

MEMORANDUM OF AGREEMENT

THIS MEMORANDUM is made by UNICOM THERMAL TECHNOLOGIES INC., an Illinois corporation (the "Supplier"), and ALLEGIANCE TELECOM OF ILLINOIS, INC. (the "Customer"). Reference is hereby made to that certain Chilled Water Service Agreement dated as of June 7, 1999 (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 140 South Dearborn Street, Suite 220, Chicago, Illinois, and legally described in the manner set forth on Exhibit A attached hereto (the "Property").



Above Space for Recorder's Use Only

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.

UNOFFICIAL COPY

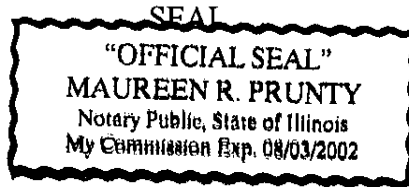
STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, MAUREEN R. PRUNTY, a Notary Public in and for said County, in the State aforesaid, do hereby certify that JOHN P. MITOLA, the V.P. + G.M. 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 V.P. + G.M., 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 17th day of JUNE, 1999.

Maureen R. Prunty

STATE OF ~~ILLINOIS~~ TEXAS)
) SS.
COUNTY OF DALLAS)



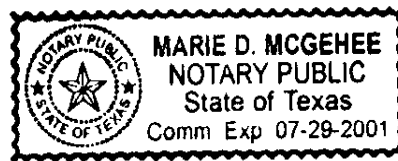
I, MARIE D. MCGHEE, a Notary Public in and for said County, in the State aforesaid, do hereby certify that DAN YOST, the PRESIDENT + COO of ALLEGIANCE TELECOM OF ILLINOIS, INC., who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such DAN YOST, 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 17th day of JUNE, 1999.

Marie D. McGehee

SEAL

Prepared by and after recording return to:
Schwartz, Cooper, Greenberger & Krauss
180 North LaSalle Street, Suite 2700
Chicago, Illinois 60601
Attn: Martin I. Behn, Esq.



Box 34
-3-

IN WITNESS WHEREOF, Supplier and Customer have executed this instrument as of the day and year set forth below.

Dated: June 7, 1999

UNICOM THERMAL TECHNOLOGIES
INC., an Illinois corporation

By: [Signature]
Title: [Signature]

ALLEGIANCE TELECOM OF
ILLINOIS, INC.

By: [Signature]
Title: President

6/7/99

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Property of Cook County Clerk's Office

EXHIBIT A

Legal Description of Premises

A portion of the second floor designated as Suite 220 in the building commonly known as The Marquette Building, 140 S. Dearborn Street, Chicago, Illinois 60603, and legally described as follows:

Parcel 1:

Lots 5 and 6 in Block 120 in School Section Addition to Chicago (excepting therefrom the East 40 feet of said Lot 5 taken for the opening of Dearborn Street and except the North 9 feet of said Lots 5 and 6 taken for or used for an alley, also excepting therefrom the West 26 feet of the South 100 feet of Lot 6 aforesaid), in Section 16, Township 39 North, Range 14, East of the Third Principal Meridian, in Cook County, Illinois.

Parcel 2:

The West 26 feet of the South 100 feet of Lot 6 in Block 120 in School Section Addition to Chicago Section 16, Township 39 North, Range 14 East of the Third Principal Meridian, in Cook County, Illinois.

Street Address: Suite 220, 140 South Dearborn
Chicago, Illinois

P.I.N.:

Lot #6
17-16-212-007-0000
Lot #7
17-16-212-008-0000

Proposed by Cook County Clerk's Office