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WHEN RECORDED MAIL TO AND UNTIL A CHANGE IS
MADE SEND ALL TAX NOTICES TO:
RBD CAPITAL GROUP, LLC
525 COLORADO AVENUE
SANTA MONICA, CA 90401
ATT: RICHARD HERSCHENFELD

2012-003339
Klamath County, Oregon



0011602420120003339009096

03/30/2012 12:21:33 PM

Fee: \$77.00

ASSIGNMENT OF INTEREST IN HEATING AND COOLING WATER SUPPLY AGREEMENT

This Assignment of Interest in Heating and Cooling Water Supply Agreement (this "Assignment") is made effective as of the 29 day of March, 2012, by and between Plum Ridge Care Community, LLC, an Oregon limited liability company ("Assignor"), Sky Lakes SNF, LLC, a California limited liability company ("Assignee"), Quail Park of Klamath Falls, LLC ("Quail Park"), and Marquis Companies I, Inc., an Oregon corporation ("Marquis").

RECITALS

- A. Assignor has a long term lease for real property, with improvements, located at 1401 Bryant Williams Drive, Klamath Falls, Oregon, legally described on the attached Exhibit A (the "Property"). Assignor leases its interest in the Property from Sky Lakes Medical Center, Inc. Assignor subleases its interest in the Property to Marquis, who operates a skilled nursing facility on the Property.
- B. Quail Park owns property located at 1000 Town Center Drive, Klamath Falls, OR, legally described on the attached Exhibit B (the "Crystal Terrace Property"), on which it operates a senior living facility. Quail Park acquired its property from PRFS Crystal Terrace Corp., a Michigan corporation ("PRFS").
- C. PRFS (Quail Park's predecessor in interest), Assignor and Marquis are parties to that certain Heating and Cooling Water Supply Agreement, entered into on or about December 23, 2009 (the "Agreement"), recorded in the real property records of Klamath County on December 24, 2009. The Agreement was modified by the parties under an Addendum to Heating and Cooling Water Supply Agreement, recorded in the real property records of Klamath County, Oregon on October 7, 2011, to be effective on December 24, 2010 (the "Amendment"). PRFS assigned its interest under the Agreement, as amended by the Amendment to Quail Park upon Quail Park's purchase of the Crystal Terrace Property.
- G. Assignor has entered into that certain Purchase and Sale Agreement and Escrow Instructions dated as of October 14, 2011 with Assignee, under which Assignor has agreed to assign all of its interest in the Agreement to Assignee, as provided below.

NOW, THEREFORE, the parties enter into the following Assignment:

1. Incorporation of Recitals. The Recitals are incorporated as part of this Assignment.
2. Assignment and Assumption. Assignor hereby assigns to Assignee all of its right, title and interest in and to the Agreement, as modified by the Amendment. Assignee hereby accepts all of Assignor's right, title and interest in and to the Agreement, as modified by the Amendment, and assumes all Assignor's obligations and responsibilities under the Agreement, as modified by the Amendment.

Assignor and Assignee have executed this Assignment to be effective as of the date set forth above.

[Signature Pages Follow]

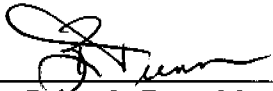
Deed reference # 2011-11191

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ASSIGNOR:

PLUM RIDGE CARE COMMUNITY, LLC, an Oregon limited liability company

By: Willamette Property Holdings, LLC, an Oregon limited liability company

By: 
Robert L. Dunn, Manager

STATE OF OREGON)

County of Deschutes) ss.

This instrument was acknowledged before me on 3/14/12 by Robert L. Dunn, as Manager of Willamette Property Holdings, LLC, the sole member and manager of Plum Ridge Care Community, LLC.

