

2005 046108

2005 JUN -6 AM 10:46

MICHAEL A. BROWN
RECORDER

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

7

**THIS THIRD AMENDMENT TO AMENDED AND RESTATED
LEASEHOLD MORTGAGE** ("Amendment") is made effective as of June 1, 2005
("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.

**Document is
NOT OFFICIAL!**

RECITALS

A. Lender has extended working capital financing to Tenant in the principal
amount of \$3,500,000.00 ("Loan"). The Loan is evidenced by an Amended and Restated Note
dated as of April 28, 2005 ("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, as amended by a First Amendment dated
as of November 9, 2004, and a Second Amendment dated as of April 28, 2005 ("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 between Tenant and HCRI Indiana Properties, LLC ("Landlord") dated as of April 8,
2002, as amended by a First Amendment dated as of June 25, 2004, a Second Amendment dated as
of July 1, 2004, a Third Amendment dated as of November 9, 2004, and a Fourth Amendment
dated as of June 1, 2005 ("Lease").

D. Landlord and Tenant have agreed to amend the Lease to include additional
property located in Merrillville, Indiana ("Merrillville Property"). Tenant and Lender desire to
amend the Mortgage to reflect the addition of the Merrillville Property.

HOLD FOR MERIDIAN TITLE CORP

hcrl\trilogy-ml\leaseholdmtg.amendedrestated.thirdamendment

1738LK05

21-
LP
MT
5/17/05

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 of the Mortgage is hereby amended to add Exhibit A-4 attached hereto and incorporated herein.

2. References in Loan Documents. All references to the Mortgage contained in the Loan Documents (as defined in the Loan Agreement) 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 Tenant.

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

6. 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: [Signature]
Steven A. Van Camp
Executive Vice President and CFO

HEALTH CARE REIT, INC.

By: _____
Print Name: _____
Title: _____

STATE OF KENTUCKY)
) ss:
COUNTY OF JEFFERSON)

The foregoing instrument was acknowledged before me this 1st day of June, 2005 by Steven A. Van Camp, Executive Vice President and CFO of Trilogy Health Services, LLC, a Delaware limited liability company, on behalf of the limited liability company.

[Signature]
Notary Public

My Commission Expires: 9-2007

[SEAL]



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. Beale
Print Name: _____
Title: ERIN C. BEALE
VICE PRESIDENT - ADMINISTRATION
AND CORPORATE SECRETARY

STATE OF _____)
COUNTY OF _____)

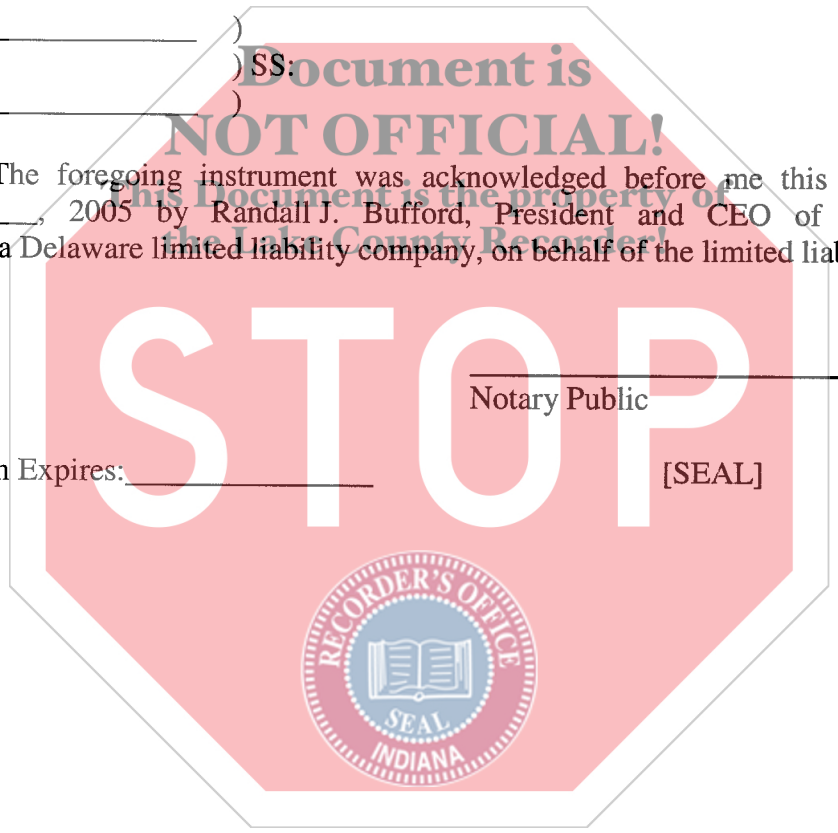
Document is
NOT OFFICIAL!

