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STATE OF INDIANA
LASS COUNTY
FILED FOR RECORD

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63295
LAWYERS TITLE INS. CORP.
ONE PROFESSIONAL CENTER
SUITE 215
CROWN POINT, IN 46307

MORRIS W. CARTER
CLERK

ASSIGNMENT

LEHMAN BROTHERS HOLDINGS INC., d/b/a LEHMAN CAPITAL, a division of LEHMAN BROTHERS HOLDINGS INC. (hereinafter called "Assignor") being the present owner and holder of that certain Promissory Note dated June 30, 1997 (hereinafter called the "Note") made by CAPITAL SENIOR LIVING COMMUNITIES, L.P., payable to the order of Assignor in the original principal sum of \$77,000,000.00, for and in consideration of Ten Dollars (\$10.00) and other good and valuable consideration cash in hand paid to Assignor by BANK ONE, TEXAS, N.A. (hereinafter called "Assignee"), the receipt and sufficiency of which consideration are hereby acknowledged, does hereby SELL, TRANSFER, CONVEY, ENDORSE, SET OVER and DELIVER unto Assignee (a) all liens, assignments and security interests securing the payment of the Note including, without limitation, the liens, assignments, security interests created under and by virtue of the documents described on Exhibit A attached hereto, and (b) all other documents described on Exhibit A.

This Assignment is executed by Assignor without recourse and without warranty or representation, express or implied.

EXECUTED as of the 10th day of November, 1997.
December

Witness:

LEHMAN BROTHERS HOLDINGS INC., d/b/a
LEHMAN CAPITAL, a division of LEHMAN
BROTHERS HOLDINGS INC.

James L. Gregory III
Name: James L. Gregory III

Karen Wang
Name: Karen Wang

By: Francis X. Colwell
Name: Francis X. Colwell
Title: Authorized Signatory

16:00
24

EXHIBIT A

Lake County, Indiana

1. Mortgage Security Agreement Assignment of Rents and Fixture Filing dated July 29, 1994, recorded as Instrument No. 94054609 in the office of Recorder of Lake County, Indiana, as modified by Modification and Extension of Lien dated June 30, 1995, recorded as Instrument No. 95041757 in the office of Recorder of Lake County, Indiana, and further modified by Second Modification and Extension of Lien dated June 30, 1997, recorded as Instrument No. 97044593 in the office of Recorder of Lake County, Indiana.
2. Loan Policy of Title Insurance Number 135-00-497267 issued by Lawyers Title Insurance Corporation. Endorsement to Loan Policy of Title Insurance dated _____.

Marion County, Indiana

1. Mortgage Security Agreement Assignment of Rents and Fixture Filing dated July 29, 1994, recorded as Instrument No. 1994-0119830 in the office of Recorder of Marion County, Indiana, as modified by Modification and Extension of Lien dated June 30, 1995, recorded as Instrument No. 1995-0095291 in the office of Recorder of Marion County, Indiana, and further modified by Second Modification and Extension of Lien dated June 30, 1997, recorded as Instrument No. 97-92756 in the office of Recorder of Marion County, Indiana.
2. Loan Policy of Title Insurance Number 135-00-582912 issued by Lawyers Title Insurance Corporation. Endorsement to Loan Policy of Title Insurance dated _____.

Stark County, Ohio

1. Open End Mortgage dated July 29, 1994, recorded in Volume 1688, Page 222 in the office of Recorder of Stark County, Ohio, as modified by Modification and Extension of Lien dated June 30, 1995, recorded as Instrument No. 95033519 in the office of Recorder of Stark County, Ohio and further modified by Second Modification and Extension of Lien dated June 30, 1997, recorded as Instrument No. 97036695 in the office of Recorder of Stark County, Ohio.
2. Assignment of Rents and Leases dated July 29, 1994, recorded in Volume 1688, Page 229 in the office of Recorder of Stark County, Ohio as modified by Modification and Extension of Lien dated June 30, 1995, recorded as Instrument No. 95033519 in the office of Recorder of Stark County, Ohio and further modified by Second Modification and Extension of Lien dated June 30, 1997, recorded as Instrument No. 97036695 in the office of Recorder of Stark County, Ohio.

3. Loan Policy of Title Insurance Number 135-00-448982 issued by Lawyers Title Insurance Corporation. Endorsement to Loan Policy of Title Insurance dated _____.

General

1. Restatement of Loan Agreement between Bank One, Texas, N.A. and Capital Senior Living Communities, L.P. dated June 30, 1995.
2. Security Agreement by Capital Senior Living Communities, L.P. and Bank One, Texas, N.A. dated July, 1994.
3. Indemnity Agreement (hazardous substances) dated July 29, 1994 between Capital Senior Living Communities, L.P. and Bank One, Texas, N.A.
4. Specific Assignment, Subordination and Attornment Agreement dated July 29, 1994 between Capital Realty Group Senior Housing Inc., Capital Senior Living Communities, L.P. and Bank One, Texas, N.A.
5. Amended and Restated Loan Agreement between Capital Senior Living Communities, L.P. and Lehman Brothers Holdings Inc., d/b/a Lehman Capital, a division of Lehman Brothers Holdings Inc. dated June 30, 1997.
6. Amended and Restated Security Agreement between Capital Senior Living Communities, L.P. and Lehman Brothers Holdings Inc., d/b/a Lehman Capital, a division of Lehman Brothers Holdings Inc. dated June 30, 1997.
7. Specific Assignment, Subordination and Attornment Agreement dated June 30, 1997 between Capital Senior Living, Inc., Capital Senior Living Communities, L.P. and Lehman Brothers Holdings Inc., d/b/a Lehman Capital, a division of Lehman Brothers Holdings Inc.
8. Loan Assumption and Modification Agreement dated November 3, 1997 between Capital Senior Living Properties, Inc., Capital Senior Living Communities, L.P. and Lehman Brothers Holdings Inc., d/b/a Lehman Capital, a division of Lehman Brothers Holdings Inc.