

Mail to:
Linda V. Hill-Everett
Senior Real Estate Counsel
Norfolk Southern Corporation
Suite 1702, One Georgia Center
600 West Peachtree Street, NW
Atlanta, Ga. 30308-3603

Name and Address of Taxpayer:

Pennsylvania Lines, LLC
c/o Norfolk Southern Railway Company
110 Franklin Road, SE
Roanoke, Va. 24042-0028

0010907238

7968/0054 30 001 Page 1 of 13
2001-09-28 12:59:17
Cook County Recorder 45.50



RERECORDED TO REFLECT CHAIN OF TITLE

QUITCLAIM DEED

WHEREAS, as a part of a plan of corporate reorganization, and in accordance with the Decision and Order of the U. S. Surface Transportation Board, dated as of July 23, 1998, in Finance Docket No. 33388, Railroad Control Application, Grantor and Grantee, (as both are hereinafter defined) through parent and/or affiliated corporations have agreed to exchange certain real estate interests, including lines of railroad thereon, in several states within the United States, such that the exchange thereof shall not constitute a direct cash sale of any real estate to either, but shall constitute a tax free, like-kind exchange of property held for productive use in a trade or business or for investment within the meaning of Section 1031 of the Internal Revenue Code (Title 26, U. S. C.), 1986, as amended;

NOW THEREFORE THIS INDENTURE WITNESSETH, that **PENNSYLVANIA LINES LLC**, a Delaware limited liability company (herein "Grantor"), whose tax mailing address is c/o Norfolk Southern Railway Company, 110 Franklin Road, SE, Roanoke, Va. 24042-0028, in consideration of the previously described exchange and pursuant to authority given by the Board of Managers of said limited liability company, does **RELEASE, REMISE and QUITCLAIM** unto **NORFOLK SOUTHERN RAILWAY COMPANY**, a Virginia corporation, whose tax mailing address is 110 Franklin Rd., SE, Roanoke, VA 24042-0028, its successors and assigns (herein "Grantee") all of its interests in the Real Estate situated in the **County of Cook, State of Illinois**, substantially as shown on Exhibit A and more particularly described on Exhibit B, attached hereto an made a part hereof (hereinafter "Property").

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TOGETHER with, in "as is, where is" condition and without any express or implied warranty, as to condition or fitness for any purpose, all of Grantor's right, title, and interest in the road bed, tracks, sidings, industrial tracks, ballast, ties, switches, depots, yards, storage and parking areas, culverts, bridges, tunnels, buildings, structures, communication and signal facilities, fixtures, improvements and all other railroad appurtenances or associated structure located upon or extending from or appurtenant to the Property.

TOGETHER with all air rights, water rights, mineral rights, timber rights, rights to cross public roads, fiber optic rights, rights of repurchase or reversion and easements or franchises in any way appertaining to the Property.

TO HAVE AND TO HOLD the Property all mentioned and described herein and the estate, right, title, line, interest and claim whatsoever of Grantor therein, either in law or in equity (other than excepted above) UNTO the property use, benefit and enjoyment of Grantee, Grantee's successors and assigns, including the continuation of operation of a line of railroad thereon forever.

SUBJECT, however, to any conditions, restrictions, reservations, agreements, leases, encroachments, licenses or easements, whether or not of record.

THIS INSTRUMENT is executed and delivered by Grantor and accepted by grantee subject to the covenants set forth herein which shall be deemed part of the consideration of this conveyance and shall be in lieu of any rights, rule, law, custom or statute of the State of Illinois now or hereafter in force with respect to any covenants.

IN WITNESS WHEREOF, PENNSYLVANIA LINES LLC pursuant to due authority has caused its name to be hereunto subscribed, effective as of the 1st day of June, 1999.



PENNSYLVANIA LINES LLC

By William J. Romig
William J. Romig
Title: Vice President

Mail to:
Bruce C. Spitzer
Metge, Spitzer & Kreid
33 North LaSalle Street, Suite 2700
Chicago, IL 60602-2605

Send Subsequent Tax Bills to:
Pennsylvania Lines, LLC
Taxation Department
110 Franklin Road, SE
Roanoke, VA 24042-0028

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Property of Cook County Clerk's Office



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CITY OF NORFOLK)
)
COMMONWEALTH OF VIRGINIA)

I, the undersigned, a Notary Public in and for said City, in the Commonwealth aforesaid, DO HEREBY CERTIFY that William J. Romig, personally known to me to be the Vice President of PENNSYLVANIA LINES LLC , a Delaware limited liability company, and D. M. Martin, personally known to me to be the Secretary of said corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such Vice President and Secretary, they signed and delivered the said instrument as Vice President and Secretary of said limited liability company, and as the free and voluntary act and deed of said limited liability company, for the uses and purposes therein set forth.

