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Cook County Recorder 31.00

This document was prepared by:

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After recording, mail to:

James H. Spalding, Esq.
Vanguard Health Systems
20 Burton Hills Boulevard
Suite 100
Nashville, Tennessee 37215

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE is executed by and between THE MACNEAL MEMORIAL HOSPITAL ASSOCIATION, an Illinois not for profit corporation ("MacNeal Hospital"), MACNEAL HEALTH SERVICES CORPORATION, an Illinois not for profit corporation ("MHSC"), and VHS of Illinois, Inc., a Delaware corporation ("Lessee"), as of this 31st day of January, 2000.

RECITALS:

WHEREAS, there is a parcel of land located within the City of Berwyn, Illinois, which is legally described on "Exhibit A" attached hereto and made a part hereof (said parcel of land shall be referred herein as "Land"); and

WHEREAS, located upon the Land is a five-story office building ("Building") which is owned by MHSC (MacNeal Hospital and MHSC shall collectively be referred to herein as "Lessor"); and

Box 333

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WHEREAS, Lessor and Lessee have entered into a certain Building and Ground Lease dated February 1, 2000 ("Lease") pursuant to which Lessor has leased to Lessee and Lessee has accepted from Lessor the Land, the Building and all other improvements located thereon (all of the foregoing collectively referred to herein as "Premises"), subject to and in accordance with the terms of the Lease; and

WHEREAS, Lessor and Lessee desire to execute this Memorandum of Lease which is intended to be recorded in the office of the Recorder of Deeds of Cook County, Illinois.

NOW, THEREFORE, in consideration of the mutual covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

AGREEMENTS:

1. Demise. Lessor hereby demises and leases to Lessee and Lessee hereby accepts and leases from Lessor the Premises.
2. Term. The initial term of this Lease shall be for a period of twenty (20) years commencing on February 1, 2000 and ending on January 31, 2020, unless sooner terminated in accordance with the terms of the Lease. Additionally, the Lease includes a provision pursuant to which the term may be extended for two (2) successive four-year option periods.
3. Renewal Option. The Lease contains a right of first refusal to purchase the Premises together with an option to purchase the Premises.
4. Definitions. The terms as used herein shall have those meanings as set forth in the Lease unless the context otherwise requires.
5. Incorporation. All of the terms and provisions of the Lease are hereby incorporated by reference as though fully set forth herein.
6. Conflict. As between Lessor and Lessee, in the event of any conflict between the terms of this Memorandum of Lease and the Lease, the terms of the Lease shall, under all circumstances, prevail.

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

LESSOR:

MacNeal Health Services Corporation, an Illinois not-for-profit corporation

By: *Greg W. Guinness*
Its: _____ President

LESSOR:

The MacNeal Memorial Hospital Association, an Illinois not-for-profit corporation

By: *Brian Lamon*
Its: _____ President

LESSEE:

VHS of Illinois, Inc., a Delaware corporation

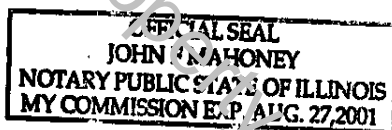
By: *[Signature]*
Its: _____ President

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STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, John F. Mahoney a Notary Public in and for said County in the State aforesaid, do hereby certify that Luke McGuinness, personally known to me and known by me to be the _____ President, of MACNEAL HEALTH SERVICES CORPORATION, an Illinois not for profit corporation, appeared before me this day in person and acknowledged that he/she signed and delivered the said instrument as his/her free and voluntary act and as the free and voluntary act of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal this 1st day of February, 2000.





Notary Public

My Commission Expires: 8/27/01

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, John F. Mahoney, a Notary Public in and for said County in the State aforesaid, do hereby certify that Keith Pitts, personally known to me and known by me to be the Exec. V.P. President, of THE MACNEAL MEMORIAL HOSPITAL ASSOCIATION, an Illinois not for profit corporation, appeared before me this day in person and acknowledged that he/she signed and delivered the said instrument as his/her free and voluntary act and as the free and voluntary act of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal this 1st day of February, 2000.





Notary Public

My Commission Expires: 8/27/01

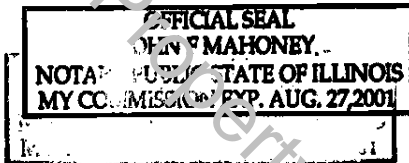
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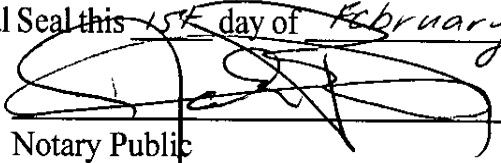
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STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, John P. Mahoney, a Notary Public in and for said County in the State aforesaid, do hereby certify that Keith P. Hs, personally known to me and known by me to be the Exec. V.P., of VHS OF ILLINOIS, INC., a Delaware corporation, appeared before me this day in person and acknowledged that he/she signed and delivered the said instrument as his/her free and voluntary act and as the free and voluntary act of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal this 15th day of February, 2000.





Notary Public

My Commission Expires: 8/27/01

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EXHIBIT A

LEGAL DESCRIPTION

LOTS 1, 2, 3, AND 4 IN BLOCK 8 IN BERWYN, A SUBDIVISION OF BLOCKS 4, 5, 12, 13, 20, 21, 28, 29 34, 35, 36 AND 39 OF LAVERGNE, BEING A SUBDIVISION OF THE NORTHWEST 1/4 AND THAT PART OF THE NORTHEAST 1/4 AND THE SOUTHEAST 1/4 AND THE EAST 1/2 OF THE SOUTHWEST 1/4 LYING NORTH OF OGDEN AVENUE OF SECTION 31, TOWNSHIP 39 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, TOGETHER WITH PARTS OF 32ND, 33RD, 35TH AND 36TH STREETS WITHIN THE SAID LAVERGNE WHICH WERE VACATED IN COOK COUNTY, ILLINOIS.

Commonly known street address: 6804 West Windsor Avenue, Berwyn, Illinois

Permanent Tax Index Numbers: 16-31-127-006-0000
16-31-127-007-0000
16-31-127-008-0000
16-31-127-009-0000