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MEMORANDUM OF SECOND AMENDMENT OF SECOND OPTION AGREEMENT

This Memorandum ("Memorandum") is made as of this 31st day of March, 1989, by and among AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association, not personally but as Trustee under a Trust Agreement dated March 9, 1989 (the "Trust Agreement"), and known as Trust No. 107815-08 ("Land Trustee"), TWO WOODFIELD LAKE ASSOCIATES LIMITED PARTNERSHIP, an Illinois limited partnership with an address c/o The Boston Company Real Estate Counsel, Inc., One Boston Place, OB-18B, Boston, Massachusetts 02108 ("Woodfield Lake Associates", and together with Land Trustee being herein collectively referred to as "Optionor"), and TELEPHONE MUTUAL LIMITED PARTNERSHIP, a Massachusetts limited partnership, with an office c/o The Boston Company Real Estate Counsel, Inc., One Boston Place, OB-18B, Boston, Massachusetts 02106 ("Optionee").

W I T N E S S E T H:

WHEREAS, LaSalle National Bank, not personally but as Trustee under a Trust Agreement dated June 10, 1980, and known as Trust No. 102809 ("LaSalle"), Two Woodfield Lake, an Illinois limited partnership ("Woodfield"), Lawrence F. Levy ("Levy"), and Boston Safe Deposit and Trust Company, a Massachusetts trust company, not personally but as Trustee of the Telephone Real Estate Equity Trust, formerly known as the Bell System Trust ("Treet"), entered into a Short Form Option Agreement, dated December 10, 1981, and recorded in the Office of the Recorder of Cook County, Illinois as Document No. 26092829 relating to the property described in Exhibit A attached hereto (the "Property"), which Short Form Option Agreement was amended by a Memorandum of Amendment of Second Option Agreement, dated as of November 5, 1984, by and among LaSalle, Woodfield, Levy and Treet, recorded in the Office of the Recorder of Cook County, Illinois, as Document No. 27355651 (as so amended, the "Short Form Agreement");

WHEREAS, Treet assigned its interest in the Short Form Agreement to Optionee by Assignment of Mortgage and Other Documents dated December 29, 1986, and recorded in the office of the Recorder of Cook County, Illinois, as Document No. 86625483;

WHEREAS, LaSalle has conveyed legal title to the Property to Land Trustee by deed of even date and record herewith, subject to, among other things, the Short Form Agreement;

WHEREAS, Woodfield Lake Associates is the sole beneficiary under the Trust Agreement; and

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WHEREAS, Optionor and Optionee desire to execute this Memorandum for the purpose of amending the Short Form Agreement as hereinafter provided.

NOW THEREFORE, for good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, Optionor and Optionee hereby agree that the Short Form Agreement is hereby amended as follows:

This Memorandum of Second Amendment of Second Option Agreement is subject to certain other terms, provisions and conditions set forth in the Second Option Agreement dated December 10, 1981, among LaSalle, Woodfield, Levy and Treet, as amended by an Agreement Respecting Option Documents dated May 25, 1982, among JMB/Woodfield Associates, Ltd., LaSalle, Woodfield and Treet, as further amended by an Amendment of Second Option Agreement dated November 5, 1984, among LaSalle, Woodfield, Levy and Treet, and as further amended by a Second Amendment of Second Option Agreement of even date herewith, among Land Trustee, Woodfield Lake Associates and Optionee, which Second Option Agreement, as amended, is hereby incorporated herein. In the event of any inconsistency between the provisions of this Memorandum and the aforesaid Second Option Agreement, as amended, the provisions of the Second Option Agreement, as amended, shall control.

This instrument is executed by AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, not personally but solely as Trustee, as aforesaid, in the exercise of the power and authority conferred upon and vested in it as such Trustee. All the terms, provisions, stipulations, covenants and conditions to be performed by AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO are undertaken by it solely as Trustee, as aforesaid, and not individually and all statements herein made are made on information and belief and are to construed accordingly, and no personal liability shall be asserted or be enforceable against AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO by reason of any of the terms, provisions, stipulations, covenants and/or statements contained in this instrument.