GIVEN under my hand and seal this 19th day of October, 2000.

Sandra J. Korby

Notary Public



My Commission expires:

MARCH 31, 2002

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2/11/2014

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EXEMPTION STATEMENT

Exempt under the provisions of Paragraph (k), Section 4, Illinois Real Estate Transfer Tax Act, in that no money or monies worth was paid by either party to the other.

Exempt under provisions of Paragraph (4), (A), Section 39-106. City of Chicago Heights Real Estate Transfer Tax Ordinance.

Date:

By Linda V. Hill-Everett
Linda V. Hill-Everett
Senior Real Estate Counsel

This instrument prepared by:
Linda V. Hill-Everett
Senior Real Estate Counsel
Norfolk Southern Corporation
Suite 1702, One Georgia Center
600 West Peachtree Street, NW
Atlanta, Georgia 30308-3603

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EXHIBIT A

PIN'S AND LEGAL DESCRIPTIONS

10907238

PIN	Description	Section	Township	Range	Area
33-05-501-001	Penn R.R. R/W thru N $\frac{1}{2}$ frac'l NE $\frac{1}{4}$	6	35	15	
33-29-500-001	R/W N $\frac{1}{2}$	29	35	15	12.47 acs
33-30-500-003	Michigan Central RR ROW across the N $\frac{1}{2}$ (ex W $\frac{1}{2}$ NW $\frac{1}{4}$)	30	35	15	
33-30-500-002	Michigan Central RR ROW in the W $\frac{1}{2}$ N $\frac{1}{4}$	30	35	15	
32-25-500-004	R/W in E $\frac{1}{2}$ NE $\frac{1}{4}$	25	35	14	3.08 acs
32-25-500-003	R/W in E $\frac{1}{2}$ NW $\frac{1}{4}$ NE $\frac{1}{4}$	25	35	14	1.54 acs
32-25-500-002	R/W in W $\frac{1}{2}$ NW $\frac{1}{4}$ NE $\frac{1}{4}$	25	35	14	1.50 acs
32-25-500-001	R/W in N $\frac{1}{2}$ NW $\frac{1}{4}$	25	35	14	6.09 acs
32-26-500-001	R/W thru N $\frac{1}{2}$	26	35	14	6.02 acs
32-27-500-001	Joliet & Northern RR R/W in N $\frac{1}{2}$	27	35	14	4.76 acs
32-21-503-002	(Ex W 152.6 ft) RR R/W thru SE $\frac{1}{4}$ Sec 21 & (ex W 152.6 ft) N 24 ft NE $\frac{1}{4}$ sec	28	35	14	
32-21-503-003	(Ex prt wly of E ln of East End Ave extd swly) 100ft RR R/W thru SW $\frac{1}{4}$ sec	21	35	14	

EXHIBIT B

SEGMENT A

DESCRIPTION OF PROPERTY AT AND IN COOK COUNTY, ILLINOIS
FEDERAL INFORMATION PROCESSING SYSTEM NUMBER 17031
PENN CENTRAL JOLIET BRANCH, LINE CODE 3233

ALL THAT CERTAIN property of the Grantor, being the line of railroad situate in the City of Chicago, Cook County and State of Illinois known as the Penn Central Joliet Branch and identified as Line Code 3233 in the Recorders Office of Cook County, Illinois in Document Number 24586172 being further described as follows:

All right, title and interest of Grantor in that line of railroad being a portion of the former Joliet and Northern Indiana Railroad Company, being known as the Penn Central Joliet Branch, comprised of land and right of way for main tracks, branch lines, sidings and other appurtenant railroad facilities lying and being in Cook County, Illinois, being further identified as USRA Line Code 3233 as described in deed from Joliet and Northern Indiana Railroad Company to Consolidated Rail Corporation, as recorded on August 16, 1978, with the Office of the Recorder of Deeds for Cook County, Illinois, as Document No. 24586172, and being more particularly described as follows:

