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1999-06-10 14:03:13

Cook County Recorder

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CERTIFICATE AND ACKNOWLEDGMENT

With reference to that certain "Digital Right of First Refusal Agreement" (the "Agreement"), executed by and between Digital Equipment Corporation, as Grantee, LaSalle National Bank, as Trustee, and Metropolitan Life Insurance Company, as Grantor, dated as of September 10, 1987, and recorded in the Real Estate Records of Cook County, Illinois on September 11, 1987 as document number 87499189, the undersigned, MGA DEVELOPMENT ASSOCIATES, L.P., a Colorado limited partnership, as successor-in-interest to Grantor, hereby certifies that:

(1) pursuant to paragraph 1.B of the Agreement, ADP, Inc., as successor-in-interest to Digital Equipment Corporation, as Grantee ("ADP"), has elected (as evidenced by the Notice of Election attached hereto as Exhibit 1) not to purchase the portion of the "Future Development Parcel" described on Exhibit 2, which portion is the property (the "Property") that is the subject of the Purchase and Sale Agreement between MGA DEVELOPMENT ASSOCIATES, L.P., a Colorado limited partnership, as seller, and NATIONAL ROOFING CONTRACTORS ASSOCIATION, an Illinois not-for-profit corporation, as purchaser ("Purchaser"), a copy of which was provided to ADP (the "Real Estate Offer");

(2) the closing of the sale of the Property occurred on the date set forth below, which is within the time period provided in the Agreement;

(3) the sale was completed to Purchaser on the same terms and conditions as the Real Estate Offer;

(4) an original of this written notice was delivered to ADP by commercial overnight carrier addressed to ADP at One ADP Boulevard, Roseland, New Jersey 07068-1728 Robert J. Singer, Esq., Senior Counsel;

(5) by the terms of the Agreement, therefore, the right of first refusal to purchase the Property is terminated and, without further action of the parties under the Agreement, the Agreement and all rights and obligations of all parties under the Agreement as to the Property, including the undersigned as successor-in-interest to Grantor and including ADP as successor-in-interest to Grantee, shall terminate and be of no further force and effect and shall be automatically released of record.

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Dated: ~~May~~ ^{June 4} 5, 1999

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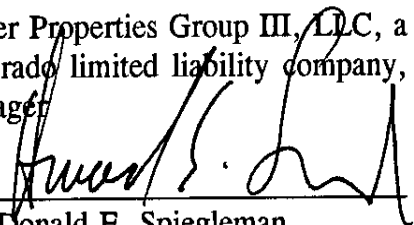
MGA DEVELOPMENT ASSOCIATES, L.P., a Colorado limited partnership

By: MGA Properties GP-II, L.P., a Colorado limited partnership, general partner

By: Miller Global Properties III, LLC, a Colorado limited liability company, general partner

By: Miller Global Properties, LLC, a Colorado limited liability company, manager

By: Miller Properties Group III, LLC, a Colorado limited liability company, manager

By: 
Donald E. Spiegelman
Authorized Signatory

Property of Cook County Clerk's Office

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STATE OF Colorado
City of Denver)
COUNTY OF Denver) ss.

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I, the undersigned, a Notary Public in and for said State, do hereby certify that Donald E. Spiegleman personally known to me to be an authorized signatory of Miller Properties Group III, LLC, a Colorado limited liability company, as Manager of Miller Global Properties, LLC, a Colorado limited liability company, as Manager of Miller Global Properties III, LLC, a Colorado limited liability company, as General Partner of MGA Properties GP-II, L.P., a Colorado limited partnership, as General Partner on behalf of MGA DEVELOPMENT ASSOCIATES, L.P., a Colorado limited partnership, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed and delivered said instrument as his free and voluntary act and as the free and voluntary act of said entity, for the uses and purposes therein set forth.

Given under my hand and official seal this 23rd day of May, 1999.

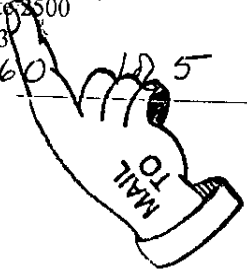


Barbara A. Stephenson
Notary Public in and for said State

My Commission Expires:
6/28/2001

Prepared by
Lawrence D. Donovan Jr. Esq
Isaacson, Rosenbaum, Woods + Levy PC
633 17th Street Ste 2200
Denver CO 80202

AFTER RECORDING RETURN TO:
Deborah A. Crangle
Commonwealth Land Title Insurance Company
10 S. LaSalle, Suite 3500
Chicago, IL 60603
98-06-0360-185



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EXHIBIT 1

Notice of Election

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EXHIBIT 2

The Property

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Lot 1 in the Metropolitan-Northwest Subdivision, being a resubdivision of part of Lot 1 in The Park at Northwest Point, a subdivision of parts of Sections 15, 16, 21 and 22, all in Township 41 North, Range 11 East of the Third Principal Meridian, in Cook County, Illinois, according to the plat of said Metropolitan-Northwest Subdivision recorded July 31, 1996, as Document Number 96586806, in Cook County, Illinois.

Property Address: vacant land

Permanent Tax Number: 08-22-100-018

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