

EXHIBIT F  
[Form of]  
**BILL OF SALE**

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned, Stayton SW Assisted Living, L.L.C., an Oregon limited liability company, (1) as successor-in-interest to the record owner(s) identified on Schedule 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 2 hereto in the Properties set forth on Annex 1 attached hereto ("Stayton"), and subject to the terms and conditions of the Agreement of Purchase and Sale dated January \_\_\_, 2010 ("Agreement") between Stayton and BRE/SW Portfolio LLC ("Purchaser") hereby sells, grants, conveys, assigns, transfers and delivers to Purchaser, Purchaser's successors and assigns, all of Sellers' estate, right, title and interest in and to all of the Personal Property (as defined in the Agreement) with respect to the Properties set forth on Annex 1 attached hereto. This Bill of Sale is executed and delivered pursuant to the Agreement and the Sale Approval Order (as defined in the Agreement).

**EXCEPT AS EXPRESSLY PROVIDED IN THE AGREEMENT OR IN THIS BILL OF SALE, THE PERSONAL PROPERTY IS CONVEYED ON AN "AS IS, WHERE IS" BASIS AND WITH ALL FAULTS; STAYTON MAKES NO IMPLIED OR EXPRESS WARRANTIES OR REPRESENTATIONS OF ANY KIND OR NATURE WHATSOEVER, INCLUDING, WITHOUT LIMITATION, ANY WARRANTIES OR REPRESENTATIONS CONCERNING THE DESIGN, CONSTRUCTION, CONDITION OR VALUE OF THE PERSONAL PROPERTY, ANY IMPLIED WARRANTIES OF FITNESS OR MERCHANTABILITY, OR ANY EXPRESS OR IMPLIED WARRANTIES REGARDING COMPLIANCE WITH APPLICABLE LAWS, CODES, ORDINANCES OR GOVERNMENTAL REGULATIONS RELATING TO THE ENVIRONMENT, HEALTH AND SAFETY OR OTHERWISE.**

Date: \_\_\_\_\_, 2010.

**Stayton SW Assisted Living, L.L.C., an Oregon limited liability company**, (1) as successor-in-interest to the record owner(s) identified on Schedule 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 2 hereto in the Properties set forth on Annex 1 attached hereto

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

ANNEX 1

[List of Properties for the applicable Closing]

**Schedule 1:**

See annexed Record Owner(s) [Sunwest entities]

**Schedule 2:**

See annexed Record Owner(s) [TIC entities]