BEGINNING at a point on the track centerline of said railroad at the common boundary line between Lake County, Indiana and Bloom Township, Cook County, Illinois, said point being located at Railroad Valuation Station 826+35 as shown on Railroad Valuation Map V-2-A-Illinois/1; thence, with said railroad in a general westerly direction with a strip of land of varying width on each side of the centerline of track of said railroad for a distance of 27,300 feet, more or less, to the point of ending, said point being located at Railroad Valuation Station 1099+35, more or less, as shown on Railroad Valuation Map V-2-A-Illinois/4, said point also being at the easterly line of that property conveyed by Consolidated Rail Corporation to Chicago Heights Steel Company by deed dated April 18, 1994 (Case No. 70007). Said line of railroad being substantially as shown on Railroad Valuation Maps V-2-A-Illinois/1 through V-2-A-Illinois/4, inclusive, attached hereto and made a part hereof.

BEING a part the same premises which Joliet and Northern Indiana Railroad Company and recorded August 16, 1978 in the Recorder's Office of Cook County, Illinois in Document Number 24586172 granted and conveyed unto Consolidated Rail Corporation.

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Chicago & Northern Indiana Railroad Company
Penn Central Joliet Branch

10907238

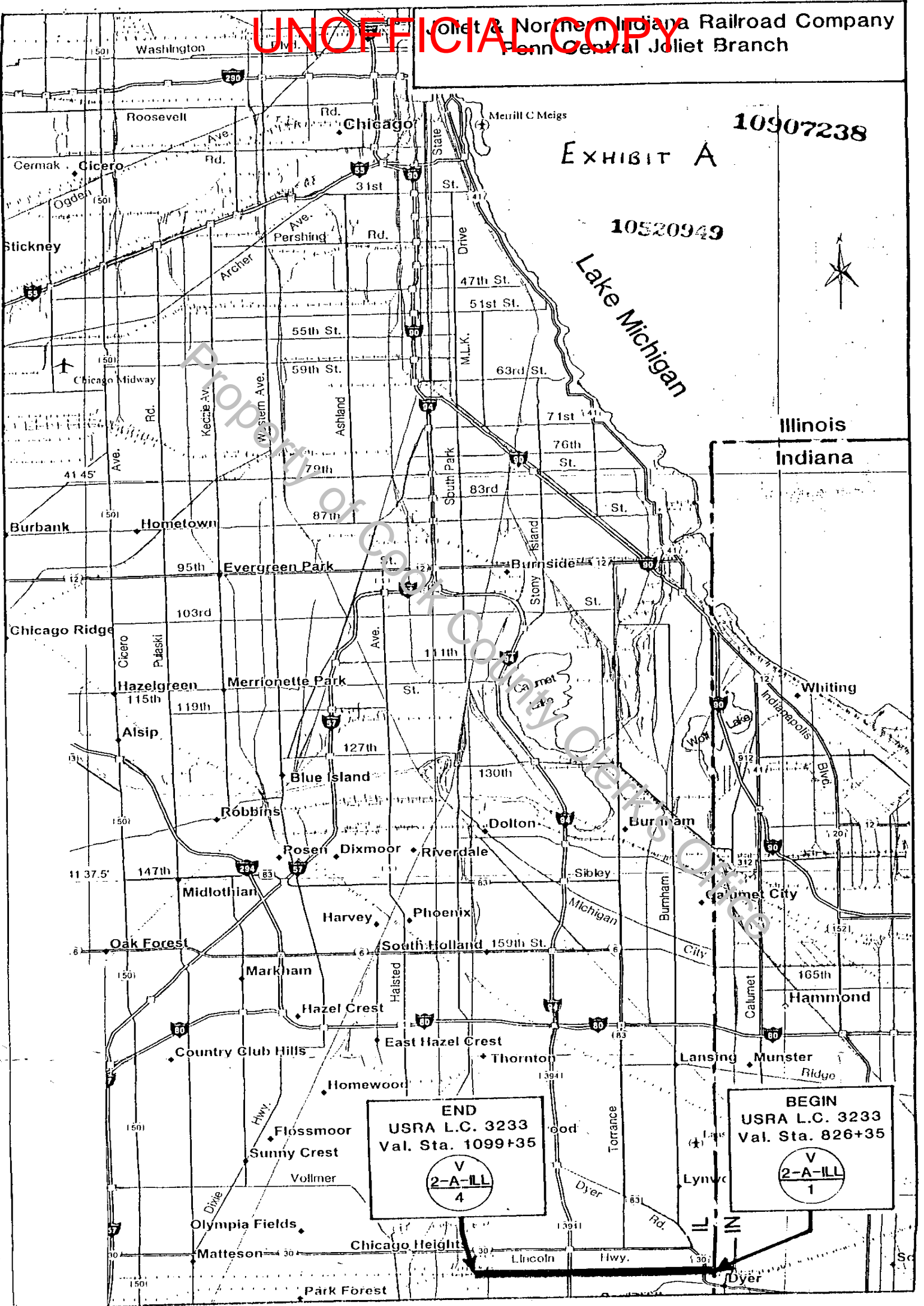
