

87093526

Prepared by, and when recorded, return to:

87093526

Paul S. Maurer, Esq.
Mayer, Brown & Platt
600 17th Street, #2800
Denver, Colorado 80202

BOX 931-BV

QUIT CLAIM DEED

#47.00

THIS DEED is made this 31st day of December, 1986, between JOANNA WESTERN MILLS COMPANY, a Delaware corporation ("Grantor"), 2141 South Jefferson Street, Chicago, Cook County, Illinois 60616, and JOANNA WESTERN INDUSTRIAL PRODUCTS, INC., a Delaware corporation ("Grantee"), 2141 South Jefferson Street, Chicago, Cook County, Illinois 60616.

WITNESSETH, that the Grantor, for and in consideration of the sum of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, has remised, released, sold, conveyed and quitclaimed, and by these presents does hereby remise, release, sell, convey and quitclaim unto the Grantee and its successors and assigns, forever, all the right, title, interest, claim and demand which the Grantor has in and to the real property, together with any and all improvements thereon, situated, lying and being in the County of Cook, State of Illinois, more particularly described in Exhibit A attached hereto and made a part hereof.

TO HAVE AND TO HOLD the same, together with all and singular the appurtenances and privileges thereunto belonging or in any way thereunto appertaining, and all the estate, right, title, interest and claim whatsoever of the Grantor, either in law or equity, to the only proper use, benefit and behoof of the Grantee and its successors and assigns forever.

THIS IS A CONVENIENCE DEED ONLY, TO REFLECT THE MERGER OF GRANTOR INTO GRANTEE PURSUANT TO THE AGREEMENT OF MERGER ATTACHED HERETO AS EXHIBIT B AND MADE A PART HEREOF.

Exempt under provisions of Paragraph (i), Section 4, Real Estate Transfer Tax Act.

February 12, 1987 Valda P. Stefan Buyer, Seller or Representative

Exempt under provisions of Paragraph (i), Section 4, Cook County Transfer Tax Ordinance.

February 12, 1987 Valda P. Stefan Buyer, Seller or Representative

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10-71-392 D3

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800 17th Street, #2000
Denver, Colorado 80202
Mayer Brown & Pinner
Paul S. Manner, Esq.

#470

OUT (LAW FIRM)

THIS DEED IS MADE THIS 25th day of December, 1999, by and between the undersigned, DELAWARE CORPORATION (DELAWARE), a corporation organized under the laws of the State of Illinois, and JAMES WATSON, an individual residing at 1113 South Harrison Street, Chicago, Cook County, Illinois 60605.

WITNESSETH that the above named parties, being of legal age and sound mind, and being duly qualified to execute the same, have entered into this deed for the purpose of conveying to the undersigned, DELAWARE, all that certain parcel of land, together with all the improvements thereon, situated in Cook County, Illinois, and being more particularly described as follows: ...

TO HAVE AND TO HOLD the above described premises, together with all the improvements thereon, unto the undersigned, DELAWARE, and the heirs, assigns, executors, administrators, and assigns of the undersigned, DELAWARE, forever.

87033388

800 17th Street

Vertical text on the left margin, including "Cook County Clerk's Office" and other administrative markings.

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IN WITNESS WHEREOF, the Grantor has caused this deed to be executed on the date set forth above.

JOANNA WESTERN MILLS COMPANY,
a Delaware corporation

By: H. Wilson Trentman
Title Assistant Treasurer



ATTEST: [Corporate Seal]

By: B. A. Pentaris Jr.
Assistant Secretary

STATE OF Illinois)
COUNTY OF Cook) SS.

The foregoing instrument was acknowledged before me this 31st day of December, 1986 by H. Wilson Trentman, the Assistant Treasurer and B. A. Pentaris Jr., the Assistant Secretary Secretary of Joanna Western Mills Company, a Delaware corporation, on behalf of said corporation.

Witness my hand and official seal.

Paul W. Jennings
Notary Public
Address: 4052 N. 63rd St
Chgo, IL 60629

My commission expires: 5/30/88

COOK COUNTY, ILLINOIS
FILED FOR RECORD

1987 FEB 17 PM 2:54

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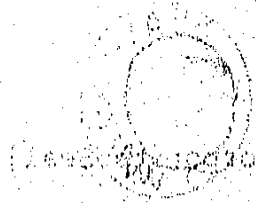
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IN WITNESS WHEREOF, the Grantor has caused this deed to be executed on the date set forth above.

ARMADA WESTERN MILLS COMPANY
a Delaware corporation

[Signature]

President



ARMADA WESTERN MILLS COMPANY

Notary Public

STATE OF ILLINOIS
COUNTY OF COOK

The above described premises are hereby granted, sold and conveyed unto the said Armada Western Mills Company, a Delaware corporation, for and in consideration of the sum of \$100,000.00 (one hundred thousand dollars) to the said Armada Western Mills Company, a Delaware corporation, to have and to hold unto the said Armada Western Mills Company, a Delaware corporation, its heirs, assigns and assigns forever.

Witness my hand and the seal of said County on this 15th day of March, 1934.

[Signature]
Notary Public
Address: _____

My commission expires _____

2500250

8703328

1934 FEB 15 11 34 AM



Property of Cook County Clerk's Office

EXHIBIT A

Property situated in Cook County, Illinois, described as follows:

PARCEL 1:

ALL THAT PART LYING WEST OF CANAL STREET EXTENDED OF LOT 3 AND 4 OF BLOCK 35 IN THE CANAL TRUSTEES' SUBDIVISION OF THE WEST 1/2 AND THAT PART OF THE SOUTH EAST 1/4 LYING WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER, ALL IN SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN;

PARCEL 2:

LOT 3 IN BLOCK 35 IN THE CANAL TRUSTEES SUBDIVISION OF THE WEST 1/2 OF SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, AND SO MUCH OF THE SOUTH EAST 1/4 AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER (EXCEPT THE FOLLOWING, TO WIT: THAT STRIP OR PART OF LOT 5, AFORESAID, LYING SOUTH EASTERLY OF A LINE DRAWN FROM AND BEGINNING AT A POINT IN THE SOUTHWESTERLY LINE OF SAID LOT 5, 194.95 FEET SOUTH EASTERLY OF AND DISTANT FROM THE NORTH WEST CORNER OF SAID LOT 5, MEASURED ALONG SAID SOUTH WESTERLY LINE, RUNNING THENCE NORTH EASTERLY TO A POINT ON THE NORTH EASTERLY LINE OF SAID LOT 5, 169.38 FEET SOUTH EASTERLY OF AND DISTANT FROM THE NORTH EAST CORNER OF SAID LOT 5, MEASURED ALONG SAID NORTH EASTERLY LINE);

PARCEL 3:

ORIGINAL LOTS 6 AND 7 AND THE NORTHERLY ONE FOOT OF ORIGINAL LOT 8 (EXCEPT THAT PART CONVEYED TO THE SANITARY DISTRICT OF CHICAGO BY DEED RECORDED JULY 10, 1902 AS DOCUMENT 3268497) AND ORIGINAL LOT 8 (EXCEPT THE NORTH 1 FOOT THEREOF CONVEYED BY THOMAS STINSON AND WIFE TO BENJAMIN W. THOMAS BY DEED DATED JUNE 27, 1853 AND RECORDED JANUARY 9, 1854 IN BOOK 72, PAGE 205, ALSO EXCEPT THAT PORTION THEREOF CONVEYED TO SANITARY DISTRICT OF CHICAGO BY DEED DATED MAY 27, 1902 AND RECORDED JUNE 12, 1902 AS DOCUMENT 3258001 IN BOOK 790, PAGE 168) ALL OF THE LOTS AFORESAID BEING IN BLOCK 35 IN THE CANAL TRUSTEES SUBDIVISION OF THE WEST 1/2 AND THAT PART OF THE SOUTH EAST 1/4 LYING WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER OF SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN;

PARCEL 4:

LOTS 24 TO 31 IN O. M. DORMAN'S SUBDIVISION OF THAT PART SOUTH OF THE NORTHERN 3 ACRES OF LOT 2 IN BLOCK 37 IN CANAL TRUSTEES' SUBDIVISION OF THE WEST 1/2 AND SO MUCH OF THE SOUTH EAST 1/4 AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER OF SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN;

PARCEL 5:

LOT 3 IN BLOCK 37 IN CANAL TRUSTEES SUBDIVISION OF THE WEST 1/2 AND SO MUCH OF THE SOUTH EAST 1/4 AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER IN SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN;

PARCEL 6:

LOT 13 (EXCEPT THE NORTH 16 FEET AND EXCEPT THE EAST 11 FEET THEREOF), LOT 16 (EXCEPT THE EAST 11 FEET THEREOF), LOTS 19 TO 22, 25 TO 28, 31 TO 34, 37 TO 40, 43 TO 46, 49 TO 52, 55 TO 58, AND 61 TO 64
AND
ALL OF THE NORTH SOUTH 14 FEET VACATED ALLEY LYING WEST OF AND ADJOINING LOTS 20, 21, 26, 27, 32, 33, 38, 39, 44, 45, 50, 51, 56, 57,

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EXHIBIT A

Property situated in Cook County, Illinois, described as follows:

PARCEL 1

ALL THAT PART OF THE EAST HALF OF SECTION 12, TOWNSHIP 33 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, CHICAGO RANGE, IN COOK COUNTY, ILLINOIS, BEING THE EAST HALF OF THE EAST HALF OF SAID SECTION 12, AS SHOWN ON THE PLAT OF THE CHICAGO RAILROAD AND THE CHICAGO AND NORTH WESTERN RAILROAD, BEING THE EAST HALF OF THE EAST HALF OF SAID SECTION 12, AS SHOWN ON THE PLAT OF THE CHICAGO RAILROAD AND THE CHICAGO AND NORTH WESTERN RAILROAD.

