

EXHIBIT C

Form of Deed

(see attached)

SPACE ABOVE RESERVED FOR RECORDER

**Prepared under local supervision (exc MD) by and when recorded, return to:**

Irina Petrova, Esq. @ Simpson Thacher & Bartlett LLP  
425 Lexington Ave, NY, NY 10017

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

\_\_\_\_\_

**Community # and Community Name:**

\_\_\_\_\_

**Notice To Recorder:**

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

**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 \_\_\_\_/\_\_\_\_/10

**Grantor:**

Stayton SW Assisted Living, L.L.C., an Oregon limited liability company, with address at \_\_\_\_\_ (subject to confirm), (i) as successor-in-interest to the record owner(s) identified on Schedule B-1 hereto, pursuant to (A) an order entered on October 2, 2009, in U.S. District Court Case No. \_\_\_\_ (United States District Court for the District of Oregon), approving the distribution plan and (B) an order entered on December 22, 2009, in U.S. District Court Case No. \_\_\_\_ (United States District Court for the District of Oregon), pursuant to which the assets of such record owner(s) were substantively consolidated and made part of the bankruptcy estate of Stayton SW Assisted Living, L.L.C., and (2) as authorized by an order entered on [\_\_\_\_\_, 2010], in U.S. District Court Case No. \_\_\_\_ (United States District

Court for the District of Oregon) to sell, transfer and convey the interest held by the record owner(s) identified on Schedule B-2 hereto in the Premises.

**Grantee:**

[\_\_\_\_\_], a Delaware limited liability company, c/o Blackstone, 345 Park Ave, NY, NY 10154

**Nature of Instrument:**

This Instrument is a conveyance pursuant to [identify relevant BR Order]

**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:

**Stayton SW Assisted Living, L.L.C., an Oregon limited liability company**, with address at \_\_\_\_\_ (subject to confirm), (i) as successor-in-interest to the record owner(s) identified on Schedule B-1 hereto, pursuant to (A) an order entered on October 2, 2009, in U.S. District Court Case No. \_\_\_\_ (United States District Court for the District of Oregon), approving the distribution plan and (B) an order entered on December 22, 2009, in U.S. District Court Case No. \_\_\_\_ (United States District Court for the District of Oregon), pursuant to which the assets of such record owner(s) were substantively consolidated and made part of the bankruptcy estate of Stayton SW Assisted Living, L.L.C., and (2) as authorized by an order entered on [\_\_\_\_\_, 2010], in U.S. District Court Case No. \_\_\_\_ (United States District Court for the District of Oregon) to sell, transfer and convey the interest held by the record owner(s) identified on Schedule B-2 hereto in the Premises.

By: \_\_\_\_\_  
Clyde Hamstreet, Chief Restructuring Officer

**Witness #1 as to Premises in CT, GA, LA, PA & SC:**

\_\_\_\_\_  
Name: \_\_\_\_\_

**Witness #2 as to Premises in CT, GA, LA, PA & SC:**

\_\_\_\_\_  
Name: \_\_\_\_\_

**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 \_\_\_\_/\_\_\_\_/10, 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.

**Uniform Acknowledgment which is supplemental to the foregoing acknowledgment:**

On \_\_\_\_/\_\_\_\_/10, before me, the undersigned, a Notary Public in and for said State, personally appeared Clyde Hamstreet, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument. \*\*\* [If notarized in CA --- 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.

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Notary Public, State of Oregon

**Schedule of Consideration, aka Consideration Certificate Addendum:**

As to Premises in AL, KY, MD, MO, PA& WV:

The actual monetary consideration is \$ \_\_\_\_\_

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As to Premises in KY:

As to Premises in KY, Grantor and Grantee hereunder each certify, pursuant to KRS Chapter 382, that the consideration is \$ \_\_\_\_\_, which is the true, correct and full consideration paid for the property herein conveyed.

Grantor By:

**Stayton SW Assisted Living, L.L.C., an Oregon limited liability company**, with address at \_\_\_\_\_ (subject to confirm), (i) as successor-in-interest to the record owner(s) identified on Schedule B-1 hereto, pursuant to (A) an order entered on October 2, 2009, in U.S. District Court Case No. \_\_\_\_ (United States District Court for the District of Oregon), approving the distribution plan and (B) an order entered on December 22, 2009, in U.S. District Court Case No. \_\_\_\_ (United States District Court for the District of Oregon), pursuant to which the assets of such record owner(s) were substantively consolidated and made part of the bankruptcy estate of Stayton SW Assisted Living, L.L.C., and (2) as authorized by an order entered on [\_\_\_\_\_, 2010], in U.S. District Court Case No. \_\_\_\_ (United States District Court for the District of Oregon) to sell, transfer and convey the interest held by the record owner(s) identified on Schedule B-2 hereto in the Premises.

