

DOUGLAS COUNTY, NV **2018-911478**
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\$35.00 Pgs=10 03/13/2018 11:39 AM
FIRST AMERICAN TITLE NCS LAS VEGAS
KAREN ELLISON, RECORDER

**RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:**

Greenberg Traurig, LLP
2700 Two Commerce Square
2001 Market Street
Philadelphia, PA 19103
Attention: Joshua D. Cohen

APN: 1320-30-613-003

The undersigned hereby affirms that this document, including any exhibits, submitted for recording does not contain the social security number of any person or persons. (Per NRS 239B.030)

(Space Above For Recorder's Use)

MEMORANDUM OF RIGHT OF FIRST REFUSAL AGREEMENT

THIS MEMORANDUM OF RIGHT OF FIRST REFUSAL AGREEMENT (this "**Memorandum**") is entered into as of March 2, 2018 ("**Effective Date**"), by and between **CTH MINDEN, LLC**, a Nevada limited liability company, having an address at c/o Schultz Financial Group, Inc., 10765 Double R Blvd., Suite 200, Reno, Nevada 89521, Attn: Russell C. Schultz (together with its successors and/or assigns, "**CTH**"), and **MINDEN APL MP, LLC**, a Delaware limited liability company, having an address at c/o MB Real Estate Services Inc., 181 West Madison Street, Suite 4700, Chicago, Illinois 60602, Attn: Mr. Peter J. Westmeyer and Gregg S. Graines (together with its successors and/or assigns, "**MOB Owner**").

RECITALS

WHEREAS, CTH and MOB Owner are parties to that certain Purchase and Sale Agreement dated November 17, 2017 (as amended and assigned, the "**Purchase Agreement**"), whereby MOB Owner purchased from CTH certain property located in Douglas County, Nevada, as more particularly described on Exhibit A attached hereto (the "**MOB Parcel**").

WHEREAS, pursuant to the Purchase Agreement, CTH and MOB Owner entered into that certain Right of First Refusal Agreement (the "**ROFR Agreement**") dated as of March 2, 2018, by which CTH has granted to MOB Owner the right of first refusal to develop, finance and/or purchase certain property located in Douglas County, Nevada, as more particularly described on Exhibit B attached hereto (the "**ROFR Parcel**").

WHEREAS, CTH and MOB Owner are executing and delivering this Memorandum to evidence of record the ROFR Agreement.

NOW, THEREFORE, the parties hereby state as follows:

1. Recitals. The Recitals above are true and correct and are incorporated herein.
2. Rights of First Refusal. Pursuant to the terms of the ROFR Agreement, CTH has granted MOB Owner the right of first refusal to develop, finance and/or purchase the ROFR Parcel, in each case, subject to the terms of the ROFR Agreement
3. Incorporation of ROFR Agreement. This Memorandum incorporates herein all of the terms and provisions of the ROFR Agreement as though fully set forth herein.
4. Purpose of Memorandum. This Memorandum is not a complete summary of the ROFR Agreement and is made by CTH and MOB Owner for the purpose of recording the same in the public records. This Memorandum is for informational purposes only and it is subject to all of the terms, provisions and conditions of the ROFR Agreement. Nothing contained in this Memorandum shall be deemed in any way to alter, modify, amend, supplement, negate or otherwise affect any of the terms, provisions, or conditions of the ROFR Agreement. In the event of any inconsistency between the terms of the ROFR Agreement and this Memorandum, the terms of the ROFR Agreement shall control.

[Remainder of page intentionally left blank; signature pages follow]

IN WITNESS WHEREOF, CTH and MOB Owner have executed this Memorandum as of the date set forth above.

CTH:

CTH MINDEN, LLC,
a Nevada limited liability company

By: [Signature]
Name: Rodolfo Bianchi
Title: Manager

NOTARY ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

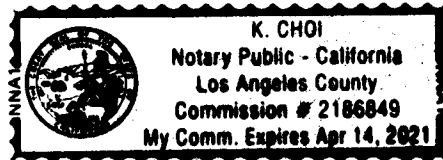
STATE OF CALIFORNIA)
COUNTY OF Los Angeles)ss.

