

**EXHIBIT 11**  
**RECEIVER'S, CRO'S AND DEBTOR'S**  
**SECOND AMENDED PLAN OF REORGANIZATION (MAY 27, 2010)**

**NOTICE OF ROLLOVER EQUITY ELECTION**

UNITED STATES DISTRICT COURT FOR THE DISTRICT OF OREGON  
EUGENE DIVISION

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

**USDC Case No. 6:09-cv-06082-HO**

Bankruptcy Court  
Case 08-36637-tmb11  
(Reference Withdrawn)

Debtor.

**NOTICE OF ROLLOVER EQUITY ELECTION**

**Exact Name of Claimant:** \_\_\_\_\_ **Claim Number:** \_\_\_\_\_

**CLAIM**

(Please sign and return by July 6, 2010)

- Amount of Claim submitted by Claimant: \$ \_\_\_\_\_

**FORM OF PAYMENT ELECTION<sup>1</sup>**

To the extent available, Claimant elects and instructs that the Allowed Claim be paid as follows:<sup>2</sup>

- Entirely in **Cash** (with the balance, if any, in Common Interests).
- Entirely in **Class A. Preferred Units**<sup>3</sup> (to the extent available, with the balance, if any, in cash).
- Entirely in **Common Interests** (to the extent available, with the balance, if any, in cash).
- 50% in **Cash** and 50% in **Class A Preferred Units** (each to the extent available, with the balance to be allocated as necessary or appropriate)
- 50% in **Cash** and 50% in **Common Interests** (each to the extent available, with the balance to be allocated as necessary or appropriate)

**MANNER OF ELECTION**

- I authorize Clyde Hamstreet, in his capacity as the Chief Restructuring Officer for the Debtor and the Receivership Entities, to execute the Sunwest Rollover Member LLC Agreement, substantially in the form attached to the Plan of Reorganization as Exhibit 7, on my behalf, as a result of which I will become a member of Sunwest Rollover Member LLC and become subject to the terms and conditions of such operating agreement.
- I agree to obtain my own copy of the Rollover Member LLC Agreement (available for download at [www.totaldesignshop.com/public/Sunwest/Rollover%20Member%20Agreement.pdf](http://www.totaldesignshop.com/public/Sunwest/Rollover%20Member%20Agreement.pdf)) and return a signed signature page along with this election form by the July 6 deadline in order to complete the Rollover election requirements.

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

\_\_\_\_\_  
(Signature of Claimant)

<sup>1</sup> In the event no selection is specified above, or in the event this form is not properly completed, signed and returned by Claimant, Allowed Claims will be paid in Cash, to extent Cash is available for such purpose.

<sup>2</sup> Reference is made to the accompanying Disclosure Statement and Plan of Reorganization for additional information with respect to BRE/SW Portfolio LLC, Class A Preferred Units and Common Interests. Summaries of such terms in the Disclosure Statement are qualified in their entirety by reference to the Amended and Restated Limited Liability Company Agreement ("LLC Agreement") of BRE/SW Portfolio LLC, and the Sunwest Rollover Member LLC Agreement, copies of which are attached to the Plan of Reorganization as Exhibits 6 and 7.

<sup>3</sup> Pursuant to the Agreement of Purchase, Sale and Contribution, an aggregate of up to \$50 million in 6 percent Class A Preferred Units in BRE/SW Portfolio LLC is available for election by holders of Allowed Claims. In the event of over-subscription for such units, units will be allocated pro rata among electing Claimants.

Please return this form by **July 6, 2010** to:

Spencer Fisher  
Tonkon Torp LLP  
888 SW Fifth Avenue, Suite 1600  
Portland, OR 97204