



**MEMORANDUM OF CONTRACT**

This Amended and Restated Memorandum of Contract, dated as of this 10 day of November, 1999 (the "Amended and Restated Memorandum"), is between Rockwell Residential Partners, L.P., a Delaware Limited Partnership (the "Seller"), having an office at 116 Illinois Street, Suite 3 East, Chicago, Illinois 60610 and Dubin & Associates, Inc., an Illinois corporation (the "Purchaser"), having an office at 4252 North Cicero, Chicago, Illinois 60641.

Seller and Purchaser have entered into that certain Real Estate Contract, as amended, dated October 9, 1998, for the sale and purchase of 1801-1825 North Rockwell, Chicago, Illinois ("Property"). The Property is legally described on Exhibit A attached hereto and by this reference incorporated herein, together with all improvements now located or hereafter constructed thereon. Seller and Purchaser recorded against the Property that certain Memorandum of Contract, dated as of November 23, 1997, and recorded with the Cook County Recorder of Deeds on October 5, 1999, as document # 99939225 ("Original Memorandum"). Seller and Purchaser hereby agree to record this Amended and Restated Memorandum of Contract ("Amended and Restated Memorandum") and thereby place all third parties on notice of the interest of Purchaser in the Property pursuant to the Contract. It is the intent of Seller and Purchaser that the terms and conditions of this Amended and Restated Memorandum relate back to the execution and recordation of the Original Memorandum.

1. This instrument is merely a memorandum of the Contract and is subject to all of its terms, conditions and provisions. In the event of any conflicts or inconsistencies between the terms and conditions of the Contract and this Amended and Restated Memorandum, the terms and conditions of the Contract shall govern and control. This Amended and Restated Memorandum is binding upon and shall enure to the benefit of the partners, heirs, successors, assigns, executors and administrators of the Seller and the Purchaser.

This instrument prepared by and after recording return to:

Bradley D. Kaplan  
Masuda, Punal, Elfert & Mitchell, Ltd.  
312 Walnut Street, Suite 1750  
Cincinnati, Ohio 45202

Property Address: 1801-1825 North Rockwell Street  
Chicago, Illinois

P.I.N.: 13-36-415-031-0000  
13-36-415-033-0000

2. Pursuant to the Contract, Seller and Purchaser have agreed that \$100,000 of the earnest money deposit paid by Purchaser be released from the earnest money escrow for the purpose of enabling Seller to perform its pre-closing site improvements at the Property. In the event the conveyance from Seller to Purchaser does not, occur for any reason other than a default under the Contract by Purchaser, Seller shall reimburse to Purchaser the sum of \$100,000 plus all out of pocket expenses incurred by Purchaser to the Purchaser's prepurchase expenses from either the refinancing or sale of the Property, whichever occurs first.

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Until Purchaser is reimbursed the \$100,000 amount referred to herein, Purchaser shall have a lien on the Property in the amount of \$100,000, which shall not expire and run with the land until such time as Purchaser is reimbursed, accordingly. In the event Purchaser acquires the Property pursuant to the Contract the lien shall expire and be merged into Purchaser's interest in the Property.

To indicate and acknowledge this Amended and Restated Memorandum, the Seller and the Purchaser or their authorized representatives or officers, have signed this document below as of the date set forth above.

**SELLER:**

Rockwell Residential Partners, L.P., a Delaware Limited Partnership

By: [Signature]  
Name: Arthur D. Sude Jr  
Title: President, ManTech In Cap, EID

ATTEST:  
By: [Signature]  
Name: Frank J. Coston  
Title: General Counsel, Rockwell Residential Partners, L.P.

**PURCHASER:**

Dubin & Associates, Inc., an Illinois corporation

By: [Signature]  
Name: David J. Dubin  
Title: President

ATTEST:  
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

STATE OF ILLINOIS)  
COUNTY OF COOK) ss.

Being me, a Notary Public for The State of Illinois, appeared the above named Arthur Sindyand who acknowledged that they signed the foregoing instrument and that their signing was their free act.

IN TESTIMONY WHEREOF, I have hereto subscribed my name and affixed my seal this 10 day of NOV, 1999

Laura M. Morales  
(Typed Name)



Notary Public, State of Illinois

SEAL

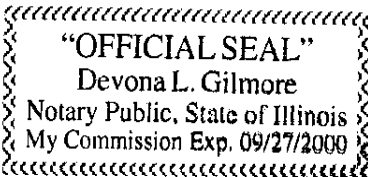
My Commission Expires 3-31 2001  
Recorded in Ill COOK County

STATE OF ILLINOIS)  
COUNTY OF COOK) ss.

Being me, a Notary Public for The State of Illinois, appeared the above named David Dubin and \_\_\_\_\_ who acknowledged that they signed the foregoing instrument and that their signing was their free act.

IN TESTIMONY WHEREOF, I have hereto subscribed my name and affixed my seal this 10 day of NOV, 1999

Devona L Gilmore  
(Typed Name)



Notary Public, State of Illinois

SEAL

My Commission Expires 09/27 19 2000  
Recorded in COOK County

EXHIBIT A

LEGAL DESCRIPTION

PARCEL 1:

LOTS 32, 33, 34, 35 AND 36 IN DYMOND'S SUBDIVISION OF THE WEST HALF OF BLOCK 3 OF JOHNSON'S SUBDIVISION OF THE EAST HALF OF THE SOUTHEAST QUARTER OF SECTION 36, TOWNSHIP 40 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 2:

THE SOUTH 125 FEET OF THE WEST 125 FEET OF BLOCK 3 OF JOHNSON'S SUBDIVISION OF THE EAST HALF OF THE SOUTHEAST QUARTER OF SECTION 36, TOWNSHIP 40 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 3:

THE VACATED ALLEY LYING SOUTH OF AND ADJOINING LOTS 32 TO 36 (EXCEPT THE EAST 16 FEET OF SAID LOT 32) IN DYMOND'S SUBDIVISION OF THE WEST HALF OF BLOCK 3 OF JOHNSON'S SUBDIVISION OF THE EAST HALF OF THE SOUTHEAST QUARTER OF SECTION 36, TOWNSHIP 40 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 4:

LOTS 37 TO 43 INCLUSIVE IN DYMOND'S SUBDIVISION OF THE WEST HALF OF BLOCK 3 OF JOHNSON'S SUBDIVISION OF THE EAST HALF OF THE SOUTHEAST QUARTER OF SECTION 36, TOWNSHIP 40 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 5:

LOT 37 TOGETHER WITH THE SOUTH HALF OF VACATED ALLEY LYING NORTH AND ADJOINING SAID LOT 37 IN MISS DANIEL'S SUBDIVISION OF THE EAST HALF OF BLOCK 3 OF JOHNSON'S SUBDIVISION OF THE EAST HALF OF THE SOUTHEAST QUARTER OF SECTION 36, TOWNSHIP 40 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

Common Addresses: 1801-1825 North Rockwell  
Chicago, Illinois

Permanent index Numbers: 13-36-415-031-0000  
13-36-415-033-0000