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ROFR MEMORANDUM

**AFTER RECORDING,
RETURN THIS DOCUMENT
TO:**

DLA Piper LLP (US)
203 North LaSalle Street
Chicago, Illinois 60601
Attn: David Pryor

2014 079244

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

2014 DEC 12 AM 10:55

MICHAEL B. BROWN
RECORDER

This space reserved for Recorder's use only.

MEMORANDUM OF RIGHT OF FIRST REFUSAL

Reference is hereby made to that certain Contract for Purchase and Sale of Real Estate dated November 14, 2014 (the "Agreement"), by and between **S C & D Management, Inc.**, an Indiana administratively dissolved corporation, for the purposes of winding up its affairs, pursuant to I.C. 23-1-46-2(c) ("**Seller**"), having an address of 2266 Lake Street, Portage, Indiana 46368, and **BP Products North America Inc.**, a Maryland corporation ("**BP**"), whose address is 2815 Indianapolis Blvd., Whiting, Indiana 46394. In accordance with Section 35 of the Agreement, BP has a right of first refusal to purchase from Seller that certain real property commonly known as (i) 401 Grove Street, (ii) 403 Grove Street, (iii) 405 Grove Street, (iv) 407 Grove Street, (v) 409 Grove Street, and (vi) 404 Lilac Street, East Chicago, Indiana, which is legally described in Exhibit A attached hereto and made a part hereof (the "**ROFR**"). The exercise of the rights of BP and Seller under the ROFR shall be governed by the terms and conditions of the Agreement.

The parties may execute this Memorandum of Right of First Refusal in counterparts which shall, in the aggregate, be signed by all the parties. Each counterpart shall be deemed an original instrument, and collectively they shall constitute one document.

[Signature pages follow]



CHICAGO TITLE INSURANCE COMPANY

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14th IN WITNESS WHEREOF, Seller and BP have executed this instrument as of the
day of November, 2014.

S C & D Management, Inc.,
an Indiana administratively dissolved
corporation, for the purposes of winding up its
affairs, pursuant to I.C. 23-1-46-2(c)

By: *Richard R. Suchanuk*
Name: Richard R. Suchanuk
Title: President

STATE OF IN)
CITY/COUNTY OF LAKE) SS:

I HEREBY CERTIFY that on this 15 day of Oct, 2014, before me,
the undersigned officer, personally appeared Richard R. Suchanuk who acknowledged
himself/herself to be the president of S C & D Management, Inc., an Indiana
administratively dissolved corporation, for the purposes of winding up its affairs, pursuant to I.C.
23-1-46-2(c), and that (s)he, in such capacity, being authorized to do so, executed the foregoing
instrument for the purposes therein contained, by signing the name of
SC&D Management, Inc. as president of such corporation.

IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal.

Melina Yanez
Notary Public

My Commission expires:

9-12-15



EXHIBIT A

LEGAL DESCRIPTION

The real property situated in the County of Lake, State of Indiana, and described as follows:

Address	Legal Description and Tax Identification Number
401 Grove Street	LOT 100 IN MARK SUBDIVISION, IN THE CITY OF EAST CHICAGO, AS PER PLAT THEREOF, RECORDED IN PLAT BOOK 15, PAGE 36, IN THE OFFICE OF THE RECORDER OF LAKE COUNTY, INDIANA. 45-03-16-313-024.000-024
403 Grove Street	LOT 99 IN MARK SUBDIVISION, IN THE CITY OF EAST CHICAGO, AS PER PLAT THEREOF, RECORDED IN PLAT BOOK 15 PAGE 36, IN THE OFFICE OF THE RECORDER OF LAKE COUNTY, INDIANA. 45-03-16-313-007.000-024
405 Grove Street	LOT 102 IN MARK SUBDIVISION, IN THE CITY OF EAST CHICAGO, AS PER PLAT THEREOF, RECORDED IN PLAT BOOK 15 PAGE 36, IN THE OFFICE OF THE RECORDER OF LAKE COUNTY, INDIANA. 45-03-16-313-022.000-024
407 Grove Street	LOT 103 IN MARK SUBDIVISION, IN THE CITY OF EAST CHICAGO, AS PER PLAT THEREOF, RECORDED IN PLAT BOOK 15 PAGE 36, IN THE OFFICE OF THE RECORDER OF LAKE COUNTY, INDIANA. 45-03-16-313-021.000-024
409 Grove Street	LOT 98 IN MARK SUBDIVISION, IN THE CITY OF EAST CHICAGO, AS PER PLAT THEREOF, RECORDED IN PLAT BOOK 15, PAGE 36, IN THE OFFICE OF THE RECORDER OF LAKE COUNTY, INDIANA. 45-03-16-313-006.000-024
404 Lilac Street	LOT 101 IN MARK SUBDIVISION, IN THE CITY OF EAST CHICAGO, AS PER PLAT THEREOF, RECORDED IN PLAT BOOK 15, PAGE 36, IN THE OFFICE OF THE RECORDER OF LAKE COUNTY, INDIANA. 45-03-16-313-023.000-024