On February 12, 2018, 2018, before me, K. Choi, a Notary Public, personally appeared Rodolfo Bianchi, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

[Signature]
Signature of Notary



[Notary Seal] K. Choi
Los Angeles
NO. 2186849

(Signatures Continue on Following Page)

EXP
4.14.21

MOB OWNER:

MINDEN APL MP, LLC,
a Delaware limited liability company

By: [Signature]
Name: Gregg Graines
Title: Authorized Signatory

STATE OF ILLINOIS)
)ss.
COUNTY OF COOK)

On February 20, 2018, before me, Michelle Robertson, a Notary Public, personally appeared Gregg Graines, who by me duly sworn did say that s/he is the Authorized Signatory of Minden APL MP, LLC, a Delaware limited liability company, and that the within instrument was signed and sealed in behalf of said limited liability company by authority of its sole member, and acknowledged said instrument to be the free act and deed of said limited liability company for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, the day and year last above written.

[Signature]
Notary Public in and for Said County and State
Acting in the County of Cook

Michelle Robertson
Printed name of Notary Public

My Commission expires: 11/3/19

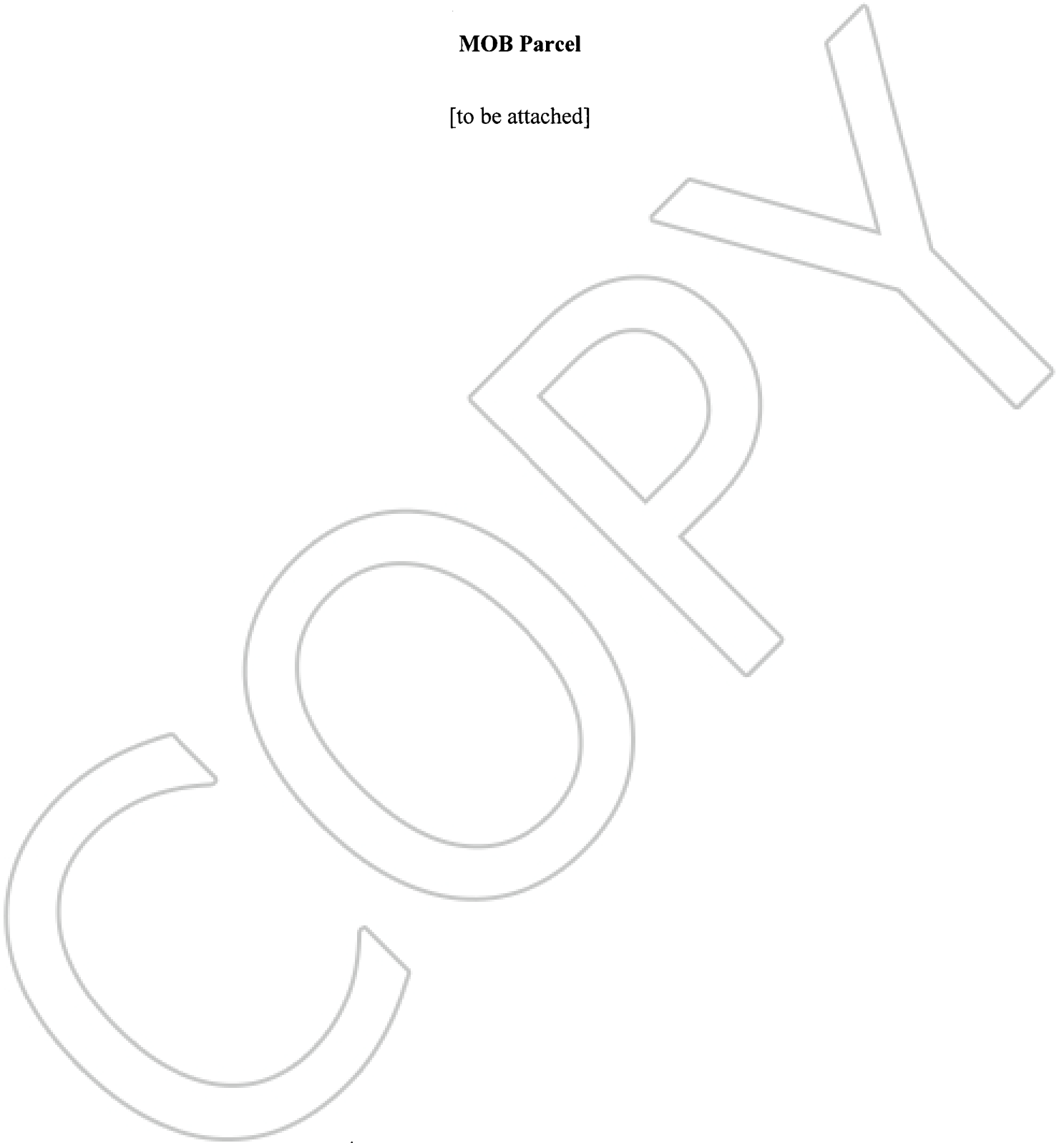


Michelle Robertson
Illinois

EXHIBIT A

MOB Parcel

[to be attached]



**LOT 3B
MINDEN MEDICAL MALL**

All that certain lot, piece, or parcel of land situated in Douglas County, State of Nevada, and more particularly described as follows:

A parcel of land located within a portion of Section 30, Township 13 North, Range 20 East, M.D.B. & M., more particularly described as follows:

A portion of Adjusted Parcel 3 as shown on that certain Final Map LDA 07-023, MINDEN MEDICAL MALL, a commercial subdivision, recorded in the office of the Douglas County Recorder, State of Nevada on April 22, 2009 in Book 0409, at Page 5589 as Document No. 741788, Official Records, described as follows:

Lot 3B, as shown on that certain Record of Survey for CTH MINDEN, LLC, recorded in the office of the Douglas County Recorder, State of Nevada on the 5th day of February, 2018 File No. 2018-910035, Official Records, more particularly described as follows:

BEGINNING at the Northwest corner of Lot 3B monumented with a 5/8" rebar with a 1" cap stamped PLS 17632,

THENCE along the north line of said Adjusted Parcel 3, S. 89°00'27" E., 98.82 feet to a corner monumented with a 5/8" brass tag stamped PLS 17632 nailed into asphalt;

THENCE S. 01°05'22" W., 176.44 feet to a corner monumented with a 5/8" brass tag stamped PLS 9392, nailed into concrete;

THENCE S. 88°46'49" E., 145.07 feet to a corner monumented with a 5/8" rebar with a 1.5" aluminum cap stamped PLS 9392;

THENCE S. 01°13'11" W., 199.27 feet to a corner monumented with a 5/8" brass tag stamped PLS 9392, nailed into concrete;

THENCE S. 44°44'12" W., 231.18 feet to a point on the south line of said Adjusted Parcel 3 and a corner monumented with a 5/8" rebar with a 1.5" aluminum cap stamped PLS 9392;

THENCE along the south line of said Adjusted Parcel 3, N. 62°37'27" W., 92.64 feet to a corner monumented with a 5/8" rebar with a 1" cap stamped PLS 6899;

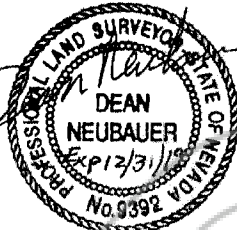
THENCE along the west line of said Adjusted Parcel 3, N. 00°59'49" E., 502.13 feet to the **POINT OF BEGINNING**.

Lot 3B contains 91,476 Square Feet more or less.

Basis of bearing for this description is the above described Record of Survey.