PARCEL 2

ALL THAT PART OF THE WEST HALF OF SECTION 12, TOWNSHIP 33 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, CHICAGO RANGE, IN COOK COUNTY, ILLINOIS, BEING THE WEST HALF OF THE WEST HALF OF SAID SECTION 12, AS SHOWN ON THE PLAT OF THE CHICAGO RAILROAD AND THE CHICAGO AND NORTH WESTERN RAILROAD, BEING THE WEST HALF OF THE WEST HALF OF SAID SECTION 12, AS SHOWN ON THE PLAT OF THE CHICAGO RAILROAD AND THE CHICAGO AND NORTH WESTERN RAILROAD.

PARCEL 3

ALL THAT PART OF THE EAST HALF OF SECTION 13, TOWNSHIP 33 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, CHICAGO RANGE, IN COOK COUNTY, ILLINOIS, BEING THE EAST HALF OF THE EAST HALF OF SAID SECTION 13, AS SHOWN ON THE PLAT OF THE CHICAGO RAILROAD AND THE CHICAGO AND NORTH WESTERN RAILROAD, BEING THE EAST HALF OF THE EAST HALF OF SAID SECTION 13, AS SHOWN ON THE PLAT OF THE CHICAGO RAILROAD AND THE CHICAGO AND NORTH WESTERN RAILROAD.

PARCEL 4

ALL THAT PART OF THE WEST HALF OF SECTION 13, TOWNSHIP 33 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, CHICAGO RANGE, IN COOK COUNTY, ILLINOIS, BEING THE WEST HALF OF THE WEST HALF OF SAID SECTION 13, AS SHOWN ON THE PLAT OF THE CHICAGO RAILROAD AND THE CHICAGO AND NORTH WESTERN RAILROAD, BEING THE WEST HALF OF THE WEST HALF OF SAID SECTION 13, AS SHOWN ON THE PLAT OF THE CHICAGO RAILROAD AND THE CHICAGO AND NORTH WESTERN RAILROAD.

PARCEL 5

ALL THAT PART OF THE EAST HALF OF SECTION 14, TOWNSHIP 33 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, CHICAGO RANGE, IN COOK COUNTY, ILLINOIS, BEING THE EAST HALF OF THE EAST HALF OF SAID SECTION 14, AS SHOWN ON THE PLAT OF THE CHICAGO RAILROAD AND THE CHICAGO AND NORTH WESTERN RAILROAD, BEING THE EAST HALF OF THE EAST HALF OF SAID SECTION 14, AS SHOWN ON THE PLAT OF THE CHICAGO RAILROAD AND THE CHICAGO AND NORTH WESTERN RAILROAD.

PARCEL 6

ALL THAT PART OF THE WEST HALF OF SECTION 14, TOWNSHIP 33 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, CHICAGO RANGE, IN COOK COUNTY, ILLINOIS, BEING THE WEST HALF OF THE WEST HALF OF SAID SECTION 14, AS SHOWN ON THE PLAT OF THE CHICAGO RAILROAD AND THE CHICAGO AND NORTH WESTERN RAILROAD, BEING THE WEST HALF OF THE WEST HALF OF SAID SECTION 14, AS SHOWN ON THE PLAT OF THE CHICAGO RAILROAD AND THE CHICAGO AND NORTH WESTERN RAILROAD.

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Property of Cook County Clerk's Office

62 AND 63 AND EAST OF AND ADJOINING LOTS 19, 22, 25, 28, 31, 34, 37, 40, 43, 46, 49, 52, 55, 58, 61 AND 64

ALSO

LOT 53, LOT 59 (EXCEPT NORTH 20 FEET) LOT 60 AND LOT 65 ALL IN STINSON'S SUBDIVISION OF LOT 1 IN BLOCK 38 IN THE CANAL TRUSTEE'S SUBDIVISION OF THE WEST 1/2 AND SO MUCH OF THE SOUTH EAST 1/4 AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER OF SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN;

PARCEL 7:

THAT PART OF LOT 3 LYING SOUTH OF WEST 21ST STREET IN BLOCK 38 IN CANAL TRUSTEES SUBDIVISION OF THE WEST 1/2 AND SO MUCH OF THE SOUTH EAST QUARTER AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER OF SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, (EXCEPT THOSE PARTS DESCRIBED AS FOLLOWS:

(A) SOUTH 14 FEET THEREOF TAKEN FOR WEST 22ND STREET AND;

(B) BEGINNING AT THE SOUTH EAST CORNER OF WEST 21ST STREET AND SOUTH UNION AVENUE; THENCE EAST ALONG THE SOUTH LINE OF WEST 21ST STREET A DISTANCE OF 54 FEET; THENCE SOUTH WESTERLY ALONG A STRAIGHT LINE TO A POINT IN THE EAST OF SOUTH UNION AVENUE 157 FEET SOUTH OF THE SOUTH LINE OF WEST 21ST STREET; THENCE NORTH ALONG THE EAST LINE OF SOUTH UNION AVENUE TO THE POINT OF BEGINNING;

PARCEL 8:

THAT PART OF LOT 3 IN BLOCK 38 IN SAID CANAL TRUSTEES SUBDIVISION LYING NORTH OF THE WEST 21ST STREET AND EAST OF RUBLE STREET;

PARCEL 9:

THAT PART OF SAID LOT 3 LYING NORTH OF WEST 21ST STREET, WEST OF RUBLE STREET AND EAST OF THE NORTH AND SOUTH ALLEY BETWEEN UNION STREET AND RUBLE STREET (EXCEPT THAT PART THEREOF DESCRIBED AS FOLLOWS: COMMENCING AT THE SOUTH WEST CORNER OF SAID TRACT AND RUNNING THENCE NORTH ALONG THE EAST LINE OF SAID ALLEY 90 FEET AND 9 5/8 INCHES TO THE NORTH LINE OF SAID TRACT; THENCE EAST ALONG THE NORTH LINE OF SAID TRACT 32 FEET 7/8 INCHES; THENCE SOUTH TO A POINT IN THE SOUTH LINE OF SAID TRACT 32 FEET AND 5/8 INCHES EAST OF THE SOUTH WEST CORNER OF SAID TRACT AND THENCE WEST TO THE POINT OF BEGINNING);

PARCEL 10:

LOTS 43, 44 AND 45 IN THE SUBDIVISION OF LOT 2 IN BLOCK 38 IN THE CANAL TRUSTEES SUBDIVISION OF THE WEST HALF AND SO MUCH OF THE SOUTH EAST 1/4 AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER OF SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN;

PARCEL 11:

LOTS 1, 2, 3, 4, 9, 10, 11 AND 12 (EXCEPT THE WEST 8 FEET THEREOF TAKEN FOR ALLEY) IN JOHN B. GEST'S SUBDIVISION OF THAT PART NORTH OF 21ST STREET OF LOT 4 IN BLOCK 38 IN CANAL TRUSTEES SUBDIVISION OF THE WEST HALF OF SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, AND SO MUCH OF THE SOUTH EAST 1/4 AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER;

ALSO

LOTS 1, 2, 3, 4, IN SUBDIVISION OF LOTS 5 TO 8, INCLUSIVE, IN JOHN B. GEST'S SUBDIVISION OF THAT PART NORTH OF 21ST STREET LOT 4 IN BLOCK 38 CANAL TRUSTEES SUBDIVISION OF THE WEST 1/2 OF SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, AND SO MUCH OF THE SOUTH EAST QUARTER AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER;

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EXHIBIT A (continued)

PARCEL 12:

THAT PART OF LOT 4 IN BLOCK 38 IN THE CANAL TRUSTEES SUBDIVISION OF THE WEST 1/2 AND SO MUCH OF THE SOUTH EAST QUARTER AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER IN SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS: COMMENCING ON A POINT ON THE EAST LINE OF SAID LOT 4 ON THE SOUTH LINE OF 21ST STREET AND RUNNING THENCE SOUTH OF THE WEST LINE OF JEFFERSON STREET 140 FEET; THENCE WEST PARALLEL WITH THE SOUTH LINE OF 21ST STREET 234 FEET AND 1 7/8 INCHES; THENCE NORTH PARALLEL WITH THE WEST LINE OF JEFFERSON STREET 140 FEET TO THE SOUTH LINE OF 21ST STREET; THENCE EAST TO THE POINT OF BEGINNING;

PARCEL 13:

