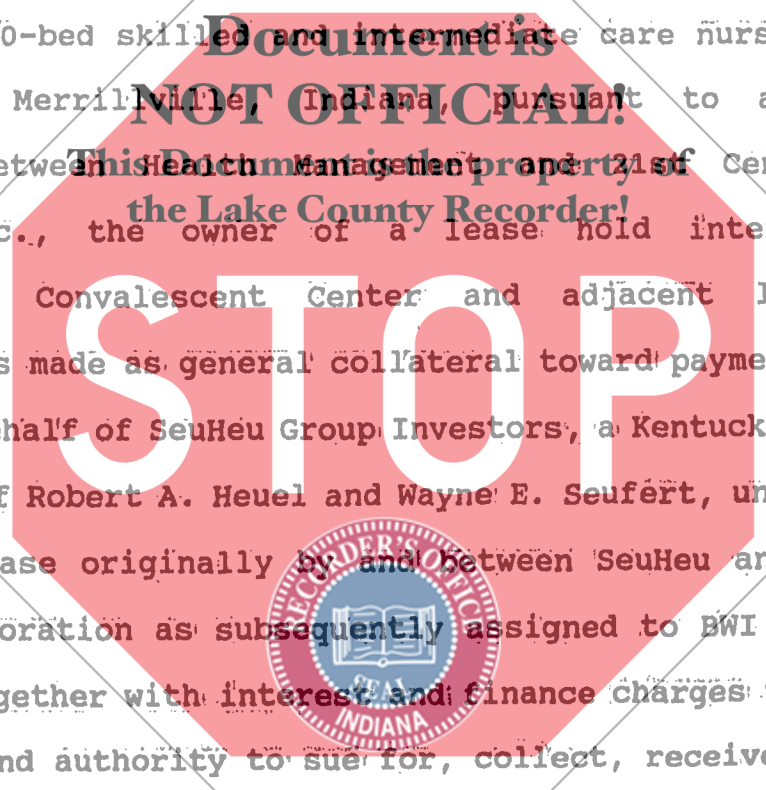


93014097

BWI
401 Washington
Burlington
N.C.
47932

ASSIGNMENT OF MONIES DUE OR TO BECOME DUE
UNDER A MANAGEMENT AGREEMENT FOR THE MANAGEMENT
OF THE MERRILLVILLE CONVALESCENT CENTER AND ADJACENT LAND

FOR VALUE RECEIVED, 21st Century Health Management, Inc., ("Health Management"), hereby assigns, transfers, and sets over onto the Bank of Western Indiana ("BWI") all monies now due or to become due to Health Management from 21st Century Health Systems, Inc. for management of operation of the Merrillville Convalescent Center, a 180-bed skilled and intermediate care nursing facility located in Merrillville, Indiana, pursuant to a Management Agreement between Health Management and 21st Century Health Systems, Inc., the owner of a lease hold interest in the Merrillville Convalescent Center and adjacent land. This Assignment is made as general collateral toward payments to be paid on behalf of SeuHeu Group Investors, a Kentucky Partnership consisting of Robert A. Heuel and Wayne E. Seufert, under a certain Equipment Lease originally by and between SeuHeu and the DeKalb Leasing Corporation as subsequently assigned to BWI on September 20, 1988, together with interest and finance charges thereon; with full power and authority to sue for, collect, receive, adjust and compromise any and all the same debts and liabilities that become due and owing to Health Management as a result of the Management Agreement for the management of the Merrillville Convalescent Center and adjacent land.



STATE OF INDIANA, S.S. NO. LAKE COUNTY, FILED FOR RE. SAUEL ORRICH RECORDER

All agreed to payments or any parts thereof shall be paid to Health Management and BWI jointly and by execution hereof Health Management agrees to such form of payment.

900

That in the event of default under any of the terms of this Assignment, SeuHeu agrees to indemnify BWI from any and all damages incurred therein and to pay all attorney fees incurred in defending itself and/or collecting its amount due.

Signed and sealed this 19 day of January, 1993.

21ST CENTURY HEALTH MANAGEMENT, INC.

BY: [Signature]
ROBERT A. HEUEL
Title Gen. Manager

STATE OF INDIANA
COUNTY OF CLARK

Before me, the undersigned, a Notary Public within and for the County and State aforesaid, on this 19 day of January, 1993, personally appeared Robert A. Heuel and acknowledged the execution of the foregoing.

WITNESS my hand and Notarial Seal.

My Commission Expires:
9-14-93

[Signature]
NOTARY PUBLIC

SEUHEU GROUP INVESTORS
A Kentucky Partnership



[Signature]
WAYNE E. SEUFERT
Partner

STATE OF INDIANA
COUNTY OF CLARK

Before me, the undersigned, a Notary Public within and for the County and State aforesaid, on this 19 day of January, 1993, personally appeared Wayne E. Seufert and acknowledged the execution of the foregoing.

WITNESS my hand and Notarial Seal.

My Commission Expires:
9-14-93

[Signature]
NOTARY PUBLIC

THIS DOCUMENT PREPARED BY:
Kenneth R. Abbott, Attorney
Clary, Hess, Guilfoyle, Thomas & Abbott
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Jeffersonville, IN, 47131-1267
Telephone: (812) 282-7524