

**ROFR MEMORANDUM**

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

STATE OF INDIANA  
LAKE COUNTY  
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MICHAEL G. BROWN  
RECORDER

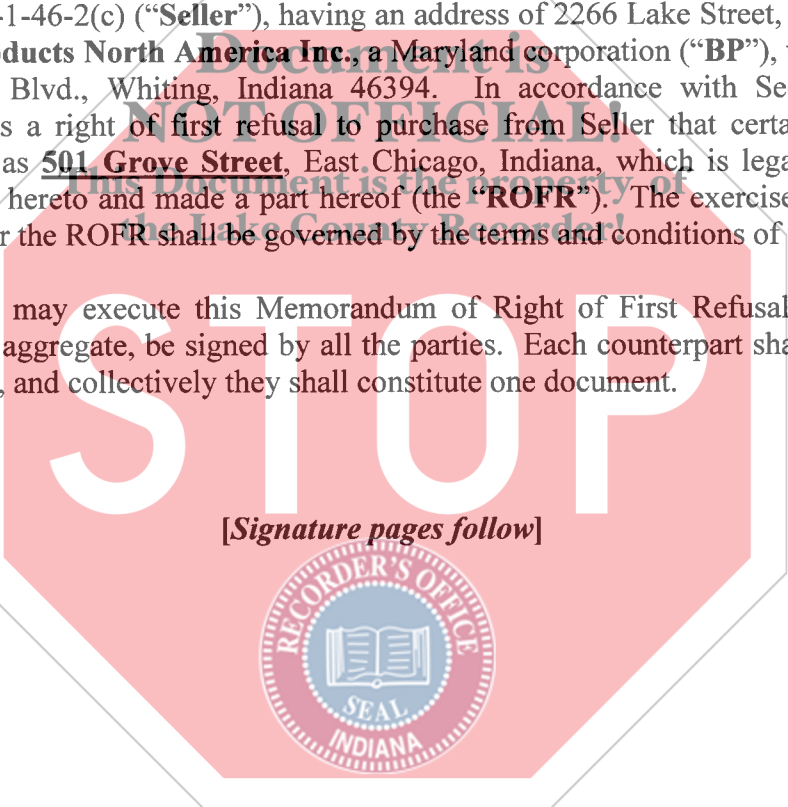
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**MEMORANDUM OF RIGHT OF FIRST REFUSAL**

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 36 of the Agreement, BP has a right of first refusal to purchase from Seller that certain real property commonly known as 501 Grove 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]



COPY-RETURN TO CHICAGO TITLE

CHICAGO TITLE INSURANCE COMPANY

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IN WITNESS WHEREOF, Seller and BP have executed this instrument as of the 14<sup>th</sup> 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. president of such corporation.

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

*Melissa Yanez*  
Notary Public

My Commission expires:

9-12-15



**BP PRODUCTS NORTH AMERICA INC.,**  
a Maryland corporation

By: Fergus Simpson  
Name: FERGUS SIMPSON  
Title: COMMERCIAL DEVELOPMENT MANAGER

STATE OF Indiana )  
CITY/COUNTY OF Lake ) SS:

I HEREBY CERTIFY that on this 22nd day of October, 2014, before me, the undersigned officer, personally appeared FERGUS SIMPSON, who acknowledged himself/herself to be the COMM. DEV. MGR of BP Products North America Inc., a Maryland corporation, 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 FERGUS SIMPSON, as COMM. DEV. MGR of such corporation.

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

**Document is NOT OFFICIAL!**  
*Donna J. Zavesky*  
Notary Public  
This Document is the property of the Lake County Recorder  
*Donna J. Zavesky*

My Commission expires:

10-18-2015

**STOP**

**DECLARATION**

I affirm, under the penalties for perjury, that I have taken reasonable care to redact each Social Security number in this document, unless required by law.

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

**EXHIBIT A**

**LEGAL DESCRIPTION**

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

LOT 150, MARK SUBDIVISION, IN THE CITY OF EAST CHICAGO, AS SHOWN IN PLAT BOOK 15, PAGE 36, IN LAKE COUNTY, INDIANA.

501 Grove St.  
East Chicago, IN 46312

45-03-16-331-016.000-024