THAT PART OF LOT 4 IN BLOCK 38 IN THE CANAL TRUSTEES' SUBDIVISION OF THE WEST 1/2 AND SO MUCH OF THE SOUTH EAST QUARTER AS LIES WEST OF THE SOUTH BRANCH OF THE CHICAGO RIVER, OF SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS: COMMENCING AT A POINT ON THE EAST LINE OF SAID LOT 4 (BEING THE WEST LINE OF VACATED SOUTH JEFFERSON STREET) 366.84 FEET NORTH LINE OF WEST 22ND STREET; THENCE WEST PARALLEL WITH THE NORTH LINE OF SAID 22ND STREET, A DISTANCE OF 234.03 FEET FOR A POINT OF BEGINNING; THENCE CONTINUING WEST PARALLEL WITH THE NORTH LINE OF SAID WEST 22ND STREET A DISTANCE OF 129.71 FEET TO A POINT OF THE WEST LINE OF SAID LOT 4; THENCE NORTH ALONG THE WEST LINE OF SAID LOT 4, A DISTANCE OF 129.78 FEET TO A POINT ON THE SOUTH LINE OF VACATED WEST 21ST STREET; THENCE EAST ALONG THE SOUTH LINE OF SAID VACATED WEST 21ST STREET, A DISTANCE OF 129.70 FEET TO A POINT 234.16 FEET WEST OF THE WEST LINE OF SAID VACATED SOUTH JEFFERSON STREET, THENCE SOUTH A DISTANCE OF 129.43 FEET TO THE POINT OF BEGINNING;

PARCEL 14:

THAT ALL THAT PART OF S. JEFFERSON STREET LYING WEST OF AND ADJOINING THE WEST LINE OF LOT 3 IN BLOCK 37 AND LYING EAST OF AND ADJOINING THE EAST LINE OF LOT 4 IN BLOCK 38 IN CANAL TRUSTEES' SUBDIVISION OF THE WEST HALF OF SECTION 21, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, AND SO MUCH OF THE SOUTH EAST 1/4 AS LIES WEST OF THE SOUTH BRANCH OF CHICAGO RIVER; LYING EAST OF AND ADJOINING THE EAST LINE OF LOT 1 TO 4 BOTH INCLUSIVE, AND THE EAST LINE OF SAID LOT 4 PRODUCED SOUTH 60 FEET, IN JOHN B. GEST'S SUBDIVISION OF THAT PART NORTH OF 21ST STREET OF LOT 4 IN BLOCK 38 OF CANAL TRUSTEES' SUBDIVISION AFOREMENTIONED, LYING EAST OF AND ADJOINING THE EAST LINE OF LOTS 27, 32, 33, 38, 39, 44, 45, 50, 51, 56, 57, 62, 63 IN SUBDIVISION OF LOT 1 IN BLOCK 38 OF CANAL TRUSTEES SUBDIVISION AFOREMENTIONED, LYING WEST OF AND ADJOINING THE WEST LINE OF LOTS 24 TO 31, BOTH INCLUSIVE, AND THE WEST LINE OF SAID LOT 31 PRODUCED SOUTH 22.52 FEET AND LYING SOUTH OF AND ADJOINING THE NORTH LINE OF SAID LOT 24 PRODUCED WEST 66 FEET IN O. W. DORMAN'S SUBDIVISION OF PART OF BLOCK 37 OF CANAL TRUSTEES' SUBDIVISION AFOREMENTIONED AND LYING NORTHERLY OF AND ADJOINING A LINE DRAWN FROM THE SOUTHERLY CORNER OF LOT 3 IN BLOCK 37 TO ITS INTERSECTION WITH THE EAST LINE OF LOT 4 IN BLOCK 38 AND A LINE 14 FEET NORTH OF AND PARALLEL WITH THE SOUTH LINE OF SAID LOT, IN CANAL TRUSTEES' SUBDIVISION AFOREMENTIONED;
ALL THAT PART OF WEST 21ST STREET OPENED BY CONDEMNATION PROCEEDINGS ORDINANCE PASSED BY THE CITY COUNCIL OCTOBER 27, 1879, ORDER OF POSSESSION MAY 21, 1886, SUPERIOR COURT GENERAL NO. 84295, BEING ALL THAT PART OF AND WEST 21ST STREET RUNNING THROUGH LOT 3 AND 4 IN BLOCK 38 OF CANAL TRUSTEES' SUBDIVISION AFOREMENTIONED, LYING EAST OF THE SOUTHERLY EXTENSION OF THE EAST LINE OF SOUTH RUBLE STREET AS OPENED BY CONDEMNATION PROCEEDINGS, ORDINANCE PASSED BY THE CITY COUNCIL DECEMBER 6, 1880, ORDER OF POSSESSION APRIL 26, 1886 SUPERIOR COURT GENERAL NO. 77505;
ALL THAT PART OF SOUTH DESPLAINES STREET LYING EAST OF AND ADJOINING

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Page 1 of 1

THE STATE OF ILLINOIS, COUNTY OF COOK, ss. I, the undersigned, Clerk of said County, do hereby certify that the within and foregoing is a true and correct copy of the original as the same appears in the records of said County.

Page 2 of 2

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of said County at Chicago, Illinois, this 1st day of January, 1900.

Page 3 of 3

THE STATE OF ILLINOIS, COUNTY OF COOK, ss. I, the undersigned, Clerk of said County, do hereby certify that the within and foregoing is a true and correct copy of the original as the same appears in the records of said County.

Page 4 of 4

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of said County at Chicago, Illinois, this 1st day of January, 1900.

11-11-1900

Property of Cook County Clerk's Office

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EXHIBIT A (continued)

THE EAST LINE OF LOTS 59, 60 AND 65 LYING WEST OF AND ADJOINING THE WEST LINE OF LOTS 58, 61 AND 64 AND LYING SOUTH OF AND ADJOINING THE COURT LINE OF THE NORTH 20 FEET OF SAID LOT 59 PRODUCED EAST 50 FEET IN SUBDIVISION OF LOT 1 IN BLOCK 38 OF CANAL TRUSTEES' SUBDIVISION AFOREMENTIONED TOGETHER WITH ALL THAT PART OF SAID SOUTH DES PLAINES STREET OPENED BY CONDEMNATION PROCEEDINGS, ORDINANCE PASSED BY THE CITY COUNCIL MARCH 9, 1885, ORDER OF POSSESSION JULY 3, 1888, SUPERIOR COURT GENERAL NO. 97099, BEING ALL THAT PART OF SAID S. DESPLAINES STREET LYING EAST OF AND ADJOINING THE EAST LINE OF LOT 9 IN JOHN B. GEST'S SUBDIVISION AFOREMENTIONED AND LYING WEST OF AND ADJOINING THE WEST LINE OF LOT 1 TO 4, BOTH INCLUSIVE, IN SUBDIVISION OF LOTS 5 TO 8, INCLUSIVE, IN JOHN B. GEST'S SUBDIVISION AFOREMENTIONED

AND ALL THAT PART OF W. 29TH PLACE LYING NORTH OF AND ADJOINING THE NORTH LINE OF LOT 3 IN BLOCK 37 ON CANAL TRUSTEES' SUBDIVISION AFOREMENTIONED LYING SOUTH OF AND ADJOINING THE SOUTH LINE OF LOT 31 AND LYING WEST OF AND ADJOINING THE EAST LINE OF SAID LOT 31 PRODUCED SOUTH 22.52 FEET IN O. M. NORMAN'S SUBDIVISION AFOREMENTIONED;

ALSO ALL OF THE NORTH-SOUTH 8 FOOT PUBLIC ALLEY OPENED BY CONDEMNATION PROCEEDINGS ORDINANCE PASSED BY THE CITY COUNCIL MARCH 1, 1909 ORDER OF POSSESSION JANUARY 27, 1913 CIRCUIT COURT GENERAL NO. 29063; BEING THE WEST 8 FEET OF LOT 12 OF JOHN B. GEST'S SUBDIVISION AFOREMENTIONED; ALL THAT PART OF THE NORTH-SOUTH 16 FOOT PUBLIC ALLEY LYING EAST OF AND ADJOINING THE EAST LINE OF LOTS 43, 44, AND 45 IN SUBDIVISION OF LOT 2 IN BLOCK 38 OF CANAL TRUSTEE'S SUBDIVISION AFOREMENTIONED, LYING WEST OF AND ADJOINING THE WEST LINE OF LOTS 59, 60, AND 65 AND LYING SOUTH OF AND ADJOINING THE SOUTH LINE OF THE NORTH 20 FEET OF SAID LOT 59 PRODUCED WEST 16 FEET IN SUBDIVISION OF LOT 1 IN BLOCK 38 OF CANAL TRUSTEES' SUBDIVISION AFOREMENTIONED

AND ALL THAT PART OF THE EAST-WEST 16 FOOT PUBLIC ALLEY DEDICATED AND RECORDED IN THE OFFICE OF THE RECORDER OF DEEDS OF COOK COUNTY, ILLINOIS AUGUST 17, 1954, AS DOCUMENT 15990636, BEING ALL THAT PART OF THE SOUTH 16 FEET OF LOT 16 LYING WEST OF A LINE 11 FEET WEST OF AND PARALLEL WITH THE EAST LINE OF SAID LOT. IN SUBDIVISION OF LOT 1 IN BLOCK 38 OF CANAL TRUSTEES' SUBDIVISION AFOREMENTIONED,

AND PARTS OF PUBLIC STREET HEREIN VACATED BEING FURTHER DESCRIBED AS ALL THAT PART OF S. JEFFERSON STREET LYING BETWEEN THE SOUTH LINE OF W. CULLERTON STREET EXTENDED WEST, AND A LINE DRAWN FROM THE INTERSECTION OF THE WESTERLY LINE OF S. LUMBER STREET AND THE EAST LINE OF S. JEFFERSON STREET TO THE INTERSECTION OF THE WEST LINE OF S. JEFFERSON STREET AS DOCUMENT THE NORTH LINE OF W. CERMAK ROAD; ALL THAT PART OF W. 21ST STREET LYING BETWEEN S. JEFFERSON STREET AND THE EAST LINE OF S. RUBLE STREET EXTENDED SOUTH; ALL THAT PART OF S. DESPLAINES STREET LYING BETWEEN W. 21ST STREET AND A LINE 160.79 FEET, MORE OR LESS, NORTH OF AND PARALLEL THERETO,