Prepared by:

Lumos & Associates
Dean Neubauer, P.L.S. 9392
800 E. College Parkway
Carson City, NV 89706



2/5/2018

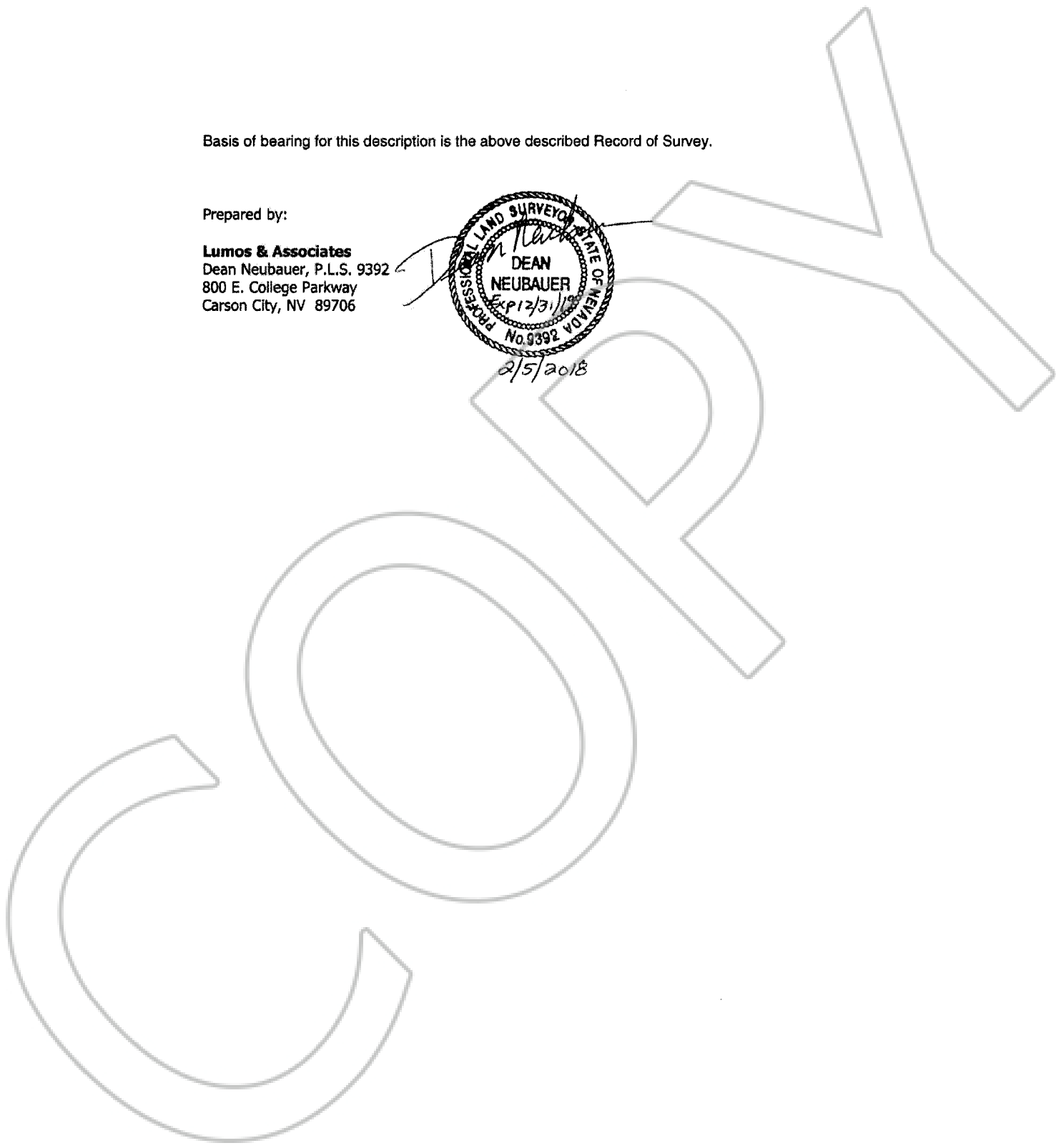


EXHIBIT B

ROFR Parcel

[to be attached]



