

Albert N. Kennedy, OSB No. 821429 (Lead Attorney)

Direct Dial: (503) 802-2013

Facsimile: (503) 972-3713

E-Mail: al.kennedy@tonkon.com

Timothy J. Conway, OSB No. 851752

Direct Dial: (503) 802-2027

Facsimile: (503) 972-3727

E-Mail: tim.conway@tonkon.com

TONKON TORP LLP

1600 Pioneer Tower

888 S.W. Fifth Avenue

Portland, OR 97204

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Attorneys for Debtor

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF OREGON
EUGENE DIVISION

In re

USDC Case No. 09-cv-6082-HO

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

Debtor.

Bankruptcy Court
Case No. 08-36637-tmb11
(Reference Withdrawn)

**ORDER APPROVING AGREEMENT OF
PURCHASE AND SALE WITH BRE/SW
PORTFOLIO LLC**

This matter having come before the Court at a final hearing following Debtor's Motion for Approval of Auction Process, Bidding Procedures, Overbid Protection, Break-Up Fee and Expense Reimbursement, and Approving Form and Manner of Notice and Scheduling a Hearing for Final Approval of the Sale ("Procedures Motion"); and good cause existing to support this order, NOW, THEREFORE,

IT IS HEREBY ORDERED that:

1. The Sale and Purchase Agreement between Debtor and BRE/SW Portfolio LLC, as twice amended, is approved.
2. All objections to the Procedures Motion, the bid procedures, and the auction hearing are overruled.
3. Debtor and its professionals having engaged in significant efforts to market the assets to be sold, and no qualified competing bids having been submitted, BRE/SW Portfolio LLC is hereby identified and approved as the Successful Bidder (as defined in the bid procedures attached to the Procedures Motion) and Buyer (as defined in the Plan).
4. Nothing in this order shall affect the rights of parties in interest to object to the Plan.

DATED this 17th day of May, 2010.


Michael R. Hogan
United States District Court Judge

Presented by:

TONKON TORP LLP

By /s/ James K. Hein
Albert N. Kennedy
Direct Dial: (503) 802-2013
James K. Hein, OSB No. 054621
Direct Telephone: (503) 802-2129
Of Attorneys for Debtor

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