AND ALL THAT PART OF W. 20TH PLACE LYING BETWEEN S. JEFFERSON STREET AND THE WEST LINE OF THE FIRST NORTH-SOUTH PUBLIC ALLEY EAST THEREOF EXTENDED SOUTH

AND SAID PUBLIC ALLEY AND PARTS OF PUBLIC ALLEYS HEREIN VACATED BEING FURTHER DESCRIBED AS ALL OF THE NORTH-SOUTH 8 FOOT PUBLIC ALLEY TOGETHER WITH ALL THAT PART OF THE NORTH-SOUTH 16 FOOT PUBLIC ALLEY LYING BETWEEN W. 21ST STREET AND A LINE 160.79 FEET, MORE OR LESS NORTH OF AND PARALLEL THERETO, IN THE BLOCK BOUNDED BY W. 21ST STREET, S. CANALPORT AVENUE, S. DESPLAINES STREET AND S. RUBLE STREET

AND THE WEST 86.5 FEET MORE OR LESS, OF THE EAST-WEST PUBLIC ALLEY RUNNING EAST FROM S. DESPLAINES STREET IN THE BLOCK BOUNDED BY W. 21ST STREET, S. CANALPORT AVENUE, S. DESPLAINES STREET AND S. JEFFERSON STREET, ALL IN COOK COUNTY, ILLINOIS.

P.L. Pin# 17-21-321-030

17-21-321-017, -018, -019, 020
17-21-322-020, -027, -029, -040, -041, -044
17-21-322-003, -004, -005, -006, -007, -008
17-21-325-009, -010, -011, -012, -013, -018
17-21-325-029, 030, 038, 039
17-21-325-001, 002, 003, 004, 005, 006
17-21-332-001, -003, 010, 011, 014
17-21-330-003, 004, 006

NE corner of Ruble Street Chicago, IL
NE corner of Union & Cermack Chicago, IL
Addresses
- 2119 S. Lombard Chicago, IL
- 2141 S. Jefferson Chicago, IL
- NW corner of Jefferson & 21st Street Chicago, IL
- SW corner of Jefferson & 21st Street Chicago, IL

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8709352 EXHIBIT B

CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
JOANNA-WESTERN MILLS COMPANY
INTO
JOANNA HOLDINGS, INC.

(Pursuant to Section 253 of the General
Corporation Law of Delaware)

JOANNA HOLDINGS, INC., a Delaware corporation (the
"Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the
General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding
shares of each class of the capital stock of JOANNA-WESTERN MILLS
COMPANY ("Joanna"), a Delaware corporation.

THIRD: That the Corporation, by the following resolutions
of its Board of Directors, duly adopted on the 29th day of
December, 1986, determined to merge into itself Joanna on the
conditions set forth in such resolutions:

RESOLVED, that the Corporation merge into itself (the
"Merger") Joanna Western Mills Company ("Joanna") by
properly executing and filing with the Secretary of State of
the State of Delaware a certificate of ownership and merger;
and be it further:

RESOLVED, that the Corporation will assume any and all
liabilities and obligations of Joanna; and be it further:

RESOLVED, that the President and Secretary of the
Corporation be, and they hereby are authorized and directed
to make, execute and acknowledge a certificate of ownership
and merger setting forth a copy of the resolutions to merge
Joanna into this Corporation, to assume Joanna's liabilities
and obligations as of the date of adoption thereof and to
file the same and such other documents in accordance with
the laws of the State of Delaware; and be it further:

RESOLVED, that the proper officers of the Corporation
be, and they hereby are, authorized and directed to take any
and all other actions necessary and proper to effect the
transactions contemplated by the Merger under the laws of
the State of Delaware.

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IN WITNESS WHEREOF, said Joanna Holdings, Inc. has caused this certificate to be signed by its Vice President and its Secretary this 29th day of December, 1986.

JOANNA HOLDINGS, INC.

By


Vice President

ATTEST:

By

S.A. Pentaris
Assistant Secretary

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IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the Court at Chicago, Illinois, this 1st day of January, 1988.

THE JUDICIAL OFFICE



Property of Cook County Clerk's Office

11/10/88

[Handwritten signature]
11/10/88

AGREEMENT OF MERGER
BETWEEN
JOANNA HOLDINGS, INC.
AND
JOANNA WESTERN MILLS COMPANY

Agreement of Merger, dated as of December 29, 1986, by and between Joanna Western Mills Company, a Delaware corporation ("Joanna") and Joanna Holdings, Inc., a Delaware corporation (hereinafter referred to as "Holdings" or the "Surviving Corporation"). (Holdings and Joanna sometimes are referred to jointly as the "Constituent Corporations.")

Holdings is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock consisting of 1,000 shares of common stock, no par value per share, of which 454.9 shares are issued and outstanding and owned of record by Joanna Western Consumer Products, Inc., a Delaware corporation ("Consumer") and 535.1 shares are issued and outstanding and owned of record by Joanna Western Industrial Products, Inc., a Delaware corporation ("Industrial").

Joanna is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock consisting of 1,000 shares of common stock, no par value per share, of which 85.7 shares are issued and outstanding and owned of record by Holdings.

The respective Boards of Directors of the Constituent Corporations deem it desirable and in the best interests of each corporation and its stockholders that Joanna be merged with and into Holdings, which shall be the surviving corporation, on the terms set forth hereinafter and have directed that this Agreement be submitted to the stockholders of the Constituent Corporations for approval.

In consideration of the foregoing premises and of the mutual agreements hereinafter contained, the parties hereto agree as follows:

ARTICLE I

1.01 On the Effective Date (as hereinafter defined), Joanna shall be merged into Holdings, the separate existence of Joanna shall cease and Holdings shall be the surviving corporation pursuant to the laws of the State of Delaware on the terms and conditions herein described. The name of the Surviving Corporation shall be Joanna Western Mills Company with its principal offices at 2141 South Jefferson Street, Chicago, Illinois 60616.

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REPUBLIC OF ILLINOIS

OFFICE OF THE CLERK

STATE OF ILLINOIS

Approved by the Board of Directors of the Illinois State Board of Education, on this 10th day of June, 1966.

Witness my hand and the seal of the Office of the Clerk of the Board of Education, at Springfield, Illinois, this 10th day of June, 1966.

Done at Springfield, Illinois, this 10th day of June, 1966.

The respective duties of the Board of Education and the State Board of Education are hereby defined and the respective powers and duties of each are hereby defined.

Witness my hand and the seal of the Office of the Clerk of the Board of Education, at Springfield, Illinois, this 10th day of June, 1966.

1966

Approved by the Board of Directors of the Illinois State Board of Education, on this 10th day of June, 1966.

AMONG

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1.02 The merger shall become effective at 2:00 p.m. on Wednesday, December 31, 1986 (the "Effective Date") by which time and date all of the following events shall have occurred:

A. the adoption of this Agreement of Merger by the requisite votes of the respective stockholders of Joanna and Holdings pursuant to the General Corporation Law of the State of Delaware; and

B. the execution and filing with the Secretary of State of the State of Delaware of the Articles of Merger and the recording thereof with the Recorder of New Castle County, Delaware, as required by Section 251 of the General Corporation Law of the State of Delaware.

1.03 Any provision of this Agreement of Merger may be amended at any time before or after the approval of the stockholders of Joanna and Holdings, by written agreement by Joanna and Holdings, authorized by their respective Boards of Directors, provided, however, that after the effective date of the approval by the Holdings stockholders of this Agreement of Merger, no amendment shall be made which reduces the amount or changes the form of consideration to be delivered to the Holdings stockholders as contemplated by this Agreement of Merger.

1.04 This Agreement of Merger may be terminated by the Board of Directors of either of the Constituent Corporations at any time before the filing of this Agreement of Merger with the Secretary of State of the State of Delaware notwithstanding approval of this Agreement of Merger by the stockholders of either or both of the Constituent Corporations.

1.05 In the event of the failure of any condition precedent hereunder or the termination of this Agreement of Merger, this Agreement of Merger shall be void and have no effect, and there shall be no liability on the part of any of the parties or any director, officer or stockholder thereof.

ARTICLE II

2.01 The Certificate of Incorporation of Holdings is hereby amended by deleting "Joanna Holdings, Inc." and substituting in lieu thereof "Joanna Western Mills Company" in the title and in the first sentence of Article I of the Certificate, and shall be and constitute the Certificate of Incorporation of the Surviving Corporation until further amended, altered or repealed as provided therein or by law. A copy of said Certificate of Incorporation may be certified as a separate document as the Certificate of Incorporation of the Surviving Corporation.

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1.00 The Board of Directors of the Corporation shall have the right to amend, alter, modify, or repeal any provision of this Charter by a resolution adopted by a majority vote of the Board of Directors, provided that such resolution is adopted by a majority vote of the Board of Directors and has been approved by the Board of Directors.

1.01 The Board of Directors shall have the right to amend, alter, modify, or repeal any provision of this Charter by a resolution adopted by a majority vote of the Board of Directors, provided that such resolution is adopted by a majority vote of the Board of Directors and has been approved by the Board of Directors.