Before me:




NOTARY PUBLIC FOR OREGON

My Commission Expires: 3/21/13

SKY LAKES SNF, LLC, a California limited liability company

By: RBD Capital Group, LLC, a California limited liability company,
its Managing Member

By:

Name: Richard S. Herschfeld

Its: Refugee Member

ACKNOWLEDGMENT

STATE OF)
) SS
COUNTY OF)

On this _____ day of _____, 2012, personally appeared _____, who being duly sworn did say that he/she is the _____ of RBD Capital Group, LLC, a California limited liability company, managing member of SKY LAKES SNF, LLC, a California limited liability company and that said instrument was signed on behalf of said limited liability companies by authority of its members; and he/she acknowledged said instrument to be the voluntary act and deed of said limited liability company.

Before me:

Notary Public for the State of _____

ACKNOWLEDGMENT

State of California
County of Los Angeles)

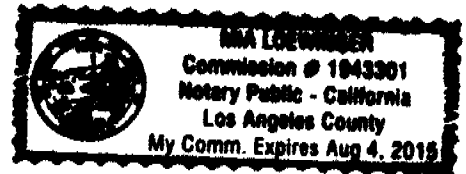
On March 14, 2012 before me, Mia Loewinger, Notary Public
(insert name and title of the officer)

personally appeared Richard Herschenfeld,
who 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.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing
paragraph is true and correct.

WITNESS my hand and official seal.

Signature  (Seal)



CONSENT TO ASSIGNMENT OF INTEREST IN HEATING AND
COOLING WATER SUPPLY AGREEMENT

Quail Park of Klamath Falls, LLC, a Washington limited liability company, hereby consents to the assignment of Assignor Plum Ridge Care Community, LLC's interest in the Heating and Cooling Water Supply Agreement, as amended, to Assignee Sky Lakes SNF, LLC and releases Assignor Plum Ridge Care Community, LLC from any and all obligation under the Heating and Cooling Water Supply Agreement accruing on and after the effective date of the Assignment.

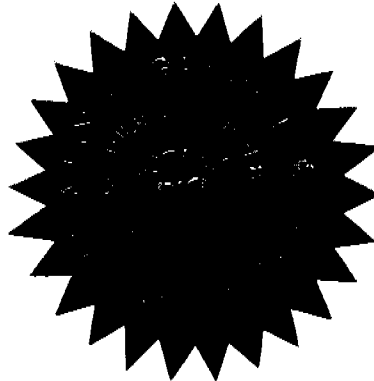
Quail Park of Klamath Falls, LLC, a Washington limited liability company

By: [Signature]
Name: Denis R. Bryant
Its: Manager

STATE OF Washington)
County of King) ss.

This instrument was acknowledged before me on March 14, 2012 by Denis R Bryant
as Manager of Quail Park of Klamath Falls, LLC.

Before me:



Ian C Gaze
NOTARY PUBLIC FOR Washington
My Commission Expires: 10-10-2015

Marquis Companies I, Inc. hereby consents to the assignment of Assignor Plum Ridge Care Community, LLC's interest in the Heating and Cooling Water Supply Agreement, as amended, to Assignee Sky Lakes SNF, LLC pursuant to that certain Assignment of Interest in Heating and Cooling Water Supply Agreement (this "Assignment") made effective as of the 14 day of March, 2012.

Marquis Companies I, Inc., an Oregon corporation

By: [Signature]
Name: Steve L. Fogg
Its: CFO/Secretary

STATE OF Oregon)
County of Clatsop) ss.

This instrument was acknowledged before me on March 14, 2012 by Steve Fogg
as CFO/Secretary of Marquis Companies I, Inc.

