ROFR MEMORANDUM

AFTER RECORDING, RETURN THIS DOCUMENT TO:

DLA Piper LLP (US) 203 North LaSalle Street Chicago, Illinois 60601 Attn: David Pryor 2014 079246

STATE OF INCLUSES
LAKE COUNTY
FILED FOR RECORD

2014 DEC 12 AM 10: 55

MICHAEL S. 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 36 of the Agreement, BP has a right of first refusal to purchase from Seller that certain real property commonly known as 2930 Oak Avenue, 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]

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

	an Indiana administratively dissolved corporation, for the purposes of winding up its affairs, pursuant to I.C. 23-1-46-2(c) By: Name: Richard R. Suchanuk Title:
STATE OF N)	S:
CITY/COUNTY OF LUke)	
I HEREBY CERTIFY that on this day of OC+, 2014, before me, the undersigned officer, personally appeared Richard Roundwho acknowledged himself/herself to be the OCSIACH 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 SCID Management Inc. as OCSIACH of such corporation.	
IN WITNESS WHEREOF, I hereunto set	my hand and Notarial Seal.
	Melma Land Notary Public
My Commission expires:	
9-12-15	MELISSA YANEZ Lake County My Commission Expires September 12, 2015
SEAN MOIAN	Amuni

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BP PRODUCTS NORTH AMERICA INC.,

a Maryland corporation

By Frank 6
Name: FERGUS STARSON
Title: COMMERCAN PENELOPMENT COSPULATE CASPORACE
Title. Competer to be at the first the second of the secon
STATE OF Indiana
) SS:
STATE OF <u>Indiana</u>) SS: CITY/COUNTY OF <u>Lake</u>)
I HEREBY CERTIFY that on this 22nd day of October, 2014, before me, the undersigned officer, personally appeared Ferrors sample. who acknowledged himself/herself to be the commenced revisional 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 the purpose of such corporation.
IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal. NOT OFFIC This Document is the propeNotary Fublic
My Commission expires: the Lake County ReDonna J. Za Wesky
10-18-2015 DECLARATION
DECLARATION ER'S
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

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EXHIBIT A

LEGAL DESCRIPTION

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

LOT 224, MARK SUBDIVISION, IN THE CITY OF EAST CHICAGO, AS SHOWN IN PLAT BOOK 15, PAGE 36, IN LAKE COUNTY, INDIANA.

2930 Oak Grove Ave. East Chicago, IN 46312

45-03-16-304-003.000-024



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