1.02 The Board of Directors shall have the right to amend, alter, modify, or repeal any provision of this Charter by a resolution adopted by a majority vote of the Board of Directors, provided that such resolution is adopted by a majority vote of the Board of Directors and has been approved by the Board of Directors.

1.03 The Board of Directors shall have the right to amend, alter, modify, or repeal any provision of this Charter by a resolution adopted by a majority vote of the Board of Directors, provided that such resolution is adopted by a majority vote of the Board of Directors and has been approved by the Board of Directors.

1.04 The Board of Directors shall have the right to amend, alter, modify, or repeal any provision of this Charter by a resolution adopted by a majority vote of the Board of Directors, provided that such resolution is adopted by a majority vote of the Board of Directors and has been approved by the Board of Directors.

1.05 The Board of Directors shall have the right to amend, alter, modify, or repeal any provision of this Charter by a resolution adopted by a majority vote of the Board of Directors, provided that such resolution is adopted by a majority vote of the Board of Directors and has been approved by the Board of Directors.

ARTICLE II

2.01 The Board of Directors shall have the right to amend, alter, modify, or repeal any provision of this Charter by a resolution adopted by a majority vote of the Board of Directors, provided that such resolution is adopted by a majority vote of the Board of Directors and has been approved by the Board of Directors.

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2.02 The By-Laws of Joanna as in effect on the Effective Date shall be and constitute the By-Laws of the Surviving Corporation, until amended, altered or repealed as provided therein or by law.

2.03 The Board of Directors of the Surviving Corporation shall initially consist of three directors, each of whom shall hold office until the annual meeting of the stockholders of the Surviving Corporation, and until his successor shall have been duly elected and shall have qualified, or until his earlier death, resignation, or removal. The respective names and addresses of such directors are as follows:

Jeffrey L. Kenner
Kenner & Company, Inc.
437 Madison Avenue
New York, New York 10022

John Baldwin
Kenner & Company, Inc.
437 Madison Avenue
New York, New York 10022

Herbert Max
Mayer, Brown & Platt
520 Madison Avenue
New York, New York 10022

ARTICLE III

3.01 The manner and basis of converting the capital stock of Joanna and Holdings into cash and the securities of the Surviving Corporation on the Effective Date shall be as follows:

A. Each share of Joanna common stock, issued and outstanding immediately prior to the Effective Date, is cancelled and all rights in respect thereof hereby cease.

B. Each share of Holdings common stock, no par value, issued and outstanding immediately prior to the Effective Date, is changed and converted, without further action of the corporation or its stockholders, into one share of no par value common stock of the Surviving Corporation.

ARTICLE IV

4.01 The Surviving Corporation shall possess all the rights, privileges, powers, immunities and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all

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The Board of Directors of the Corporation shall have the right to elect or re-elect the officers of the Corporation and to elect or re-elect the members of the Board of Directors.

The Board of Directors shall have the right to make, alter, amend, repeal, suspend or reinstate the bylaws of the Corporation and to make, alter, amend, repeal, suspend or reinstate the rules of procedure of the Board of Directors.

Section 10.1 The Board of Directors shall have the right to elect or re-elect the officers of the Corporation and to elect or re-elect the members of the Board of Directors.

Section 10.2 The Board of Directors shall have the right to make, alter, amend, repeal, suspend or reinstate the bylaws of the Corporation and to make, alter, amend, repeal, suspend or reinstate the rules of procedure of the Board of Directors.

Section 10.3 The Board of Directors shall have the right to elect or re-elect the officers of the Corporation and to elect or re-elect the members of the Board of Directors.

ARTICLE II

Section 2.1 The Corporation shall have the right to acquire, hold, sell, lease, mortgage, convey, or otherwise dispose of real and personal property, including the right to acquire, hold, sell, lease, mortgage, convey, or otherwise dispose of real and personal property.

Section 2.2 The Corporation shall have the right to acquire, hold, sell, lease, mortgage, convey, or otherwise dispose of real and personal property, including the right to acquire, hold, sell, lease, mortgage, convey, or otherwise dispose of real and personal property.

Section 2.3 The Corporation shall have the right to acquire, hold, sell, lease, mortgage, convey, or otherwise dispose of real and personal property, including the right to acquire, hold, sell, lease, mortgage, convey, or otherwise dispose of real and personal property.

ARTICLE III

Section 3.1 The Corporation shall have the right to acquire, hold, sell, lease, mortgage, convey, or otherwise dispose of real and personal property, including the right to acquire, hold, sell, lease, mortgage, convey, or otherwise dispose of real and personal property.

Section 3.2 The Corporation shall have the right to acquire, hold, sell, lease, mortgage, convey, or otherwise dispose of real and personal property, including the right to acquire, hold, sell, lease, mortgage, convey, or otherwise dispose of real and personal property.

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debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be transferred and vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert nor be in any way impaired by reason of the merger.

4.02 The Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger.

4.03 On the Effective Date, the assets, liabilities, reserves and accounts of the Constituent Corporations shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of said Constituent Corporations, subject to such adjustments, or eliminations of inter-company items, as may be appropriate in giving effect to the merger.

4.04 All corporate acts, resolutions, plans, policies, contracts, approvals and authorizations of the Constituent Corporations, their stockholders, boards of directors, committees elected or appointed by the boards of directors, officers and agents, which were valid and effective immediately prior to the Effective Date shall be taken for the corporate acts, resolutions, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon to the same degree as before the Effective Date.

4.05 If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property, franchise, privilege or right of either of the Constituent Corporations and otherwise to carry out the purposes of this Agreement of Merger, the proper officers and directors of Joanna shall execute and make all such proper assignments and assurances in law and do all things necessary or proper to vest such property or right in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement of Merger. The officers and directors of Joanna are hereby irrevocably appointed agents of the Constituent Corporations for the purposes set forth in this subsection.

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...the following provisions shall apply to the ...
and all other persons who are or may be ...
of the Corporation shall be ...
...the following provisions shall apply to the ...
and all other persons who are or may be ...
of the Corporation shall be ...

4.03 The Board of Directors shall be responsible for ...
...the following provisions shall apply to the ...
and all other persons who are or may be ...
of the Corporation shall be ...

4.04 On the effective date of this ...
...the following provisions shall apply to the ...
and all other persons who are or may be ...
of the Corporation shall be ...

4.05 All corporate records shall be kept in ...
...the following provisions shall apply to the ...
and all other persons who are or may be ...
of the Corporation shall be ...

4.06 If at any time the surviving Corporation shall ...
...the following provisions shall apply to the ...
and all other persons who are or may be ...
of the Corporation shall be ...

4.07 This Agreement shall be binding on the ...
...the following provisions shall apply to the ...
and all other persons who are or may be ...
of the Corporation shall be ...

4.08 The parties to this Agreement shall be bound ...
...the following provisions shall apply to the ...
and all other persons who are or may be ...
of the Corporation shall be ...

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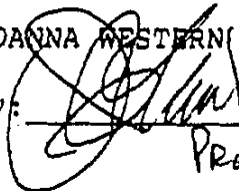
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IN WITNESS WHEREOF, this Agreement of Merger has been approved by the respective Boards of Directors of Holdings and Joanna and is hereby executed the date and year first above written by the proper officers of Holdings and Joanna and the corporate seal of each has been hereto affixed.

JOANNA WESTERN MILLS COMPANY

By: _____



PRESIDENT

ATTEST:

By: _____

B. A. Pentaris Jr.
Assistant Secretary

SEAL

JOANNA HOLDINGS, INC.

By: _____



PRESIDENT

ATTEST:

By: _____

B. A. Pentaris Jr.
Assistant Secretary

SEAL

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IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the Board of Supervisors of Cook County, Illinois, at Chicago, Illinois, this 1st day of January, 1900.

WILLIAM W. WELLS, CLERK

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ASSISTANT

I, GEORGE PENTARIS JR., Assistant Secretary of JOANNA WESTERN MILLS COMPANY, a Delaware Corporation, hereby certify that the foregoing Agreement of Merger was submitted to and was duly adopted by written consent of the stockholders of said corporation holding a majority of stock on December 29, 1986, in accordance with Section 228 of the General Corporation Law of the State of Delaware, and that the notice required by Section 228(c) was given to those stockholders who have not consented in writing.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said corporation this 29th day of December, 1986.

B.A. Pentaris Jr.
Assistant Secretary

SEAL

ASSISTANT

I, GEORGE PENTARIS JR., Assistant Secretary of JOANNA HOLDINGS, INC., a Delaware Corporation, hereby certify that the foregoing Agreement of Merger was submitted to, and was duly adopted by, all of the stockholders of said corporation by unanimous written consent executed on December 29, 1986, in accordance with Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said corporation this 29th day of December, 1986.

B.A. Pentaris Jr.
Assistant Secretary

SEAL

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IN WITNESS WHEREOF, I have hereunto set my hand and the seal of said Court at Chicago, Illinois, this 1st day of January, 1981.

CLERK OF COURT

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of said Court at Chicago, Illinois, this 1st day of January, 1981.

CLERK OF COURT

[Signature]
Clerk of Court

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AGREEMENT OF MERGER
BETWEEN
JOANNA HOLDINGS, INC.
AND
JOANNA WESTERN MILLS COMPANY

Agreement of Merger, dated as of December 29, 1986, by and between Joanna Western Mills Company, a Delaware corporation ("Joanna") and Joanna Holdings, Inc., a Delaware corporation (hereinafter referred to as "Holdings" or the "Surviving Corporation"). (Holdings and Joanna sometimes are referred to jointly as the "Constituent Corporations.")

