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Cook County Recorder 47.50

Memorandum of Agreement



THIS MEMORANDUM is made by UNICOM THERMAL TECHNOLOGIES, Illinois corporation (the "Supplier"), and CONCORD CITY CENTRE, L.L.C. (the "Customer"). Reference is hereby made to that certain Chilled Water Service Agreement dated as of January 10, 2000 (the "Agreement"), between Supplier and Customer, pursuant to which Supplier, at Customer's request, has agreed to provide certain chilled water service to the property commonly known as 208 West Washington, Chicago, Illinois and legally described in the manner set forth on Exhibit A attached hereto (the "Property").

The purpose of this Memorandum is to provide notice of the Agreement and, in accordance therewith, Supplier and Customer hereby acknowledge and agree that notwithstanding the manner or method by which Energy Transfer Station or the Connection Equipment (as such terms are hereinafter defined) are installed in the Property, (i) neither the Energy Transfer Station nor the Connection Equipment (nor any part thereof) shall be deemed to be a "fixture" attached to the Property subject to the lien of any mortgage or other encumbrance of the Property, and (ii) the Energy Transfer Station and the Connection Equipment are the personal property of Supplier (subject to the terms and conditions of the Agreement) and are not to be deemed part of the collateral pledged to any lender or creditor of Customer as security for the repayment of any indebtedness of Customer.

As used herein, the term "Energy Transfer Station" shall mean the equipment and related piping and apparatus between Supplier's distribution piping and the Connection Equipment, including, without limitation, a plate frame heat exchanger assembly or equivalent device, piping, valves, metering equipment and controls and additional equipment, if any, described in the IOM Specifications (as defined in the Agreement) installed by Supplier on the Property pursuant to the terms of the Agreement for use in providing chilled water service to Customer, and all replacements and additions thereof.

As used herein, the term "Connection Equipment" shall mean all equipment and piping necessary to connect the HVAC system used by Customer to cool space within the Property to the heat exchanger assembly included in the Energy Transfer Station.

IN WITNESS WHEREOF, Supplier and Customer have executed this instrument as of the day and year set forth below.

Dated: January 21, 2000

UNICOM THERMAL TECHNOLOGIES
INC., an Illinois corporation

By: [Signature]
Title: [Signature]

CONCORD CITY CENTRE, L.L.C.
By: A.C. Denis Corporation VII, its
managing members

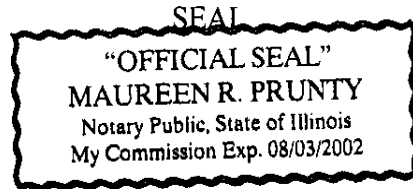
By: [Signature]
Title: [Signature]

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, M.R. PRUNTY, a Notary Public in and for said County, in the State aforesaid, do hereby certify that SCOTT J. BLUMEYER, the V.P.+G.M. of UNICOM THERMAL TECHNOLOGIES INC., who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such V.P.+G.M., appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act and as the free and voluntary act of said corporation, for the uses and purposes therein set forth.

WITNESS my hand and official seal in the County and State aforesaid this 21st day of JANUARY, 2000

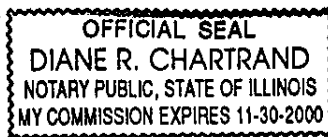
Maureen R. Prunty



STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, Diane Chartrand, a Notary Public in and for said County, in the State aforesaid, do hereby certify that Wayne Moretti, the President of CONCORD CITY CENTRE, L.L.C., who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such President, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act and as the free and voluntary act of said entity, for the uses and purposes therein set forth.

A.C. Homes Corporation VII, Managing Member of
WITNESS my hand and official seal in the County and State aforesaid this 10th day of January, 2000.



Diane R. Chartrand

SEAL

Prepared by and after recording return to:
Schwartz, Cooper, Greenberger & Krauss
180 North LaSalle Street, Suite 2700
Chicago, Illinois 60601
Attn: Anne K. Berg, Esq.



EXHIBIT A TO MEMORANDUM OF AGREEMENT

LEGAL DESCRIPTION OF PREMISES

PARCEL 1: Sub Lot 4 in Canal Trustees Subdivision of Lot 7 in Block 41 in the original town of Chicago in Section 9, Township 39 North, Range 14, East of the Third Principal Meridian, in Cook County, Illinois

ALSO the South 40 feet of Lot 8 in Block 41 in the original town of Chicago of Section 9, Township 39 North, Range 14, East of the Third Principal Meridian, in Cook County, Illinois

ALSO Lots 1, 2, 3, 4, 5, 6, 7 and the vacated alley in the subdivision of that part of Lot 8 in Block 41 aforesaid lying North of the South 40 feet thereof in Cook County, Illinois.

PARCEL 2: All non-exclusive easements contained in the document listed below for pedestrian and vehicular ingress and egress for the benefit of Parcel 1 as created by Declaration of Covenants, Conditions, Restrictions and Easements dated June 1, 1999 and recorded June 3, 1999 as Document 99530391 by City Center Lofts, L.L.C. and LaSalle National Bank as Trustee under Trust Agreement Dated June 1, 1998 and known as Trust Number 121802.

Address of Property: 208 West Washington
Chicago, Illinois

17-09-444-003

17-09-444-010

Property of Cook County Clerk's Office