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IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of the date first above written.

AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, not personally but as Trustee as aforesaid

Attest: _____
Its: ASSISTANT SECRETARY

By: _____
Its: Second Vice President

TWO WOODFIELD LAKE ASSOCIATES LIMITED PARTNERSHIP

By: Two Woodfield Lake, Inc., its sole general partner

Attest: _____
Its: Assistant Clerk

By: _____
VICE PRESIDENT

TELEPHONE MUTUAL LIMITED PARTNERSHIP

By: State Street Bank and Trust Company, not personally but as Trustee of the Telephone Real Estate Equity Trust, general partner

Attest: _____
Its: ASSISTANT VICE PRESIDENT

By: _____
WILLIAM M. MAHONEY
VICE PRESIDENT

By: Telephone Mutual, Inc., general partner

Attest: _____
Its: Clerk

By: _____
VICE PRESIDENT

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This document prepared by and should be mailed to:

Kenneth B. Newton, Esq.
Goodwin, Procter & Hoar
Exchange Place
Boston, Massachusetts 02109

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STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that the above named SUZANNE G. BAKER as [illegible], and [illegible] as [illegible], of American National Bank and Trust Company of Chicago, personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such [illegible] and [illegible] respectively appeared before me this day in person and acknowledged that they signed and delivered the said instrument as their own free and voluntary act and as the free and voluntary act of said bank for the uses and purposes therein set forth; and the said [illegible] then and there acknowledged that he, as custodian of the corporate seal of said bank, did cause the corporate seal of said bank to be affixed to said instrument as said _____ own free and voluntary act and as the free and voluntary act of said bank for the uses and purposes therein set forth.

APR 13 1989

Given under my hand and notarial seal this ____ day of _____, 1989.

L. M. Sovenski
Notary Public

My commission expires:

_____

"OFFICIAL SEAL"
L. M. SOVENSKI
Notary Public, State of Illinois
My Commission Expires [illegible]

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STATE OF Massachusetts)
) SS
COUNTY OF Norfolk)

I, the undersigned, a Notary Public in and for the State and County aforesaid DO HEREBY CERTIFY that William M. Mahoney personally known to me to be the Vice President of State Street Bank & Trust Company and Charles H. Hefner personally known to me to be the Assistant Vice President thereof, appeared before me this day in person and acknowledged that, William M. Mahoney as such Vice President, and Charles H. Hefner as such Assistant Vice President they signed and delivered such instrument and such State Street Bank & Trust Company caused the corporate seal of such corporation to be affixed thereto, as their free and voluntary act, and as the free and voluntary act and deed of such corporation, for the uses and purposes therein set forth.

Given under my hand and official seal, this 5th day of April, 1989

Randee L Cassel
Notary Public

Commission expires: May 8, 1992

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STATE OF Massachusetts)
) SS
COUNTY OF Suffolk)

I, the undersigned, a Notary Public in and for the State and County aforesaid DO HEREBY CERTIFY that Maurice W. Coulon personally known to me to be the Vice President of TELEPHONE MUTUAL, INC., and Joel D. Lerner personally known to me to be the Clerk thereof, appeared before me this day in person and acknowledged that, Maurice W. Coulon as such Vice President, and Joel D. Lerner as such Clerk, they signed and delivered such instrument and such Telephone Mutual, Inc. caused the corporate seal of such corporation to be affixed thereto, as their free and voluntary act, and as the free and voluntary act and deed of such corporation, for the uses and purposes therein set forth.