Holdings is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock consisting of 1,000 shares of common stock, no par value per share, of which 464.9 shares are issued and outstanding and owned of record by Joanna Western Consumer Products, Inc., a Delaware corporation ("Consumer") and 535.1 shares are issued and outstanding and owned of record by Joanna Western Industrial Products, Inc., a Delaware corporation ("Industrial").

Joanna is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock consisting of 1,000 shares of common stock, no par value per share, of which 85.7 shares are issued and outstanding and owned of record by Holdings.

The respective Boards of Directors of the Constituent Corporations deem it desirable and in the best interests of each corporation and its stockholders that Joanna be merged with and into Holdings, which shall be the surviving corporation, on the terms set forth hereinafter and have directed that this Agreement be submitted to the stockholders of the Constituent Corporations for approval.

In consideration of the foregoing premises and of the mutual agreements hereinafter contained, the parties hereto agree as follows:

ARTICLE I

1.01 On the Effective Date (as hereinafter defined), Joanna shall be merged into Holdings, the separate existence of Joanna shall cease and Holdings shall be the surviving corporation pursuant to the laws of the State of Delaware on the terms and conditions herein described. The name of the Surviving Corporation shall be Joanna Western Mills Company with its principal offices at 2141 South Jefferson Street, Chicago, Illinois 60616.

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STATE OF ILLINOIS

DEPARTMENT OF REVENUE

CHICAGO, ILLINOIS

Agreement of Transfer dated as of November 14, 1988, by and between General Electric Company, a Delaware corporation ("General"), and General Electric Company, a Delaware corporation (hereinafter referred to as "GE") of the "Industrial" category, both of which are referred to as the "parties" in this agreement.

General is a corporation organized under the laws of the State of Illinois and has authorized capital stock consisting of 100,000 shares of common stock, no par value per share, of which 99,999 shares are outstanding and held by General. General is a corporation organized under the laws of the State of Illinois and has authorized capital stock consisting of 100,000 shares of common stock, no par value per share, of which 99,999 shares are outstanding and held by General. General is a corporation organized under the laws of the State of Illinois and has authorized capital stock consisting of 100,000 shares of common stock, no par value per share, of which 99,999 shares are outstanding and held by General.

General is a corporation organized under the laws of the State of Illinois and has authorized capital stock consisting of 100,000 shares of common stock, no par value per share, of which 99,999 shares are outstanding and held by General. General is a corporation organized under the laws of the State of Illinois and has authorized capital stock consisting of 100,000 shares of common stock, no par value per share, of which 99,999 shares are outstanding and held by General.

The responsibility for the preparation of the financial statements of General is the responsibility of the Board of Directors of General. The responsibility for the preparation of the financial statements of General is the responsibility of the Board of Directors of General. The responsibility for the preparation of the financial statements of General is the responsibility of the Board of Directors of General.

The preparation of the financial statements of General is the responsibility of the Board of Directors of General. The preparation of the financial statements of General is the responsibility of the Board of Directors of General. The preparation of the financial statements of General is the responsibility of the Board of Directors of General.

WITNESSED

1.01. The Illinois law (as hereinafter defined) shall be read into the agreement and separate existence of General shall cease and General shall be the surviving corporation. The Illinois law (as hereinafter defined) shall be read into the agreement and separate existence of General shall cease and General shall be the surviving corporation. The Illinois law (as hereinafter defined) shall be read into the agreement and separate existence of General shall cease and General shall be the surviving corporation.

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1.02 The merger shall become effective at 2:00 p.m. on Wednesday, December 31, 1986 (the "Effective Date") by which time and date all of the following events shall have occurred:

A. the adoption of this Agreement of Merger by the requisite votes of the respective stockholders of Joanna and Holdings pursuant to the General Corporation Law of the State of Delaware; and

B. the execution and filing with the Secretary of State of the State of Delaware of the Articles of Merger and the recording thereof with the Recorder of New Castle County, Delaware, as required by Section 251 of the General Corporation Law of the State of Delaware.

1.03 Any provision of this Agreement of Merger may be amended at any time before or after the approval of the stockholders of Joanna and Holdings, by written agreement by Joanna and Holdings, authorized by their respective Boards of Directors, provided, however, that after the effective date of the approval by the Holdings stockholders of this Agreement of Merger, no amendment shall be made which reduces the amount or changes the form of consideration to be delivered to the Holdings stockholders as contemplated by this Agreement of Merger.

1.04 This Agreement of Merger may be terminated by the Board of Directors of either of the Constituent Corporations at any time before the filing of this Agreement of Merger with the Secretary of State of the State of Delaware notwithstanding approval of this Agreement of Merger by the stockholders of either or both of the Constituent Corporations.

1.05 In the event of the failure of any condition precedent hereunder or the termination of this Agreement of Merger, this Agreement of Merger shall be void and have no effect, and there shall be no liability on the part of any of the parties or any director, officer or stockholder thereof.

ARTICLE II

2.01 The Certificate of Incorporation of Holdings is hereby amended by deleting "Joanna Holdings, Inc." and substituting in lieu thereof "Joanna Western Mills Company" in the title and in the first sentence of Article I of the Certificate, and shall be and constitute the Certificate of Incorporation of the Surviving Corporation until further amended, altered or repealed as provided therein or by law. A copy of said Certificate of Incorporation may be certified as a separate document as the Certificate of Incorporation of the Surviving Corporation.

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1.03 The merger shall become effective at 12:01 p.m. on Wednesday, December 31, 2003. All liabilities of the Company shall be assumed by the Corporation and all of the assets of the Company shall be transferred to the Corporation.

1.04 The Corporation shall acquire all of the assets and liabilities of the Company, including all of the Company's contracts, agreements, and other obligations, and shall assume all of the Company's debts and liabilities. The Corporation shall also assume all of the Company's obligations under any leases, licenses, and other agreements.

1.05 The Corporation shall acquire all of the Company's contracts, agreements, and other obligations, and shall assume all of the Company's debts and liabilities. The Corporation shall also assume all of the Company's obligations under any leases, licenses, and other agreements.

1.06 The Corporation shall acquire all of the Company's contracts, agreements, and other obligations, and shall assume all of the Company's debts and liabilities. The Corporation shall also assume all of the Company's obligations under any leases, licenses, and other agreements.

1.07 The Corporation shall acquire all of the Company's contracts, agreements, and other obligations, and shall assume all of the Company's debts and liabilities. The Corporation shall also assume all of the Company's obligations under any leases, licenses, and other agreements.

1.08 The Corporation shall acquire all of the Company's contracts, agreements, and other obligations, and shall assume all of the Company's debts and liabilities. The Corporation shall also assume all of the Company's obligations under any leases, licenses, and other agreements.

ARTICLE II

2.01 The Corporation shall acquire all of the Company's contracts, agreements, and other obligations, and shall assume all of the Company's debts and liabilities. The Corporation shall also assume all of the Company's obligations under any leases, licenses, and other agreements.

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2.02 The By-Laws of Joanna as in effect on the Effective Date shall be and constitute the By-Laws of the Surviving Corporation, until amended, altered or repealed as provided therein or by law.

2.03 The Board of Directors of the Surviving Corporation shall initially consist of three directors, each of whom shall hold office until the annual meeting of the stockholders of the Surviving Corporation, and until his successor shall have been duly elected and shall have qualified, or until his earlier death, resignation, or removal. The respective names and addresses of such directors are as follows:

Jeffrey L. Kenner
Kenner & Company, Inc.
437 Madison Avenue
New York, New York 10022

John Baldwin
Kenner & Company, Inc.
437 Madison Avenue
New York, New York 10022

Herbert Max
Mayer, Brown & Platt
520 Madison Avenue
New York, New York 10022

ARTICLE III

3.01 The manner and basis of converting the capital stock of Joanna and Holdings into cash and the securities of the Surviving Corporation on the Effective Date shall be as follows:

A. Each share of Joanna common stock, issued and outstanding immediately prior to the Effective Date, is cancelled and all rights in respect thereof hereby cease.

B. Each share of Holdings common stock, no par value, issued and outstanding immediately prior to the Effective Date, is changed and converted, without further action of the corporation or its stockholders, into one share of no par value common stock of the Surviving Corporation.

ARTICLE IV

4.01 The Surviving Corporation shall possess all the rights, privilege, powers, immunities and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all

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2.01 The business of the corporation shall be conducted in accordance with the provisions of the articles of incorporation and the bylaws of the corporation. The corporation shall be managed and controlled by the board of directors, subject to the provisions of the articles of incorporation and the bylaws of the corporation.

2.02 The board of directors shall have the authority to do all such lawful acts and things as may be necessary or proper for the corporation to carry out its business and to exercise its powers and to manage the business of the corporation. The board of directors shall also have the authority to make and alter the bylaws of the corporation.

2.03 The board of directors shall consist of at least three (3) members, each of whom shall be a natural person who is at least 18 years of age at the time of his election to the board of directors. The board of directors shall elect one or more of its members to be the president of the corporation.

2.04 The board of directors shall have the authority to fill any vacancies in the board of directors. The board of directors shall also have the authority to remove any member of the board of directors for cause.

2.05 The board of directors shall have the authority to make and alter the bylaws of the corporation. The board of directors shall also have the authority to amend, repeal or rescind any resolution of the board of directors.