Before me:

[Signature]
NOTARY PUBLIC FOR Oregon
My Commission Expires: 2/5/16



EXHIBIT A
LEGAL DESCRIPTION – Plum Ridge Care

Real property in the County of Klamath, State of Oregon, described as follows:

A TRACT OF LAND SITUATED IN THE SW 1/4 OF THE NE 1/4 OF SECTION 20, TOWNSHIP 38 SOUTH, RANGE 9 EAST, WILLAMETTE MERIDIAN, KLAMATH COUNTY, OREGON, BEING A PORTION OF BLOCKS 7 AND 8 AND VACATED HILLTOP STREET, MCLOUGHLIN HEIGHTS SUBDIVISION, MORE PARTICULARLY DESCRIBED AS FOLLOWS: COMMENCING AT THE NORTHEAST CORNER OF MCLOUGHLIN HEIGHTS; THENCE SOUTH 0°46'00" WEST, ALONG THE EAST BOUNDARY OF MCLOUGHLIN HEIGHTS, 100.0 FEET TO THE TRUE POINT OF BEGINNING OF THIS DESCRIPTION; THENCE SOUTH 0°46'00" WEST, ALONG THE EAST BOUNDARY OF MCLOUGHLIN HEIGHTS 572.30 FEET TO THE NORTH BOUNDARY OF FOOTHILLS BOULEVARD; THENCE 40.57 FEET ALONG THE ARC OF A 20.00 FOOT RADIUS CURVE TO THE RIGHT (THE LONG CHORD OF WHICH BEARS SOUTH 58°53' WEST, 33.97 FEET); THENCE NORTH 63°00'00" WEST, ALONG THE NORTH BOUNDARY OF FOOTHILLS BOULEVARD, 104.35 FEET; THENCE 482.81 FEET ALONG THE ARC OF A 774.83 FOOT RADIUS CURVE TO THE LEFT (THE LONG CHORD OF WHICH BEARS NORTH 80°51'03" WEST, 475.03 FEET); THENCE LEAVING SAID ROAD BOUNDARY NORTH 20°39'40" EAST, 504.11 FEET; THENCE SOUTH 89°21'00" EAST, 420.87 FEET TO THE TRUE POINT OF BEGINNING. TOGETHER WITH THE NORTHERLY ONE-HALF OF VACATED FOOTHILL BOULEVARD ABUTTING THE SOUTHERLY BOUNDARY OF THE ABOVE DESCRIBED PARCEL.

ALSO INCLUDING LOTS 8, 9, 10, 11, 12, 13, 14 AND 15 OF BLOCK 6 OF MCLOUGHLIN HEIGHTS SUBDIVISION, TOGETHER WITH THE SOUTHERLY ONE-HALF OF VACATED FOOTHILL BOULEVARD ABUTTING THE NORTHERLY BOUNDARY OF SAID LOTS 8, 9, 10, 11, 12, 13, 14 AND 15 OF BLOCK 6;

EXCEPTING THEREFROM LOTS 8, 9, 10, 11, 12, 13, 14 AND 15 OF BLOCK 6 OF MCLOUGHLIN HEIGHTS SUBDIVISION, TOGETHER WITH THE SOUTHERLY ONE-HALF OF VACATED FOOTHILL BOULEVARD ABUTTING THE NORTHERLY BOUNDARY OF SAID LOTS 8, 9, 10, 11, 12, 13, 14 AND 15 OF BLOCK 6;

