

**MEMORANDUM OF AGREEMENT
BY
UNICOM THERMAL TECHNOLOGIES INC.
AND
THE LURIE COMPANY
DATED
OCTOBER 13, 1997**

**AFTER RECORDING, RETURN TO:
Unicom Thermal Technologies Inc.
30 West Monroe Street, Suite 500
Chicago, IL 60603
Attn: Mr. Jeffrey Whelton**

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MEMORANDUM OF AGREEMENT

THIS MEMORANDUM is made by UNICOM THERMAL TECHNOLOGIES INC., an Illinois corporation (the "Supplier"), and THE LURIE COMPANY (the "Customer"). Reference is hereby made to that certain Chilled Water Service Agreement dated as of October 13, 1997, (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 221 North LaSalle Street, 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 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 as of October 13, 1997

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

By: [Signature]
Title: PRESIDENT & CEO

THE LURIE COMPANY

By: [Signature]
Title: VP

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ACKNOWLEDGMENTS

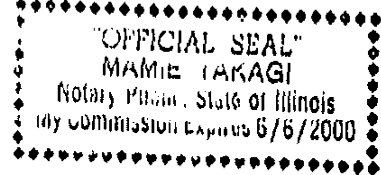
STATE OF ILLINOIS)
) SS.
COUNTY OF Cook)

I, Mamie Takagi Notary Public in and for said County, in the State aforesaid, do hereby certify that Donald A. Petkus, the Pres. CEO 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 Pres. CEO, 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 4th day of November, 1997.

Mamie Takagi

SEAL



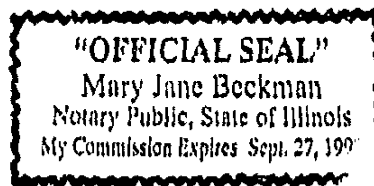
STATE OF ILLINOIS)
) SS.
COUNTY OF Cook)

I, Mary Jane Beckman, a Notary Public in and for said County, in the State aforesaid, do hereby certify that H. Michael Kuzman, the Exec. V.P. of THE LURIE COMPANY, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such Exec. V.P., 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 10th day of November, 1997.

Mary Jane Beckman

SEAL



After recording, return to:
Unicom Thermal Technologies Inc.
30 West Monroe Street, Suite 500
Chicago, IL 60603
Attn: Mr. Jeffrey Whelton

9-27-97

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EXHIBIT A

Legal Description of Premises

Lots 3 and 4 in Block 18, in Original Town of Chicago (excepting the West 20 feet of Lot 4 taken by the City of Chicago for widening North La Salle Street) in Cook County, Illinois,

17-09-419-001

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