ARTICLE III

3.01 The corporation shall have the authority to acquire, hold, lease, convey, mortgage, pledge, hypothecate, sell, convey, lease, license, and otherwise dispose of real and personal property, including the right to acquire, hold, lease, convey, mortgage, pledge, hypothecate, sell, convey, lease, license, and otherwise dispose of real and personal property.

3.02 The corporation shall have the authority to borrow money, to issue and sell bonds, notes, debentures, and other securities, and to mortgage, pledge, hypothecate, or otherwise secure any such debt or obligation.

3.03 The corporation shall have the authority to make and alter the bylaws of the corporation. The corporation shall also have the authority to amend, repeal or rescind any resolution of the corporation.

ARTICLE IV

4.01 The corporation shall have the authority to make and alter the bylaws of the corporation. The corporation shall also have the authority to amend, repeal or rescind any resolution of the corporation.

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debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be transferred and vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert nor be in any way impaired by reason of the merger.

4.02 The Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger.

4.03 On the Effective Date, the assets, liabilities, reserves and accounts of the Constituent Corporations shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of said Constituent Corporations, subject to such adjustments, or eliminations of inter-company items, as may be appropriate in giving effect to the merger.

4.04 All corporate acts, resolutions, plans, policies, contracts, approvals and authorizations of the Constituent Corporations, their stockholders, boards of directors, committees elected or appointed by the boards of directors, officers and agents, which were valid and effective immediately prior to the Effective Date shall be taken for the corporate acts, resolutions, plans, policies, contract approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon to the same degree as before the Effective Date.

4.05 If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property, franchise, privilege or right of either of the Constituent Corporations and otherwise to carry out the purposes of this Agreement of Merger, the proper officers and directors of Joanna shall execute and make all such proper assignments and assurances in law and do all things necessary or proper to vest such property or right in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement of Merger. The officers and directors of Joanna are hereby irrevocably appointed agents of the Constituent Corporations for the purposes set forth in this subsection.

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IN WITNESS WHEREOF, this Agreement of Merger has been approved by the respective Boards of Directors of Holdings and Joanna and is hereby executed the date and year first above written by the proper officers of Holdings and Joanna and the corporate seal of each has been hereto affixed.

JOANNA WESTERN MILLS COMPANY

By: [Signature]

PRESIDENT

ATTEST:

By: B. A. Pentaria Jr.
Assistant Secretary

SEAL

JOANNA HOLDINGS, INC.

By: [Signature]

PRESIDENT

ATTEST:

By: B. A. Pentaria Jr.
Assistant Secretary

SEAL

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Property of Cook County Clerk's Office

UNOFFICIAL COPY

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the County of Cook, Illinois, this 1st day of January, 1900.

CLERK OF THE COUNTY OF COOK, ILLINOIS

1900

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[Signature]
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CLERK OF THE COUNTY OF COOK, ILLINOIS

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[Signature]
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Property of Cook County Clerk's Office

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ASSISTANT

I, GEORGE PENTARIS JR, Assistant Secretary of JOANNA WESTERN MILLS COMPANY, a Delaware Corporation, hereby certify that the foregoing Agreement of Merger was submitted to and was duly adopted by written consent of the stockholders of said corporation holding a majority of stock on December 29, 1986, in accordance with Section 228 of the General Corporation Law of the State of Delaware, and that the notice required by Section 228(c) was given to those stockholders who have not consented in writing.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said corporation this 29th day of December, 1986.

B.A. Pentaris Jr.
Assistant Secretary

SEAL

ASSISTANT

I, GEORGE PENTARIS JR, Assistant Secretary of JOANNA HOLDINGS, INC., a Delaware Corporation, hereby certify that the foregoing Agreement of Merger was submitted to, and was duly adopted by, all of the stockholders of said corporation by unanimous written consent executed on December 29, 1986, in accordance with Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said corporation this 29th day of December, 1986.

B.A. Pentaris Jr.
Assistant Secretary

SEAL

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UNOFFICIAL COPY

IN WITNESS WHEREOF, I have hereunto set my hand and the corporate seal of said corporation this 15th day of December, 1980.

IN WITNESS WHEREOF, I have hereunto set my hand and the corporate seal of said corporation this 15th day of December, 1980.

Property of Cook County Clerk's Office

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IN WITNESS WHEREOF, I have hereunto set my hand and the corporate seal of said corporation this 15th day of December, 1980.

IN WITNESS WHEREOF, I have hereunto set my hand and the corporate seal of said corporation this 15th day of December, 1980.


SECRETARY

1980

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CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
JOANNA HOLDINGS, INC.
INTO
JOANNA WESTERN INDUSTRIAL PRODUCTS, INC.

(Pursuant to Section 253 of the General
Corporation Law of Delaware)

JOANNA WESTERN INDUSTRIAL PRODUCTS, INC., a Delaware
corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the
General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding
shares of each class of the capital stock of Joanna Holdings,
Inc., a Delaware corporation.

THIRD: That the Corporation, by the following resolutions
of its Board of Directors, duly adopted on the 29th day of
December, 1986, determined to merge into itself Joanna Holdings,
Inc., on the conditions set forth in such resolutions:

RESOLVED, that the Corporation merge into itself Joanna
Holdings, Inc. (the "Merger") by properly executing and
filing with the Secretary of State of the State of Delaware
a certificate of ownership and merger; and be it further

RESOLVED, that the Corporation will assume any and all
liabilities and obligations of Joanna Holdings, Inc., and be
it further

RESOLVED, that the President and Secretary of the
Corporation be, and they hereby are, authorized and directed
to make, execute and acknowledge a certificate of ownership
and merger setting forth a copy of the resolutions to merge
Joanna Holdings, Inc. into this Corporation and to assume
said subsidiary's liabilities and obligations as of the date
of adoption thereof and to file the same and such other
documents as may be required in accordance with the laws of
the State of Delaware; and be it further

RESOLVED, that the proper officers of the Corporation
be, and they hereby are, authorized and directed to take any
and all other actions necessary and proper to effect the
transactions contemplated by the Merger under the laws of
the State of Delaware.

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PROPERTY OF COOK COUNTY CLERK'S OFFICE

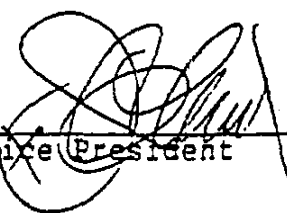
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IN WITNESS WHEREOF, said Joanna Western Industrial Products, Inc. has caused this certificate to be signed by its Vice President and its Secretary this 29th day of December, 1986.

JOANNA WESTERN INDUSTRIAL PRODUCTS, INC.

By  Vice President

ATTEST:

By  Assistant Secretary

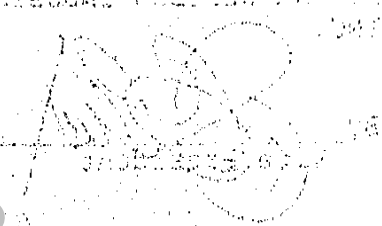
Property of Cook County Clerk's Office

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IN WITNESS WHEREOF, said County Clerk has hereunto set her hand and the seal of said County at Chicago, Illinois, this 15th day of December, 1988.

TESTED AND CORRECTED BY: _____



Property of Cook County Clerk's Office

TESTED

1988

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AGREEMENT OF MERGER
BETWEEN
JOANNA HOLDINGS, INC.
AND
JOANNA WESTERN INDUSTRIAL PRODUCTS, INC.

Agreement of Merger, dated as of December 29, 1986 by and between Joanna Holdings, Inc., a Delaware corporation ("Holdings") and Joanna Western Industrial Products, Inc., a Delaware corporation (hereinafter referred to as "Joanna" or the "Surviving Corporation"). (Joanna and Holdings sometimes are referred to jointly as the "Constituent Corporations.")

Holdings is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock consisting of 1,000 shares of common stock, no par value per share of which 535.1 shares are issued and outstanding and owned of record by Joanna.

Joanna is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock consisting of 1,000 shares of common stock, no par value per share, of which 100 shares are issued and outstanding and owned of record by Joanna Western Holdings, Inc., a Delaware corporation.

The respective Boards of Directors of the Constituent Corporations deem it desirable and in the best interests of each corporation and its stockholders that Holdings be merged with and into Joanna, which shall be the surviving corporation, on the terms set forth hereinafter and have directed that this Agreement be submitted to the stockholders of the Constituent Corporations for approval.

In consideration of the foregoing premises and of the mutual agreements hereinafter contained, the parties hereto agree as follows:

1.01 On the Effective Date (as hereinafter defined), Holdings shall be merged into Joanna, the separate existence of Holdings shall cease and Joanna shall be the surviving corporation pursuant to the laws of the State of Delaware on the terms and conditions herein described. The name of the Surviving Corporation shall be Joanna Western Industrial Products, Inc. with its principal offices at 2141 South Jefferson Street, Chicago, Illinois 60616.

