ASSIGNMENT OF REAL ESTATE SALE CONTRACT
FOR RELINQUISHED PROPERTY

This Agreement entered into this _____ day of _____, 20_____, by and between _____, hereinafter called Assignor, and FIRST MIDWEST BANK, as Intermediary under Exchange Agreement No. _____ dated _____, hereinafter called Assignee.

WHEREAS, Assignor as Seller entered into a certain Real Estate Sale 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 Assignor has agreed to transfer the property described in Exhibit "A" to Assignee, in consideration of Assignee's acquisition of suitable Replacement Property and transfer same to Assignor, so that Assignor may accomplish a tax deferred exchange of like-kind property pursuant to the provisions of Internal Revenue Code Section 1031; and

WHEREAS, Assignee agrees to assume Assignor's benefits under the Real Estate Sale Contract attached hereto as Exhibit "A";

NOW, THEREFORE, the parties agree as follows:

1.   Assignor hereby assigns to Assignee the Seller's rights in and under the Real Estate Sale Contract attached hereto as Exhibit "A". All representations and warranties in the Real Estate Sale Contract shall survive this Assignment.

2.   Assignee hereby accepts the Seller's rights in and under the Real Estate Sale Contract attached hereto as Exhibit "A".

3.   Assignee hereby requests and directs the Assignor to deed directly to Purchaser the property subject to the Real Estate Sale Contract attached hereto as Exhibit "A".

IN WITNESS WHEREOF, the parties have executed this Agreement as their free and voluntary act and deed, on the date and year first above written.

SELLER/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.