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2004R-014149

STATE OF INDIANA  
LAKE COUNTY WARRICK COUNTY RECORDER  
FILED FOR RECORD

2005 046105

RECORDED ON  
11/19/2004 11:40:28AM  
REC FEE: 22.00  
PAGES: 7

MICHAEL A. BROWN  
RECORDER

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**FIRST AMENDMENT TO AMENDED AND  
RESTATED LEASEHOLD MORTGAGE**

THIS FIRST AMENDMENT TO AMENDED AND RESTATED LEASEHOLD MORTGAGE (the "Amendment") is made effective as of November 9, 2004 (the "Amendment Effective Date") by **TRILOGY HEALTH SERVICES, LLC**, a limited liability company organized under the laws of the State of Delaware ("Tenant"), having its chief executive office at 1650 Lyndon Farm Court, Suite 201, Louisville, Kentucky 40223, and **HEALTH CARE REIT, INC.**, a corporation organized under the laws of the State of Delaware ("Lender"), having its principal office at One SeaGate, Suite 1500, P.O. Box 1475, Toledo, Ohio 43603.

**RECITALS**

- A. Lender has extended working capital financing to Tenant in the original principal amount of \$1,837,000.00 ("Loan"). The Loan is evidenced by a Note dated as of April 8, 2002 ("Note").
- B. The Loan is secured by, among other things, the lien of an Amended and Restated Leasehold Mortgage dated as of June 25, 2004 ("Mortgage") against the leasehold interest of Tenant in the real property described in the Mortgage. The Mortgage was recorded as shown on Exhibit B. All capitalized words not otherwise defined herein shall have the meaning set forth in the Mortgage.
- C. The Loan was extended to Tenant in connection with a Master Lease Agreement dated as of April 8, 2002, as amended by a First Amendment dated as of June 25, 2004, and a Second Amendment dated as of July 1, 2004 ("Lease") between Tenant and HCRI Indiana Properties, LLC ("Landlord").
- D. Landlord and Tenant have agreed to amend the Lease to include additional property located in Columbus, Indiana ("Silver Oaks Additional Property") that will facilitate construction of an addition to the Silver Oaks Facility. Tenant and Lender desire to amend the Mortgage to reflect the addition of the Silver Oaks Additional Property.

**HOLD FOR MERIDIAN TITLE CORP**

1738LK05

21-  
LP  
MT

NOW THEREFORE, in consideration of the foregoing recitals and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the parties hereto agree as follows.

1. Legal Description. Exhibit A-2 of the Mortgage is hereby amended to read in its entirety as set forth on Exhibit A-2 attached hereto and incorporated herein.

2. References in Loan Documents. All references to the Mortgage contained in the Lease Documents (as defined in the Lease) shall mean the document as amended on the date hereof and all extensions, modifications, amendments, renewals, consolidations, increases and reductions made after the date hereof.

3. Affirmation. Except as specifically modified by this Amendment, the terms and provisions of the Mortgage are hereby affirmed and shall remain in full force and effect.

4. Binding Effect. This Amendment shall be binding upon and inure to the benefit of the successors and permitted assigns of Lender and Borrower.

5. Further Modification. The Mortgage may be further modified only by a writing signed by Lender and Tenant.

7. Counterparts. This Amendment may be executed in multiple counterparts, each of which shall be deemed an original hereof.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]



IN WITNESS WHEREOF, this Amendment has been duly executed as of (but not necessarily on) the Amendment Effective Date.

TRILOGY HEALTH SERVICES, LLC

By: *Randall J. Bufford*  
Randall J. Bufford  
President and CEO

HEALTH CARE REIT, INC.

By: \_\_\_\_\_

Title: \_\_\_\_\_

STATE OF Kentucky )  
COUNTY OF Jefferson ) SS:

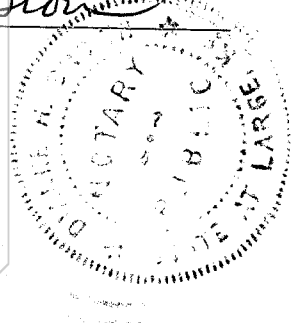
The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of October, 2004 by Randall J. Bufford, President and CEO of Trilogy Health Services, LLC, a Delaware limited liability company, on behalf of the limited liability company.

