

MEMORANDUM OF AGREEMENT



THIS MEMORANDUM is made by UNICOM THERMAL TECHNOLOGIES INC., an Illinois corporation (the "Supplier"), and BROOKS BUILDING L.L.C. (the "Customer"). Reference is hereby made to that certain Chilled Water Service Agreement dated as of March 24, 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 223 West Jackson Boulevard, 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.

Above Space for Recorder's Use Only

*Return to: Box 341  
Recorder's Office*

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

Dated as of March 24, 2000

**UNICOM THERMAL TECHNOLOGIES INC.**, an Illinois corporation

By: [Signature]  
Title: V.P. GM

**BROOKS BUILDING L.L.C.**, an Illinois limited liability company

By: [Signature]  
Title: MANAGER

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Property of Cook County Clerk's Office

EXHIBIT A TO MEMORANDUM OF AGREEMENT

LEGAL DESCRIPTION OF PREMISES

Lot 1 in the Subdivision of the West half of Block 91 in School Section Addition to Chicago, in Section 16, Township 39 North, Range 14, East of the Third Principal Meridian in Cook County, Illinois; containing 15,306 square feet, more or less.

Commonly Known As:        Brooks Building  
                                      223 W. Jackson Blvd.  
                                      Chicago, IL

PIN: 17-16-228-001-0000

Property of Cook County Clerk's Office

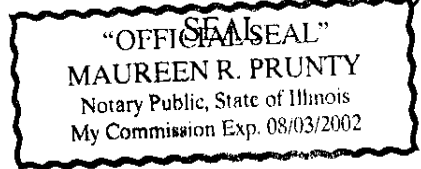
# UNOFFICIAL COPY

STATE OF ILLINOIS        )  
   ) SS.  
 COUNTY OF COOK        )

I, MAUREEN R. PRUNTY, a Notary Public in and for said County, in the State aforesaid, do hereby certify that SCOTT J. BLUMEYER, the VP + GM 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 VP + GM, 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 3rd day of APRIL, 2000.

Maureen R. Prunty



STATE OF ILLINOIS        )  
   ) SS.  
 COUNTY OF Cook        )

I, Gina Guglielmo, Notary Public in and for said County, in the State aforesaid, do hereby certify that Laurence H. Weiner, the Manager of **BROOKS BUILDING L.L.C.**, an Illinois limited liability company, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such Manager, 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.

WITNESS my hand and official seal in the County and State aforesaid this 31<sup>st</sup> day of March, 2000.

Gina M. Guglielmo

SEAL

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

