and final judgment shall be entered as to those Defendant identified above.

DATED this 26 day of July, 2010.

s/ Michael R. Hogan
MICHAEL R. HOGAN
U.S. District Court Judge

Presented by:

TONKON TORP LLP

By /s/ Jeanne M. Chamberlain

Albert N. Kennedy, OSB No. 821429
Direct Dial: (503) 802-2013
Timothy J. Conway, OSB No. 851752
Direct Dial: (503) 802-2027
Jeanne M. Chamberlain, OSB No. 851698
Direct Dial: (503) 802-2031
Attorneys for Debtor

EXHIBIT 1

ELDORADO HEIGHTS

LEGAL DESCRIPTION

Parcel 1:

A parcel of land situated in portions of vacated Blocks 2, 3, 6, 7, 9 and 10, ELDORADO ADDITION TO THE CITY OF KLAMATH FALLS, OREGON, in the County of Klamath, State of Oregon, more particularly described as follows:

Beginning at a point being the most Northerly corner of Lot 2, Block 10, ELDORADO ADDITION TO THE CITY OF KLAMATH FALLS, OREGON; thence along the Northwesterly line of said Lot 2, South $38^{\circ}16'30''$ West 100.00 feet to the most Westerly corner of said Lot 2; thence along the Southwesterly line of the vacated portion of Blocks 9 and 10 of said Eldorado Addition, North $51^{\circ}42'50''$ West 170.69 feet; thence leaving said Southwesterly line North $38^{\circ}16'30''$ East 667.37 feet to the Southerly line of Eldorado Boulevard; thence along said Southerly line of Eldorado Boulevard 182.39 feet along the arc of a 667.34 foot radius curve to the right, the long chord of which bears South $55^{\circ}00'55''$ East 181.84 feet; thence 29.87 feet along the arc of a 20.00 foot curve to the right, the long chord of which bears South $4^{\circ}30'47''$ East, to its point of tangency with the Westerly line of Sloan Street; thence along said Westerly line of Sloan Street South $38^{\circ}16'30''$ West 557.91 feet to the Northeasterly line of said Lot 2; thence along said Northeasterly line North $51^{\circ}42'50''$ West 29.31 feet to the point of beginning.

Parcel 2:

Lot 2 in Block 10, ELDORADO ADDITION to the City of Klamath Falls, in the County of Klamath, State of Oregon, EXCEPTING THEREFROM the Southeasterly 19 feet, according to the official plat thereof on file in the office of the County Clerk of Klamath County, Oregon.

TOGETHER WITH all rights contained in the Cross Easement Agreement recorded with the County Clerk of Klamath Falls, Oregon as Volume M96, page 922, Microfilm Records of Klamath County, Oregon.

FILED '10 JUN 24 05:31 USDC-ORE

Certified to be a true and correct
copy of original filed in this District.

Dated 7-21-10
Mary L. Moran, Clerk of Court
US District Court of Oregon
By Deputy Clerk [Signature]
Pages 1 Through 5

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF OREGON

In re

USDC Case No. 6:09-cv-06082-HO

**STAYTON SW ASSISTED LIVING, L.L.C. (the
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Bankruptcy Court Case 08-36637-tmb11
(Reference Withdrawn)

Debtor.

**STAYTON SW ASSISTED LIVING, L.L.C. (the
Consolidated Sunwest Related Entities),**

USDC Case No. 6:09-cv-06627-HO

Plaintiff,

**FINAL JUDGMENT (ELDORADO
HEIGHTS)**

v.

HOWARD'S ELDORADO HEIGHTS, LLC, et al,

Defendants.

Final Judgment is awarded to plaintiff against Howard's Eldorado Heights, LLC;
and Smith's Eldorado Heights, LLC ("Defendants"), as follows:

1. Plaintiff, as Debtor and Debtor-in-Possession of the estate into which the assets and liabilities of the Sunwest Entities were consolidated as ordered by the Court in the Order entered on October 2, 2009 in *Securities and Exchange Commission v. Sunwest Management, Inc., et al.*, United States District Court for the District of Oregon, Case No. 6:09-cv-6056-HO, and in the Order Granting Joint Motion of Debtor, the Tenants-in-Common Committee and the Unsecured Creditors Committee for Substantive Consolidation of Assets and Liabilities of Sunwest Related Entities entered in this Case on December 22, 2009, is authorized to sell and/or transfer both its interest and the interests of Defendants in the Property described in Exhibit 1;

2. Defendants shall receive in exchange for their interest in the Property the distributions as determined by the Distribution Plan approved by the Court in *Securities and Exchange Commission v. Sunwest Management, Inc., et al.*, United States District Court for the District of Oregon, Case No. 6:09-cv-6056-HO and the Reorganization Plan to be confirmed in this Case;

3. Clyde Hamstreet, in his capacity as Chief Restructuring Officer, is authorized to execute deeds for the Property on behalf of Debtor, each Sunwest Entity, including, but not limited to, Eldorado Heights Assisted Living Community, LLC, and for any and all Defendants and take all actions necessary and appropriate to effectuate transfer and/or sale of all ownership interests in the Property described in Exhibit 1;

4. Any counterclaims filed by the Defendants are dismissed; and

5. Pursuant to Bankruptcy Rule 7054 and Federal Rule of Civil Procedure 54(b), the Court expressly determines that there is no just reason for delay and final judgment shall be entered as to those Defendants identified above.

DATED this 23rd day of June, 2010.

s/ Michael R. Hogan
MICHAEL R. HOGAN
U.S. District Court Judge

Presented by:

TONKON TORP LLP

By /s/ Jeanne M. Chamberlain
Jeanne M. Chamberlain, OSB No. 851698
Direct Dial: (503) 802-2031
Attorneys for Debtor

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Parcel 2:

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TOGETHER WITH all rights contained in the Cross Easement Agreement recorded with the County Clerk of Klamath Falls, Oregon as Volume M96, page 922, Microfilm Records of Klamath County, Oregon.