ALSO EXCEPTING THEREFROM THE FOLLOWING DESCRIBED PARCEL: COMMENCING AT THE NE 1/16 CORNER OF SECTION 20, TOWNSHIP 38 SOUTH, RANGE 9 EAST OF THE WILLAMETTE MERIDIAN, KLAMATH COUNTY, OREGON, BEING THE NORTHEAST CORNER OF MCLOUGHLIN HEIGHTS SUBDIVISION; THENCE ALONG THE EAST BOUNDARY OF SAID MCLOUGHLIN HEIGHTS AND THE EAST LINE OF THE SW 1/4 NE 1/4 OF SAID SECTION 20 SOUTH 0°46'00" WEST 100.00 FEET TO THE NORTHEAST CORNER OF THAT PARCEL DESCRIBED AS PARCEL 1 IN DEED VOLUME M91, PAGE 13596, RECORDS OF KLAMATH COUNTY, OREGON; THENCE ALONG THE NORTHERLY BOUNDARY OF SAID PARCEL NORTH 89°21'00" WEST 420.87 FEET TO THE NORTHWEST CORNER OF SAID PARCEL; THENCE SOUTH 20°39'40" WEST 504.11 FEET TO THE SOUTHWEST CORNER OF THAT PARCEL DESCRIBED IN DEED VOLUME M75, PAGE 8321, RECORDS OF KLAMATH COUNTY, OREGON AND THE TRUE POINT OF BEGINNING FOR THIS DESCRIPTION; THENCE SOUTH 08°42'06" EAST 25.00 FEET TO THE CENTERLINE OF VACATED FOOTHILL BOULEVARD; THENCE FOLLOWING SAID CENTERLINE ALONG THE ARC OF A 749.83 FOOT RADIUS NON-TANGENT CURVE TO THE RIGHT 82.06 FEET, THE LONG CHORD OF WHICH BEARS SOUTH 84°26'01" WEST 82.02 FEET; THENCE LEAVING SAID CENTERLINE NORTH 09°10'20" WEST 12.82 FEET; THENCE SOUTH 80°17'48" WEST 17.62 FEET; THENCE NORTH 09°32'02" WEST 17.04 FEET; THENCE SOUTH 80°54'52" WEST 63.92 FEET TO THE POINT OF BEGINNING:

ALSO EXCEPTING THEREFROM THE FOLLOWING DESCRIBED PORTION OF PARCEL 1 OF DEED VOLUME M91, PAGE 13596, RECORDS OF KLAMATH COUNTY, OREGON: BEGINNING AT A POINT ON THE EAST

BOUNDARY OF MCLOUGHLIN HEIGHTS WHICH BEARS SOUTH 0°46'00" WEST 100.00 FEET FROM THE NORTHEAST CORNER THEREOF, SAID POINT BEING THE NORTHEAST CORNER OF SAID PARCEL 1 OF DEED VOLUME M91, PAGE 13596; THENCE NORTH 89°21'00" WEST ALONG THE NORTH LINE OF SAID PARCEL 420.87 FEET TO THE NORTHWEST CORNER THEREOF; THENCE SOUTH 20°39'40" WEST ALONG THE WESTERLY LINE OF SAID PARCEL 173.00 FEET TO A POINT; THENCE ALONG THE SOUTHERLY LINE OF SAID PARCEL SOUTH 86°54'35" EAST 274.87 FEET; THENCE LEAVING SAID SOUTHERLY LINE NORTH 15°01'01" EAST 28.90 FEET; THENCE NORTH 72°20'55" EAST 13.09 FEET; THENCE SOUTH 69°41'02" EAST 99.96 FEET; THENCE SOUTH 24°30'18" EAST 3.74 FEET TO THE SOUTHERLY LINE OF SAID PARCEL 1; THENCE SOUTH 86°54'35" EAST TO A POINT ON THE EAST LINE OF SAID PARCEL; THENCE NORTH 0°46'00" EAST ALONG SAID EAST LINE 183.00 FEET TO THE POINT OF BEGINNING:

Tax Parcel Number: R752064 and R872634 and P889734

EXHIBIT B
LEGAL DESCRIPTION – Crystal Terrace

Real property in the City of Klamath Falls, County of Klamath, State of Oregon, described as follows:

PARCEL A:

A parcel of land situated in the SE 1/4 NE 1/4 of Section 20, Township 38 South, Range 9 East of the Willamette Meridian, Klamath County, Oregon, being more particularly described as follows:

Parcel 1 of Land Partition 62-00 filed in Klamath County, Oregon

PARCEL B:

Easement as disclosed in Agreement for Reciprocal Access Easement, recorded June 8, 2001 in Volume M-01 on page 27242, records of Klamath County, Oregon.