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DEPT-01 RECORDING 125.00  
T50012 TRAN 5520 07/31/95 14:14:00  
44043 : JM #-95-500694  
COOK COUNTY RECORDER

(The Above Space for Recorder's Use Only)

7552140 JBY

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MEMORANDUM OF RIGHT OF FIRST REFUSAL

THIS MEMORANDUM OF RIGHT OF FIRST REFUSAL is made as of this 31st day of July, 1995 by COLUMBIA LAGRANGE HOSPITAL, INC., an Illinois corporation ("Buyer").

Buyer and LaGrange Memorial Health Care, Inc., an Illinois not-for-profit corporation ("Seller") entered into an Asset Purchase Agreement dated as of June 16, 1995 (the "Agreement"), pursuant to which Buyer acquired substantially all of the assets of Seller including the real property described below (the "Property"). Pursuant to the Agreement, Buyer granted Seller a Right of First Refusal for the Property.

1. Property Description. The Property subject to the Agreement is that certain parcel situated in Cook County, Illinois, legally described on Exhibit A attached hereto.
2. Right of First Refusal Period. The Right of First Refusal is for the period commencing July 31, 1995 and expiring 15 years from the date thereof.
3. Subject to Agreement. The terms of the Right of First Refusal are subject in their entirety to, and shall be controlled by, the terms and provisions of the Agreement.

IN WITNESS WHEREOF, Buyer has executed this Memorandum as of this 31st day of July, 1995.

BUYER

COLUMBIA LAGRANGE HOSPITAL, INC.

By: [Signature]  
Its: VP

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This document was prepared by and should be returned, upon recording, to Thomas J. McFadden, Esq., Katten Muchin & Zavis, 525 West Monroe Street, Suite 1600, Chicago, Illinois 60661-3693.

BOX 333-CTI

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EXHIBIT A 200694

## Legal Description

Lots 5 and 6 in Block 2 in Portia Manor, being Frederick H. Bartlett's Subdivision of the Southwest 1/4 of Section 34, Township 39 North, Range 12 East of the Third Principal Meridian, in Cook County, Illinois.

Subject to easements, covenants and restrictions of record.

Permanent Real Estate Index Number: 15-34-306-010

Address of Real Estate: 9220 Broadway, Brookfield, Illinois

CHGO03:142046.1

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