The foregoing instrument was acknowledged before me this _____ day of _____, 2005 by Randall J. Bufford, President and CEO of Trilogy Health Services, LLC, a Delaware limited liability company, on behalf of the limited liability company.

My Commission Expires: _____

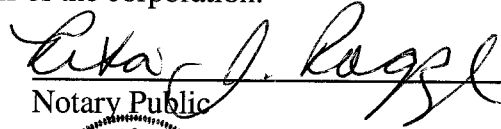
Notary Public _____

[SEAL]



STATE OF OHIO)
) SS:
COUNTY OF LUCAS)

The foregoing instrument was acknowledged before me this 27 day of May, 2005 by ERIN C. IBELE, the VICE PRESIDENT - ADMINISTRATION AND CORPORATE SECRETARY of Health Care REIT, Inc., a Delaware corporation, on behalf of the corporation.


Notary Public

My Commission Expires: _____



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

**THIS INSTRUMENT PREPARED BY
AFTER RECORDING RETURN TO:**

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



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-014147 with the Warrick County, Indiana Recorder on November 19, 2004.
- B. Bartholomew County, Indiana – Recorded as Instrument No. 200400015997 with the Bartholomew County, Indiana Recorder on November 16, 2004.
- C. Jefferson County, Indiana – Recorded as Instrument No. 2004-03923 with the Jefferson County, Indiana Recorder on June 28, 2004.

First Amendment to Amended and Restated Leasehold Mortgage in favor of Health Care REIT, Inc. by Trilogy Health Services, LLC, dated as of November 9, 2004.

- A. Warrick County, Indiana – Recorded as Instrument No. 2004R-014149 with the Warrick County, Indiana Recorder on November 19, 2004.
- B. Bartholomew County, Indiana – Recorded as Instrument No. 200400015999 with the Bartholomew County, Indiana Recorder on November 16, 2004.
- C. Jefferson County, Indiana – Recorded as File No. 2004-06587 with the Jefferson County, Indiana Recorder on November 15, 2004.

Second Amendment to Amended and Restated Leasehold Mortgage in favor of Health Care REIT, Inc. by Trilogy Health Services, LLC, dated as of April 28, 2005.

- A. Warrick County, Indiana – Recorded as Instrument No. 2005R-004975 with the Warrick County, Indiana Recorder on May 12, 2005.
- B. Bartholomew County, Indiana – Recorded as Instrument No. 200500005612 with the Bartholomew County, Indiana Recorder on May 12, 2005.
- C. Jefferson County, Indiana – Recorded as File No. 2005-02516 with the Jefferson County, Indiana Recorder on May 12, 2005.

EXHIBIT A-4: LEGAL DESCRIPTION

Facility Name: Outlook Pointe at Merrillville

Parcel I:

Lot 1 of the Second Resubdivision of Lot 7 in Broadwest Center, in the Town of Merrillville, as shown in Plat Book 83, page 46, Lake County, Indiana.

Parcel II: (Non-Exclusive Sanitary Sewer)

Easement as granted in Instrument No. 92053986, dated July 31, 1992 and recorded August 25, 1992.

Parcel III: (Non-Exclusive Storm Water Storage and Flow Easement)

Easement rights as reserved in Instrument No. 92053988, dated August 20, 1992 and recorded August 25, 1992.