*Dianne H. Brown*  
Notary Public

My Commission Expires: \_\_\_\_\_

[SEAL]

DIANNE H. BROWN  
NOTARY PUBLIC-STATE AT LARGE  
KENTUCKY  
MY COMMISSION EXPIRES NOVEMBER 03, 2007



IN WITNESS WHEREOF, this Amendment has been duly executed as of (but not necessarily on) the Amendment Effective Date.

TRILOGY HEALTH SERVICES, LLC

By: \_\_\_\_\_  
Randall J. Bufford  
President and CEO

HEALTH CARE REIT, INC.

By: Erin C. Ibele

Title: \_\_\_\_\_  
ERIN C. IBELE  
VICE PRESIDENT  
& CORPORATE SECRETARY

STATE OF \_\_\_\_\_ )

COUNTY OF \_\_\_\_\_ )

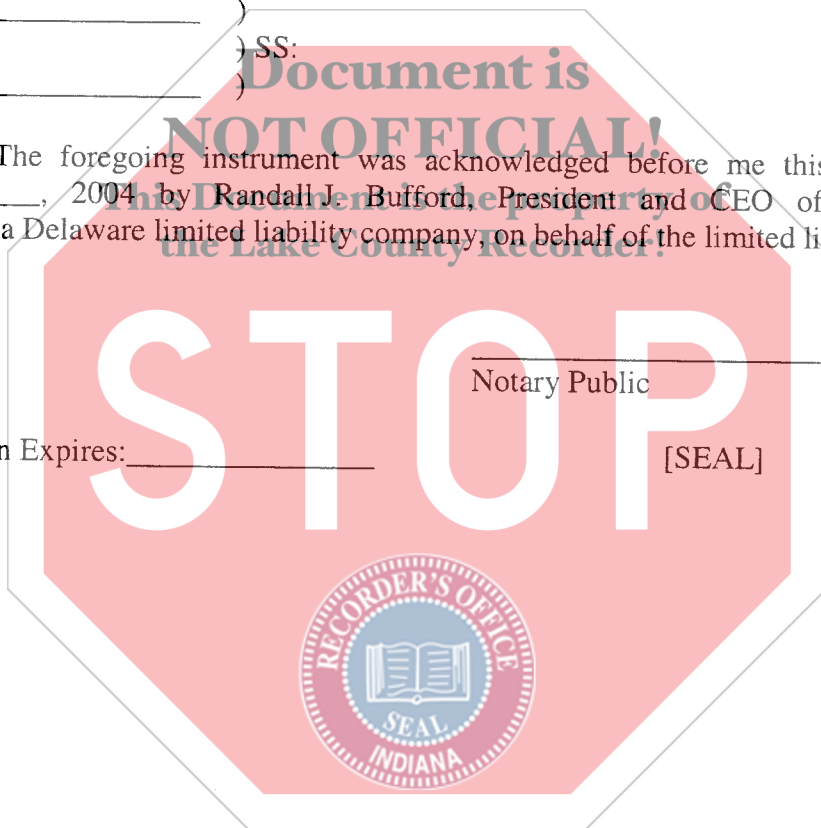
SS:

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2004, by Randall J. Bufford, President and CEO of Trilogy Health Services, LLC, a Delaware limited liability company, on behalf of the limited liability company.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

[SEAL]



STATE OF OHIO )  
 ) SS:  
COUNTY OF LUCAS )

The foregoing instrument was acknowledged before me this 28 day of October, 2004 by ERIN C. IBEL, the VICE PRESIDENT of Health Care REIT, Inc., a Delaware corporation, on behalf of the corporation & CORPORATE SECRETARY