EXHIBIT A

10520949

Lake Michigan



Illinois
Indiana



END
 USRA L.C. 3233
 Val. Sta. 1099+35

V
 2-A-ILL
 4

BEGIN
 USRA L.C. 3233
 Val. Sta. 826+35

V
 2-A-ILL
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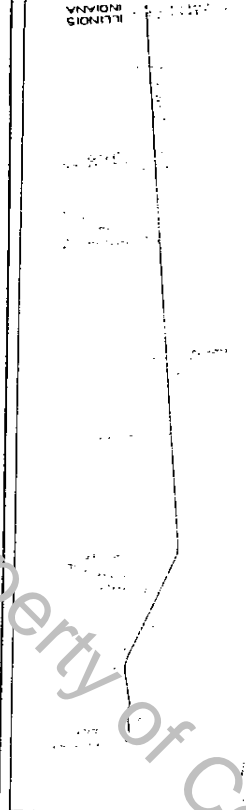
Property of Cook County Clerk's Office

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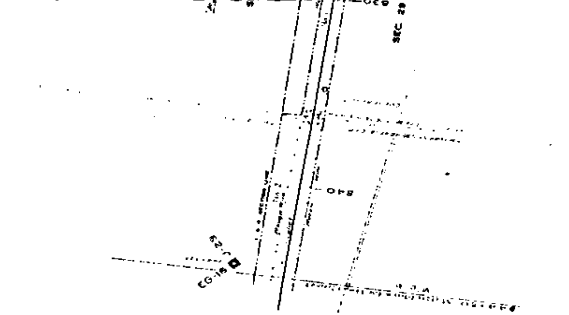


PROPERTY OF COOK COUNTY
CLERK'S OFFICE
10520949
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COOK CO. ILL.
BLOOM TWP.
T. 33 N. R. 15 E.

LAKE CO. INDIANA
ILLINOIS

RAVINE LAKE



3233002

RIGHT OF WAY & TRACK MAP
MAINT. & IMPROVEMENT RECORD
THE MICHIGAN CENTRAL RAILROAD CO.
JOLLY BRANCH
JULY 1911

LC 3233 110 1/2 (C.O. 13 452)



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RIGHT OF WAY & TRUCK RAMP
PLANS FOR THE
MICHIGAN CENTRAL RAILROAD CO.

THE MICHIGAN CENTRAL RAILROAD CO.
ALLEN BRANCH
MICHIGAN

SCALE: AS SHOWN
DATE: 1911
BY: J. H. HARRIS

11 5255 MD 160100 US 4571

SCHEDULE OF DISTRICTS

DISTRICT	SECTION	ACRES
1	19	36.00
1	20	36.00
2	19	36.00
2	20	36.00
3	19	36.00
3	20	36.00
4	19	36.00
4	20	36.00
5	19	36.00
5	20	36.00
6	19	36.00
6	20	36.00
7	19	36.00
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97	19	36.00
97	20	36.00
98	19	36.00
98	20	36.00
99	19	36.00
99	20	36.00
100	19	36.00
100	20	36.00

COOK CO. ILL.
BLOOM TWP.
T. 35 N., R. 15 E.

COOK CO. ILL.
BLOOM TWP.
T. 35 N., R. 14 E.

