

Attachment E**ASSIGNMENT AND ASSUMPTION OF SUBLEASE**

This **ASSIGNMENT AND ASSUMPTION OF SUBLEASE** ("**Agreement**") is made as of _____, 2025 (the "**Effective Date**") by and among Royale Health Care Center, Inc., a California corporation ("**Current Operator**"), 1030 Warner Avenue I Opco, LLC, a California limited liability company ("**New Operator**") and COUNTY OF ORANGE, a political subdivision of the State of California ("**County**").

RECITALS

WHEREAS, Orange County Royale Convalescent Hospital, LLC, a California limited liability company ("**Owner**"), as lessor, and County as lessee entered into that certain Master Lease made November 25, 2014 (the "**Master Lease**") with respect to the premises located at 1030 W. Warner Avenue, Santa Ana, CA 92701 and as further described in Exhibits A and B attached to the Master Lease ("**Premises**");

WHEREAS, in conjunction with and simultaneously with the Master Lease, the County, as sublessor, subleased the Premises to Current Operator, as sublessee, pursuant to that certain Sublease ("**Sublease**");

WHEREAS, on the Effective Date, Owner will sell the Premises to New Owner pursuant to that certain Real Estate Purchase and Sale Agreement (as the same may be amended from time to time, "**REPA**") by and between Owner and New Owner, and New Operator will acquire certain operational assets and take over the management and operations at the Premises from Current Operator pursuant to a Business Purchase Agreement (as the same may be amended from time to time, "**BPA**") and Management and Operations Transfer Agreement (as the same may be amended from time to time, "**MOTA**"), in each case by and between Current Operator and New Operator (collectively, "**Transactions**");

WHEREAS, in conjunction with the Transactions, and as a condition to the closing of the Transactions Current Operator is to assign the Sublease to New Operator (the "**Assignment**");

WHEREAS, the Assignment requires the County's consent pursuant to the terms and conditions under the Sublease; and

WHEREAS, County desires to provide its consent to the Assignment pursuant to the terms and conditions herein.

AGREEMENT

NOW THEREFORE, in consideration of the foregoing Recitals, which Recitals are incorporated in and made a part of this Agreement by this reference, and the mutual covenants and conditions contained therein, the parties agree as follows:

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1. **Assignment of Sublease.** As of the Effective Date, Current Operator assigns, transfers and conveys to New Operator all of Current Operator's right, title, and interest in and to the Sublease.
2. **Assumption of Sublease.** As of the Effective Date, New Operator accepts the assignment of the Sublease and assumes all of Current Operator's obligations.
3. **Consent.** County hereby consents to the Assignment of the Sublease.
4. **Applicable Law.** This Agreement shall be construed and interpreted in accordance with the laws of the State of California.
5. **Attorneys' Fees.** If any party commences an action against any other to interpret or enforce any of the terms of this Agreement or because of the breach by any other party of any of the terms hereof, each party shall bear their own attorneys fees and costs.
6. **Counterparts.** This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which, when taken together, shall constitute one and the same instrument. Executed copies hereof may be delivered by facsimile, email or other electronic means and upon receipt will be deemed originals and binding upon the parties hereto, regardless of whether originals are delivered thereafter.

[signature page follows]

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IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

CURRENT OPERATOR:

Royale Health Care Center, Inc.,
a California corporation

By: 
Name: Mitchell Kantor
Its: President

NEW OPERATOR:

1030 Warner Avenue I Opco, LLC,
a California limited liability company

By: _____
Avrohom Tress, Authorized Signer

COUNTY:

COUNTY OF ORANGE

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IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

CURRENT OPERATOR:

Royale Health Care Center, Inc.,
a California corporation

By: _____
Name: Mitchell Kantor
Its: President

NEW OPERATOR:

1030 Warner Avenue I Opco, LLC,
a California limited liability company

By: A Tress
Avrohom Tress, Authorized Signer

COUNTY:

COUNTY OF ORANGE

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APPROVED AS TO FORM:

OFFICE OF COUNTY COUNSEL
ORANGE COUNTY, CALIFORNIA

By:  5CE9F49926D24E3...
Deputy

SIGNED AND CERTIFIED THAT A
COPY OF THIS DOCUMENT HAS BEEN
DELIVERED TO THE CHAIR OF THE BOARD
PER GC § 25103, RESO. 79-1535

COUNTY
COUNTY OF ORANGE

Attest:

Chair of the Board of Supervisors
Orange County, California

ROBIN STIELER
Clerk of the Board of Supervisors
of Orange County, California