

**ASSIGNMENT OF REAL ESTATE PURCHASE CONTRACT
FOR REPLACEMENT PROPERTY**

WHEREAS, Assignor as Purchaser has entered into a certain Real Estate Purchase Contract, a copy of which is attached hereto as Exhibit "A" and is incorporated herein by reference; and

WHEREAS, Assignor and Assignee have executed an Exchange Agreement No. _____ dated _____, in which Assignee has agreed to acquire suitable Replacement Property and to transfer the same to Assignor, in consideration of Assignor's transfer of the Relinquished Property to Assignee; and

WHEREAS, Assignor has identified as Replacement Property the property which is the subject of Exhibit "A"; and

WHEREAS, Assignee agrees to assume Assignor's benefits and rights to acquire the Replacement Property from Seller;

NOW, THEREFORE, the parties hereto agree as follows:

1. Assignor hereby assigns to Assignee the Purchaser's rights under the Real Estate Purchase Contract attached as Exhibit "A" to acquire the subject Replacement Property. All representations and warranties in the Real Estate Purchase Contract shall survive this Assignment.

2. Assignee hereby accepts the Purchaser's rights under the Real Estate Purchase Agreement attached hereto as Exhibit "A" to acquire the property described therein as Replacement Property;

3. Assignee hereby requests the Seller to convey directly to Assignor the property subject to the Real Estate Purchase Contract attached hereto as Exhibit "A".

IN WITNESS WHEREOF, the parties have executed this Agreement as their free and voluntary act and deed on this _____ day of _____ 20____.

PURCHASER/ASSIGNOR:

INTERMEDIARY/ASSIGNEE:

FIRST MIDWEST BANK, as
Intermediary under Exchange
Agreement No. _____
dated _____.

BY: _____
Trust Officer

THE FOREGOING DOCUMENT IS PROVIDED AS A COURTESY TO CLIENTS OF FIRST MIDWEST BANK. AN ATTORNEY SHOULD BE CONSULTED TO ADAPT THE LANGUAGE IN THIS DOCUMENT TO THE SPECIFIC TRANSACTION.