Rita J. Rogge  
Notary Public

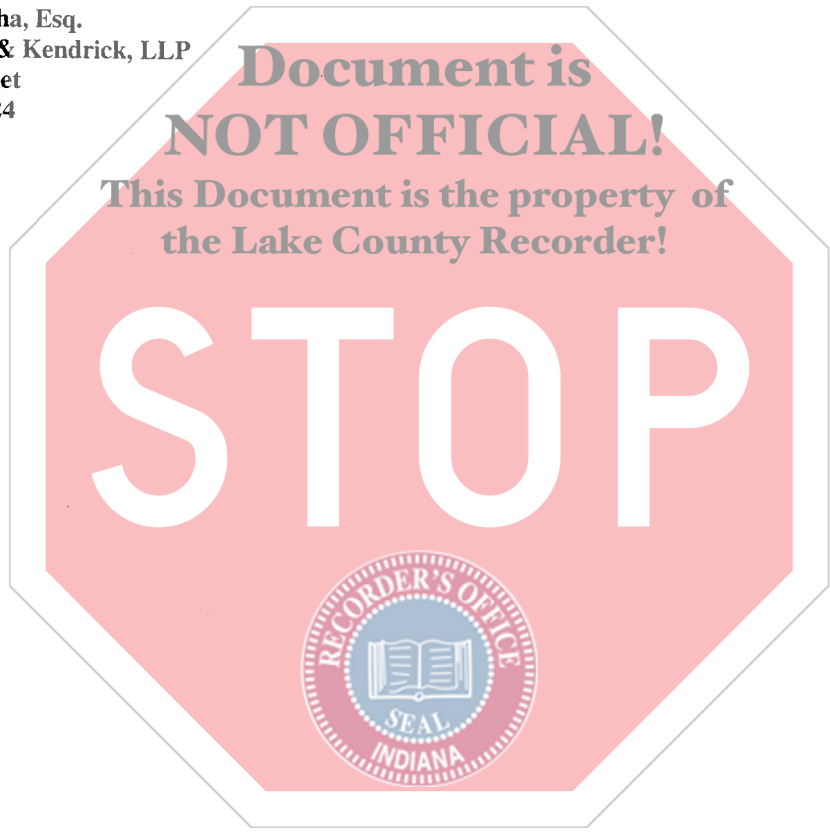


RITA J. ROGGE  
Notary Public, State of Ohio  
Commission Expires 8/26/05

My Commission Expires: \_\_\_\_\_

THIS INSTRUMENT PREPARED BY  
AFTER RECORDING RETURN TO:

Cynthia L. Rerucha, Esq.  
Shumaker, Loop & Kendrick, LLP  
1000 Jackson Street  
Toledo, Ohio 43624



**EXHIBIT A-2: LEGAL DESCRIPTION**

Facility Name: Silver Oaks Health Campus

A leasehold interest in the following described property:

Lot Numbered Two Hundred Fourteen A (214A) in Resub. of Lots 214 & 215 in Columbus Municipal Airport Industrial Park as recorded in Plat Book "Q", page 54D, in the Office of the Recorder of Bartholomew County, Indiana.

Lot Numbered Two Hundred Fourteen B (214B) in Resub. of Lots 214A & 216 in Columbus Municipal Airport recorded as Instrument #04-13256, in Plat Book "R", page 66C, in the Office of the Recorder of Bartholomew County, Indiana.



**EXHIBIT B: RECORDING INFORMATION**

Amended and Restated Leasehold Mortgage in favor of Health Care REIT, Inc. by Trilogy Health Services, LLC, dated as of June 25, 2004.

- A. Warrick County, Indiana – Recorded as Instrument No. 2004R-014148 with the Warrick County, Indiana Recorder on NOV. 19, 2004.
- B. Bartholomew County, Indiana – Recorded as Instrument No. \_\_\_\_\_ with the Bartholomew County, Indiana Recorder on \_\_\_\_\_, 2004.
- C. Jefferson County, Indiana – Recorded as Instrument No. 2004-03923 with the Jefferson County, Indiana Recorder on June 28, 2004.

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BETTY NIEMEYER  
WARRICK COUNTY RECORDER

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