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3239003



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V7 P28 F.I.
RIGHT OF WAY & TRAIL MAP
PART 3 - BLOOM TWP. BLOOM TWP. ILL.

THE MICHIGAN CENTRAL RAILROAD CO.

NO.	SECTION	ACRES	OWNER	REMARKS
1	21	36.00	...	...
2	22	36.00	...	...
3	23	36.00	...	...
4	24	36.00	...	...
5	25	36.00	...	...
6	26	36.00	...	...
7	27	36.00	...	...
8	28	36.00	...	...
9	29	36.00	...	...
10	30	36.00	...	...
11	31	36.00	...	...
12	32	36.00	...	...
13	33	36.00	...	...
14	34	36.00	...	...
15	35	36.00	...	...
16	36	36.00	...	...
17	37	36.00	...	...
18	38	36.00	...	...
19	39	36.00	...	...
20	40	36.00	...	...

COOK CO. ILL.
BLOOM TWP.
T. 28 N. R. 14 E.

V7 P28 F.I.M.P. 2-A/3

Property of Cook County Clerk's Office

1. The right of way for the Michigan Central Railroad is shown by a double line with a center line. The width of the right of way is 100 feet.

2. The right of way for the Bloom Township is shown by a single line. The width of the right of way is 100 feet.

3. The right of way for the Bloom Township is shown by a single line. The width of the right of way is 100 feet.

4. The right of way for the Bloom Township is shown by a single line. The width of the right of way is 100 feet.

5. The right of way for the Bloom Township is shown by a single line. The width of the right of way is 100 feet.

6. The right of way for the Bloom Township is shown by a single line. The width of the right of way is 100 feet.

7. The right of way for the Bloom Township is shown by a single line. The width of the right of way is 100 feet.

8. The right of way for the Bloom Township is shown by a single line. The width of the right of way is 100 feet.

9. The right of way for the Bloom Township is shown by a single line. The width of the right of way is 100 feet.

10. The right of way for the Bloom Township is shown by a single line. The width of the right of way is 100 feet.

3233004

3

CC 3233 MP 10 20 0 154521

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Pin Numbers

SEGMENT A
VERY SOUTH ENDBLOOM TWP
33 5 501 001

10907238

NS JOLIET BRANCH

BLOOM
33 29 500 001
33 30 500 003
33 30 500 002
32 25 500 004
32 25 500 3,2,1
32 26 500 001
32 27 500 001
32 21 503 002
32 21 503 003



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EUGENE "GENE" MOORE

10520943

RECORDER OF DEEDS / REGISTRAR OF TORRENS TITLES
COOK COUNTY, ILLINOIS

GRANTOR/GRANTEE STATEMENT

The Grantor or his Agent affirms that, to the best of his knowledge, the name of the Grantor shown on the Deed or Assignment of Beneficial Interest in a land trust is either a natural person, an Illinois corporation or foreign corporation authorized to do business or acquire and hold title to real estate in Illinois, a partnership authorized to do business or acquire and hold title to real estate in Illinois, or other entity recognized as a person and authorized to do business or acquire title to real estate under the laws of the State of Illinois.

Dated June 14, 20 01

Signature: Marvin F. Metzger
Grantor or Agent

Subscribed and sworn to before me
By the said Agent
This 14 day of June 20 01
Notary Public Monika Piatek



10907238

The Grantee or his Agent affirms and verifies that the name of the Grantee shown on the Deed or Assignment of Beneficial Interest in a land trust is either a natural person, an Illinois corporation or foreign corporation authorized to do business or acquire and hold title to real estate in Illinois, a partnership authorized to do business or acquire and hold title to real estate in Illinois, or other entity recognized as a person and authorized to do business or acquire and hold title to real estate under the laws of the State of Illinois.

Dated June 14, 20 01

Signature: Marvin F. Metzger
Grantor or Agent

Subscribed and sworn to before me
By the said Agent
This 14 day of June 20 01
Notary Public Monika Piatek



NOTE: Any person who knowingly submits a false statement concerning the identity of a Grantee shall be guilty of a Class C misdemeanor for the first offense and of a Class A misdemeanor for subsequent offenses.

(Attach to Deed or ABI to be recorded in Cook County, Illinois, if exempt under the provisions of Section 4 of the Illinois Real Estate Transfer Tax Act.)