**LOT 3A
MINDEN MEDICAL MALL**

All that certain lot, piece, or parcel of land situated in Douglas County, State of Nevada, and more particularly described as follows:

A parcel of land located within a portion of Section 30, Township 13 North, Range 20 East, M.D.B. & M., more particularly described as follows:

A portion of Adjusted Parcel 3 as shown on that certain Final Map LDA 07-023, MINDEN MEDICAL MALL, a commercial subdivision, recorded in the office of the Douglas County Recorder, State of Nevada on April 22, 2009 in Book 0409, at Page 5589 as Document No. 741788, Official Records, described as follows:

Lot 3A, as shown on that certain Record of Survey for CTH MINDEN, LLC, recorded in the office of the Douglas County Recorder, State of Nevada on the 5th day of February, 2018 as File No. 2018-910035, Official Records, more particularly described as follows:

BEGINNING at the Northwest corner of Lot 3A monumented with a 5/8" brass tag stamped PLS 9392 nailed into asphalt;

THENCE along the north line of said Adjusted Parcel 3, S. 89°00'27" E., 36.18 feet to a corner monumented with a 5/8" brass tag stamped PLS 17632 nailed into asphalt;

THENCE continuing along the north line of said Adjusted Parcel 3, N. 69°22'43" E., 173.43 feet to the northeast corner of said Adjusted Parcel 3 and a corner monumented with a 5/8" brass tag stamped PLS 17632 nailed into asphalt;

THENCE southerly along the east line of said Adjusted Parcel 3 along a curve to the left from a radial that bears N. 20°37'18" W. having a radius of 715.76 feet, an arc length of 525.96 feet, a delta of 42°06'09" and a chord that bears S. 41°40'22" E., 514.21 feet to a corner monumented with a 5/8" brass tag stamped PLS 17632 nailed into concrete;

THENCE continuing along the east line of said Adjusted Parcel 3, S. 62°43'27" E., 70.28 feet to a 5/8" brass tag stamped PLS 14346 nailed into concrete;

THENCE continuing along the east line of said Adjusted Parcel 3, S. 62°43'27" E., 50.00 feet to the southeast corner of said Adjusted Parcel 3 monumented with a 5/8" brass tag stamped PLS 17632 nailed into asphalt;

THENCE along the southeasterly line of said Adjusted Parcel 3, S. 27°16'33" W., 455.06 feet to the southerly corner of said Adjusted Parcel 3 monumented with a 5/8" rebar with a 1" cap stamped PLS 11172;

THENCE along the southwesterly line of said Adjusted Parcel 3, N. 62°37'27" W., 30.00 feet to a 5/8" rebar with a 1" cap stamped PLS 14346;

THENCE continuing along the southwesterly line of said Adjusted Parcel 3, N. 62°37'27" W., 492.54 feet to a corner monumented with a 5/8" rebar with a 1.5" aluminum cap stamped PLS 9392;

THENCE N. 44°44'12" E., 231.18 feet to a corner monumented with a 5/8" brass tag stamped PLS 9392, nailed into concrete;

THENCE N. 01°13'11" E., 199.27 feet to a corner monumented with a 5/8" rebar with a 1.5" aluminum cap stamped PLS 9392;

THENCE N. 88°46'49" W., 145.07 feet to a corner monumented with a 5/8" brass tag stamped PLS 9392, nailed into concrete;

THENCE N. 01°05'22" E., 176.44 feet to the **POINT OF BEGINNING.**

Lot 3A contains 6.52 Acres more or less.

Basis of bearing for this description is the above described Record of Survey.

Prepared by:

Lumos & Associates
Dean Neubauer, P.L.S. 9392
800 E. College Parkway
Carson City, NV 89706

