

This Assignment is subject to the provisions of the Term Loan Agreement dated as of October 14, 1982 between Lifetime Communities, Inc. et al. and Security Pacific National Bank.

IN WITNESS WHEREOF, the undersigned LIFETIME COMMUNITIES, INC., has set its hand and seal this 13th day of October, 1982.

WITNESSES:

LIFETIME COMMUNITIES, INC.

Suzanne Vahanian  
John D. Beaulieu  
Suzanne Vahanian  
John D. Beaulieu

By K. H. Singer  
Its Vice President  
By Charles R. MacDowell  
Its Secretary

STATE OF CALIFORNIA )  
  )  
COUNTY OF LOS ANGELES )

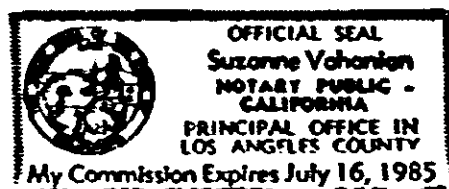
PROBATE

PERSONALLY appeared before me the undersigned witness who, being duly sworn, deposes and says that (s)he saw the within named LIFETIME COMMUNITIES, INC., by Kenneth H. Singer, its Vice President, and by Charles R. MacDowell, its Secretary, sign, seal, and as its act and deed, deliver the within written ASSIGNMENT OF MORTGAGE, and that (s)he, together with the other witness above named, witnessed the execution thereof.

John D. Beaulieu

SWORN to be before me this 13th day of October, 1982.

Suzanne Vahanian (L.S.)  
Notary Public for California  
My Commission Expires: 7/16/85



RECORDED OCT 14 1982 at 10:55 A.M. 9232

1583

4328