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5054/0233 45 801 Page 1 of 6 2003-02-06 15:03:52 Cook County Recorder 34.50

THIS DOCUMENT PREPARED BY AND MAIL RECORDED DOCUMENT TO:

Bryan Cave LLP 211 North Broadway, Suite 3600 St. Louis, Missouri 63102-2750 Attention: Travis J. Almandinger





SPACE ABOVE THIS LINE IS FOR RECORDER'S USE ONLY

TERMINATION OF TAX PARCEL DIVISION AGREEMENT

THIS TERMINATION OF TAX PARCEL DIVISION AGREEMENT (the "Termination") is entered into as of the **2774** day of January, 2003 by and between INDUSTRIAL MOTION CONTROL, LLC, a Delaware limited liability company (f/k/a Commercial Cam Co., LLC until March 15, 2002, as successor by conversion to limited liability company of Commercial Cam Co., Inc., a Delaware corporation, effective September 25, 2001) ("IMC"), and JONES ELGIN I, LLC, an Illinois limited liability company ("Jones").

WHEREAS, IMC and Wolf Point Center, L.P., an Illinois limited partnership ("Wolf"), entered into that certain Tax Parcel Division Agreement, dated July 16, 2001 (the "Agreement"), providing for the allocation and payment of real estate taxes relating to the property described in Exhibit A attached hereto and incorporated forming by reference (the "IMC Property") and the property described in Exhibit B attached hereto and incorporated herein by reference (the "Jones Property") until such time as separate real estate tax identification numbers are assigned to each of the respective properties.

WHEREAS, IMC and Wolf entered into that certain Memorandum of Tax Parcel Division Agreement, dated October 10, 2002, and recorded in the Office of the Recorder of Deeds of Cook County, Illinois on October 11, 2002 as Document No. 0021120747 (the "Memorandum").

WHEREAS, Jones is the successor in interest to Wolf under the Agreement and the Memorandum pursuant to its acquisition of the Jones Property, as evidenced by that certain Special Warranty Deed, dated October 17, 2002, and recorded in the Office of the Recorder of Deeds of Cook County, Illinois on October 17, 2002 as Document No. 002113830 and Special Warranty Deed, dated October 17, 2002, and recorded in the Office of the Recorder of Deeds of Cook County, Illinois on October 17, 2002 as Document No. 002113831.

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WHEREAS, IMC and Jones desire to enter into this Termination to terminate the Agreement and the Memorandum, to release the parties from their obligations thereunder, and to remove the Agreement and the Memorandum as an encumbrance from to IMC Property and the Jones Property.

NOW, THEREFORE, for and in consideration of the sum of Ten Dollars (\$10.00), and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the parties and in further consideration of the mutual agreements herein set forth, the parties hereby agree as follows:

- Termination and Release. Upon filing this Termination in the Office of the Recorder of Decds of Cook County, Illinois, the Agreement and the Memorandum shall terminate, shall be deemed null and void and of no further force and effect, neither IMC nor Jones shall have any further liabilities or obligations thereunder, and the IMC Property and the Jones Property shall no longer be encumbered thereby. IMC and Jones do each hereby fully and forever waive, remise, release and discharge the other party, any of their affiliated entities and their respective members, managers, employees, officers, shareholders, agents and partners, successors and assigns from any and all claims, amounts, liability, loss, expenses, causes of action and judgments arising out of or in connection with the Agreement and the Memorandum.
- 2. <u>Complete Agreement</u>. This Termination contains the entire agreement and understanding of the Parties relative to the subject matter hereof and supersedes the Agreement, the Memorandum, and all other such agreements and understandings, if any, oral or in writing.
- 3. Governing Law. This Termination shall be construed, interpreted and enforced in all respects in accordance with the laws of the State of Illinois.
- 4. <u>Counterparts</u>. This Termination may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

[Signature pages follow.]

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IN WITNESS WHEREOF, the parties hereto have executed and delivered this Termination as of the day and year first above written.

INDUSTRIAL MOTION CONTROL, LLC, a Delaware limited liability company

By: Industrial Motion Control Holdings, LLC a Delaware limited liability company,

By: Emerson Electric Co. a Missouri corporation, Member

STATE OF Missouri)
SS.
COUNTY OF Shows)

I, the undersigned, a Notary Public for said County and State, do hereby certify that Landoley II., personally known to me to be the landoley of Emerson Electric Co., the authorized member of Industrial Motion Control, Holdings, LLC, the sole member of Industrial Motion Control, LLC, a Delaware limited liability, company, and personally known to me to be the same person whose name is subscribed to the toregoing instrument, appeared before me this day in person and acknowledged that as such officer he signed and delivered the said instrument pursuant to authority given by the members and/or caragers of said limited liability company as the free and voluntary act and deed of said limited liability company, for the uses and purposes therein set forth.

WITNESS my hand and notarial seal or stamp, this 29 day of January, 2003.

My commission expires:

CAROL ANN HOLLENBERG Notary Public - Notary Seal STATE OF MISSOURI St. Louis City

My Commission Expires: May 17, 2005

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	By: Name: New Person Title: Menson
STATE OF <u>Missouri</u>) COUNTY OF Jackson)	SS:
I, the undersigned a Notary Public in and for said County and State, do hereby certify that Keylin R. Jones —, personally known to me to be the Managery Member of Jones Elgin I, LLC, an Illinois limited liability company, and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such officer, he signed and delivered the said instrument pursuant to authority given by the members and/or managers of said limited liability company as the free and voluntary act and deed of said limited liability company, for the uses and purposes therein set forth.	
WITNESS my hand and notarial seal or stamp, this 22 nd day of January, 2003. Notary Public	
My commission expires:	C) ₂
4/30/2006	
"NOTARY SEAL" Karen M. Samuelson, Notary Public Jasksan County, State of Missouri My Commission Expires 4/30/2006	

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EXHIBIT A

LOT 1 IN EMERSON ELECTRIC CO. RESUBDIVISION NO. 2, A RESUBDIVISION IN THE NORTHEAST QUARTER OF SECTION 23, TOWNSHIP 42 NORTH, RANGE 11 EAST OF THE THIRD PRINCIPAL MERIDIAN PER THE FINAL PLAT OF SUBDIVISION RECORDED AS DOCUMENT 0010524185 IN COOK COUNTY, ILLINOIS.

COMMONLY KNOWN AS 1444 SOUTH WOLF ROAD, WHEELING, ILLINOIS.

ENT 1.

Probably Of Cook County Clark's Office PERMANENT PARCEL NUMBER: 03-23-201-008-0000

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EXHIBIT B

LOT 2 IN EMERSON ELECTRIC CO. RESUBDIVISION NO. 2, A RESUBDIVISION IN THE NORTHEAST QUARTER OF SECTION 23, TOWNSHIP 42 NORTH, RANGE 11 EAST OF THE THIRD PRINCIPAL MERIDIAN PER THE FINAL PLAT OF SUBDIVISION RECORDED AS DOCUMENT 0010524185 IN COOK COUNTY, ILLINOIS.

COMMONLY KNOWN AS 1424 SOUTH WOLF ROAD, WHEELING, ILLINOIS.

ENT Pr.

Proposition of Cook Country Clark's Office PERMANENT PARCEL NUMBER: 03-23-201-009-0000

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