



SCHEDULE C

Form of Memorandum of Agreement

THIS MEMORANDUM is made by UNICOM THERMAL TECHNOLOGIES INC., an Illinois corporation (the "Supplier"), and BANK OF AMERICA N.T. & S.A. (the "Customer"). Reference is hereby made to that certain Chilled Water Service Agreement dated as of January 30, 1998 (the "Agreement"), between Supplier and Customer, pursuant to which Supplier, at Customer's request, has agreed to provide certain chilled water service to certain leased premises within the property commonly known as 350 North Orleans 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, 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 between Supplier's distribution piping and the Connection Equipment, including, without limitation, a plate frame heat exchanger assembly or equivalent device, piping valves, meters and control equipment, installed by Supplier on the Property for use in providing chilled water service to Customer.

As used herein, the term "Connection Equipment" shall mean all equipment and piping necessary to connect the equipment 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 January 30, 1998

UNICOM THERMAL TECHNOLOGIES INC., an Illinois corporation

By: [Signature]
Title: _____

BANK OF AMERICA N.T. & S.A.

By: [Signature]
Title: _____
KAREN L. PURCELL
Senior Vice President

PREPARED BY AND UPON RECORDING RETURN TO:

Martin I. Behn, Esq.
Schwartz, Cooper, Greenberger & Krauss
180 N. LaSalle, Ste. 2700
Chicago, Illinois 60601
Box No. 341

[Signature]
DAN MADLANSACAY
Vice President

RCW
(cc)
[Initials]

UNOFFICIAL COPY

EXHIBIT A

**WORLD TRADE CENTER CHICAGO, L.L.C.
SCHEDULE A
TO OPERATING AGREEMENT**

Legal Description of the Land

Parcel 1

Lots 1 through 15, both inclusive, and Lot 17 in Wolf Point, being a Resubdivision of Lots and parts of Lots, in Blocks 6, 7, 14, and 15, in the original Town of Chicago, together with parts of vacated alleys and streets and adjoining lands, all in Section 9, Township 39 North, Range 14, East of the Third Principal Meridian, in Cook County, Illinois.

Street Address: 350 North Orleans Street, Chicago, Illinois

PIN:

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