By: \_\_\_\_\_  
Clyde Hamstreet, Chief Restructuring Officer

Grantee By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**CA Documentary Transfer Tax Declaration Addendum --- NOT TO BE RECORDED:**

Instrument:

Limited Warranty Deed (Quitclaim Deed as to land in RI)

Dated:

As of the earliest notary date, but effective as of \_\_\_\_/\_\_\_\_/10

Grantor:

Stayton SW Assisted Living, L.L.C., an Oregon limited liability company, with address at \_\_\_\_\_ (subject to confirm), (i) as successor-in-interest to the record owner(s) identified on Schedule B-1 hereto, pursuant to (A) an order entered on October 2, 2009, in U.S. District Court Case No. \_\_\_\_ (United States District Court for the District of Oregon), approving the distribution plan and (B) an order entered on December 22, 2009, in U.S. District Court Case No. \_\_\_\_ (United States District Court for the District of Oregon), pursuant to which the assets of such record owner(s) were substantively consolidated and made part of the bankruptcy estate of Stayton SW Assisted Living, L.L.C., and (2) as authorized by an order entered on [\_\_\_\_\_, 2010], in U.S. District Court Case No. \_\_\_\_ (United States District Court for the District of Oregon) to sell, transfer and convey the interest held by the record owner(s) identified on Schedule B-2 hereto in the Premises.

Grantee:

[\_\_\_\_\_] , a Delaware limited liability company, c/o Blackstone, 345 Park Ave, NY, NY 10154

Premises:

See Schedule A annexed to the Instrument

CA Documentary Transfer Tax Declaration:

Grantor hereby declares that the Documentary Transfer Tax is \$0 --- Exempt pursuant to Revenue & Taxation Code Section 11923 (subject to confirm).

**MD Preparer's Certification Addendum:**

This is to certify that the foregoing instrument was prepared by the undersigned, one (1) of the parties named herein.

Grantee By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**NC Residency Addendum:**

The Premises is IS NOT the primary residence of Grantor.

**NY Section 13 Lien Law Recital Addendum:**

Grantor, in compliance with Section 13 of the NY Lien Law, covenants that it will receive the consideration for this conveyance and will hold the right to receive such consideration as a trust fund to be applied first for the purpose of paying the cost of the improvement(s) and will apply the same first to the payment of the cost of the improvement(s) before using any part of the total of the same for any other purpose.

**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. 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.

**PA Address Certification Addendum:**

Grantee hereby certifies that its precise address is c/o Blackstone, 345 Park Ave, NY, NY 10154

Grantee By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**PA Coal Notice as to real property in all counties within the Commonwealth of PA but for Berks, Bucks, Chester, Crawford, Delaware, Erie, Lancaster, Lebanon, Lehigh, McKean, Montgomery, Northampton, Philadelphia, Potter, Warren and York Addendum:**

NOTICE --- THIS DOCUMENT MAY NOT/DOES NOT SELL, CONVEY, TRANSFER, INCLUDE OR INSURE THE TITLE TO THE COAL AND RIGHT OF SUPPORT UNDERNEATH THE SURFACE LAND DESCRIBED OR REFERRED TO HEREIN, AND THE OWNER OR OWNERS OF SUCH COAL MAY HAVE THE COMPLETE LEGAL RIGHT TO REMOVE ALL OF SUCH COAL AND, IN THAT CONNECTION, DAMAGE MAY RESULT TO THE SURFACE OF THE LAND AND ANY HOUSE, BUILDING OR OTHER STRUCTURE ON OR IN SUCH LAND. THE INCLUSION OF THIS NOTICE DOES NOT ENLARGE, RESTRICT OR MODIFY ANY LEGAL RIGHTS OR ESTATES OTHERWISE CREATED, TRANSFERRED, EXCEPTED OR RESERVED BY THIS INSTRUMENT. [This notice is set forth in the manner provided in Section 1 of the Act of July 17, 1957, P.L. 984, as amended, and is not intended as notice of unrecorded instruments, if any].

**TN Affidavit of Consideration or Value Addendum:**

County of \_\_\_\_\_, State of \_\_\_\_\_:

The actual consideration or value, whichever is greater, for this transfer is \$ \_\_\_\_\_

Grantee By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Sworn to before me on \_\_\_\_/\_\_\_\_/10

\_\_\_\_\_  
Notary Public

**Schedule A:**

See annexed Legal Description of Premises

**Schedule B-1:**

See annexed Record Owner(s) [Sunwest entities]

**Schedule B-2:**

See annexed Record Owner(s) [TIC entities]