Given under my hand and official seal, this 6th day of April, 1989

Randee L Cassel
Notary Public

Commission expires: May 8, 1992

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STATE OF Massachusetts)
) SS
COUNTY OF Suffolk)

I, the undersigned, a Notary Public in and for the State and County aforesaid DO HEREBY CERTIFY that Maurice W. Coulon personally known to me to be the Vice President of Two Woodfield Lake, Inc and Joel D. Lerner personally known to me to be the Assistant Clerk thereof, appeared before me this day in person and acknowledged that, Maurice W. Coulon as such Vice President, and Joel D. Lerner as such Assistant Clerk, they signed and delivered such instrument and such Two Woodfield Lake, Inc. caused the corporate seal of such corporation to be affixed thereto, as their free and voluntary act, and as the free and voluntary act and deed of such corporation, for the uses and purposes therein set forth.

Given under my hand and official seal, this 6th day of April, 1989

Randee L. Cassel
Notary Public

Commission expires: May 8, 1992

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EXHIBIT A

PARCEL 1:

That part of the Northeast 1/4 of Section 14, Township 41 North, Range 10, East of the Third Principal Meridian, in Cook County, Illinois, described as follows:

Commencing at the point of intersection of the North line of the South 50.00 feet (measured perpendicularly) of the Northeast 1/4 of said Section 14 and the West line of the East 40.00 feet (measured perpendicularly) of the Northeast 1/4 of said Section 14; thence South 86 degrees 03 minutes 42 seconds West, along the North line of the South 50.00 feet (measured perpendicularly) of the Northeast 1/4 of said Section 14 a distance of 236.70 feet to the point of beginning; thence continuing South 86 degrees 03 minutes 42 seconds West, along said North line a distance of 359.00 feet to a point; thence North 3 degrees 56 minutes 18 seconds West a distance of 74.29 feet to a point; thence North 58 degrees 28 minutes 35 seconds West, a distance of 301.51 feet to a point; thence North 16 degrees 37 minutes 46 seconds West, a distance of 222.79 feet to a point; thence North 31 degrees 33 minutes 53 seconds West, a distance of 209.76 feet to a point; thence North 10 degrees 51 minutes 44 seconds West, a distance of 177.36 feet to a point; thence North 86 degrees 03 minutes 42 seconds East, a distance of 829.88 feet to a point; thence South 3 degrees 56 minutes 18 seconds East, a distance of 784.00 feet to the point of beginning, in Cook County, Illinois.

PARCEL 2:

Easement appurtenant to and for the benefit of Parcel 1 as created by Grant of Easement from the First National Bank of Chicago, as Trustee of the First National Bank of Chicago Group Trust for Pension and Profit Sharing Trust's Fund to LaSalle National Bank as Trustee under Trust Agreement known as Trust Number 102809, dated June 23, 1980, and recorded August 1, 1980 as Document Number 25,533,623 for ingress and egress over the following described land:

That part of the Northeast 1/4 of Section 14, Township 41 North, Range 10, East of the Third Principal Meridian, in Cook County, described as follows:

Commencing at the point of intersection of the North line of the South 50.00 feet (measured perpendicularly) of the Northeast 1/4 of said Section 14 and West line of the East 40.00 feet (measured perpendicularly) of the Northeast 1/4 of said Section 14; thence North 0 degrees 04 minutes 02 seconds

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East along the West line of the East 40.00 feet (measured perpendicularly) of the Northeast 1/4 of said Section 14 a distance of 723.15 feet to the point of beginning; thence South 86 degrees 03 minutes and 42 seconds West, a distance of 120.00 feet to a point; thence North 82 degrees 37 minutes 51 seconds West, a distance of 61.19 feet to a point; thence South 86 degrees 03 minutes 42 seconds West, a distance of 105.51 feet to a point; thence North 3 degrees 56 minutes 18 seconds West, a distance of 34.00 feet to a point; thence North 86 degrees 03 minutes 42 seconds East, a distance of 288.62 feet to a point on said West line of the East 40.00 feet (measured perpendicularly) of the Northeast 1/4 of said Section 14; thence South 0 degrees 04 minutes 02 seconds West, a distance of 46.10 feet, along said West line of the East 40.00 feet (measured perpendicularly) of the Northeast 1/4 of said Section 14 to the point of beginning in Cook County, Illinois.

Permanent Tax Number: 07-14-200-039 Volume: 187

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