1.02 The Merger shall become effective at 3:30 p.m. on Wednesday, December 31, 1986 (the "Effective Date") by which time and date the last of the following events shall have occurred:

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PROPERTY OF COOK COUNTY CLERK'S OFFICE

PROPERTY OF COOK COUNTY CLERK'S OFFICE

PROPERTY OF COOK COUNTY CLERK'S OFFICE

On the 10th day of December, 1964, the undersigned, Clerk of Cook County, Illinois, do hereby certify that the following is a true and correct copy of the original as the same appears in the records of the County of Cook, Illinois, to-wit:

That the original is a copy of the original as the same appears in the records of the County of Cook, Illinois, to-wit:

That the original is a copy of the original as the same appears in the records of the County of Cook, Illinois, to-wit:

That the original is a copy of the original as the same appears in the records of the County of Cook, Illinois, to-wit:

That the original is a copy of the original as the same appears in the records of the County of Cook, Illinois, to-wit:

That the original is a copy of the original as the same appears in the records of the County of Cook, Illinois, to-wit:

That the original is a copy of the original as the same appears in the records of the County of Cook, Illinois, to-wit:

PROPERTY OF COOK COUNTY CLERK'S OFFICE

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A. the adoption of this Agreement of Merger by the requisite votes of the respective stockholders of Joanna and Holdings pursuant to the General Corporation Law of the State of Delaware; and

B. the execution and filing with the Secretary of State of the State of Delaware of the Articles of Merger and the recording thereof with the Recorder of New Castle County, Delaware, as required by Section 251 of the General Corporation Law of the State of Delaware.

1.03 Any provision of this Agreement of Merger may be amended at any time before or after the approval of the stockholders of Joanna and Holdings, by written agreement by Joanna and Holdings, authorized by their respective Boards of Directors, provided, however, that after the effective date of the approval by the Joanna stockholders of this Agreement of Merger, no amendment shall be made which reduces the amount or changes the form of consideration to be delivered to the Joanna stockholders as contemplated by this Agreement of Merger.

1.04 This Agreement of Merger may be terminated by the Board of Directors of either of the Constituent Corporations at any time before the filing of this Agreement of Merger with the Secretary of State of the State of Delaware notwithstanding approval of this Agreement of Merger by the stockholders of either or both of the Constituent Corporations.

1.05. In the event of the failure of any condition precedent hereunder or the termination of this Agreement of Merger, this Agreement of Merger shall be void and have no effect, and there shall be no liability on the part of any of the parties or any director, officer or stockholder thereof.

ARTICLE II

2.01 The Certificate of Incorporation of Joanna as in effect on the Effective Date shall be and constitute the Certificate of Incorporation of the Surviving Corporation until further amended, altered or repealed as provided therein or by law. A copy of said Certificate of Incorporation may be certified as a separate document as the Certificate of Incorporation of the Surviving Corporation.

2.02 The By-Laws of Joanna as in effect on the Effective Date shall be and constitute the By-Laws of the Surviving Corporation, until amended, altered or repealed as provided therein or by law.

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4. The purpose of this Act is to provide for the...
the legislative branch of the Government of the State of Delaware...
and existing provisions of the General Corporation Law of the State of Delaware...

5. The Secretary of State...
the Secretary of State of the State of Delaware...
the Secretary of State of the State of Delaware...
County, Delaware, as required by the provisions of this Act...

6. The provisions of this Act...
any law which is in conflict with the provisions of this Act...
the provisions of this Act...
the provisions of this Act...
the provisions of this Act...
the provisions of this Act...

7. This Act shall be known as the...
the provisions of this Act...
the provisions of this Act...
the provisions of this Act...
the provisions of this Act...

8. The provisions of this Act...
the provisions of this Act...
the provisions of this Act...
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the provisions of this Act...

ARTICLE II

9. The provisions of this Act...
the provisions of this Act...
the provisions of this Act...
the provisions of this Act...
the provisions of this Act...

10. The provisions of this Act...
the provisions of this Act...
the provisions of this Act...
the provisions of this Act...
the provisions of this Act...

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A. the adoption of this Agreement of Merger by the requisite votes of the respective stockholders of Joanna and Holdings pursuant to the General Corporation Law of the State of Delaware; and

B. the execution and filing with the Secretary of State of the State of Delaware of the Articles of Merger and the recording thereof with the Recorder of New Castle County, Delaware, as required by Section 251 of the General Corporation Law of the State of Delaware.

1.03 Any provision of this Agreement of Merger may be amended at any time before or after the approval of the stockholders of Joanna and Holdings, by written agreement by Joanna and Holdings, authorized by their respective Boards of Directors, provided, however, that after the effective date of the approval by the Joanna stockholders of this Agreement of Merger, no amendment shall be made which reduces the amount or changes the form of consideration to be delivered to the Joanna stockholders as contemplated by this Agreement of Merger.

1.04 This Agreement of Merger may be terminated by the Board of Directors of either of the Constituent Corporations at any time before the filing of this Agreement of Merger with the Secretary of State of the State of Delaware notwithstanding approval of this Agreement of Merger by the stockholders of either or both of the Constituent Corporations.

1.05. In the event of the failure of any condition precedent hereunder or the termination of this Agreement of Merger, this Agreement of Merger shall be void and have no effect, and there shall be no liability on the part of any of the parties or any director, officer or stockholder thereof.

ARTICLE II

2.01 The Certificate of Incorporation of Joanna as in effect on the Effective Date shall be and constitute the Certificate of Incorporation of the Surviving Corporation until further amended, altered or repealed as provided therein or by law. A copy of said Certificate of Incorporation may be certified as a separate document as the Certificate of Incorporation of the Surviving Corporation.

2.02 The By-Laws of Joanna as in effect on the Effective Date shall be and constitute the By-Laws of the Surviving Corporation, until amended, altered or repealed as provided therein or by law.

UNOFFICIAL COPY

1. The adoption of this Agreement of Merger by the regular vote of the respective stockholders of each and foreign parent of the General Corporation has of the Board of Directors.

2. The execution and filing of this Agreement of Merger and the Board of Directors of the State of Delaware is hereby approved and the recording thereof with the Secretary of State, Delaware, as required by Section 11 of the General Corporation Law of the State of Delaware.

3. Any provision of this Agreement of Merger which is in conflict with any law of the State of Delaware or any other law of the United States shall be null and void, and the Agreement of Merger shall be amended so that it complies with the laws of the State of Delaware and the laws of the United States. If any provision of this Agreement of Merger is held to be null and void, the remaining provisions shall survive and be enforceable.

4. This Agreement of Merger shall be binding on the Board of Directors of each of the General Corporations and the stockholders of each of the General Corporations from the date of the execution and filing of this Agreement of Merger with the Secretary of State of the State of Delaware and the recording thereof with the Secretary of State of the State of Delaware.

5. In the event of any conflict between the provisions of this Agreement of Merger and any other law of the State of Delaware or any other law of the United States, the provisions of this Agreement of Merger shall prevail.

6. The Certificate of Incorporation of each of the General Corporations shall be amended to reflect the provisions of this Agreement of Merger. The Certificate of Incorporation of each of the General Corporations shall be amended to reflect the provisions of this Agreement of Merger. A copy of this Certificate of Incorporation shall be filed with the Secretary of State of the State of Delaware.

7. The Board of Directors of each of the General Corporations shall be authorized to execute and deliver all such instruments and to take all such actions as may be necessary to carry out the provisions of this Agreement of Merger.

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2.03 The Board of Directors of the Surviving Corporation shall hold office until the annual meeting of the stockholders of the Surviving Corporation, and until his successor shall have been duly elected and shall have qualified, or until his earlier death, resignation, or removal. The respective names and addresses of such directors are as follows:

Jeffrey L. Kenner
Kenner & Company, Inc.
437 Madison Avenue
New York, New York 10022

John Baldwin
Kenner & Company, Inc.
437 Madison Avenue
New York, New York 10022

Herbert Max
Mayer, Brown & Platt
520 Madison Avenue
New York, New York 10022

ARTICLE III

3.01 The manner and basis of converting the capital stock of Joanna and Holdings into cash and the securities of the Surviving Corporation on the Effective Date shall be as follows:

A. Each share of Holdings common stock, issued and outstanding immediately prior to the Effective Date, is cancelled and all rights in respect thereof hereby cease.

B. Each share of Joanna common stock, \$0.01 par value, issued and outstanding immediately prior to the Effective Date, is changed and converted, without further action of the corporation or its stockholders, into one share of \$0.01 par value common stock of the Surviving Corporation.

ARTICLE IV

4.01 The Surviving Corporation shall possess all the rights, privileges, powers, immunities and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the Constituent

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Corporations, shall be taken and deemed to be transferred and vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert nor be in any way impaired by reason of the merger.

4.02 The Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger.

4.03 On the Effective Date, the assets, liabilities, reserves and accounts of the Constituent Corporations shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of said Constituent Corporations, subject to such adjustments, or eliminations of inter-company items, as may be appropriate in giving effect to the merger.

4.04 All corporate acts, resolutions, plans, policies, contracts, approvals and authorizations of the Constituent Corporations, their stockholders, boards of directors, committees elected or appointed by the boards of directors, officers and agents, which were valid and effective immediately prior to the Effective Date shall be taken for the corporate acts, resolutions, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon to the same degree as before the Effective Date.

4.05. If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property, franchise, privilege or right of either of the Constituent Corporations and otherwise to carry out the purposes of this Agreement of Merger, the proper officers and directors of Joanna shall execute and make all such proper assignments and assurances in law and do all things necessary or proper to vest such property or right in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement of Merger. The officers and directors of Joanna are hereby irrevocably appointed agents of the Constituent Corporations for the purposes set forth in this subsection.

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IN WITNESS WHEREOF, this Agreement of Merger has been approved by the respective Boards of Directors of Joanna and ^{Holdings} Mills and is hereby executed the date and year first above written by the proper officers of Joanna and ^{Holdings} Mills and the corporate seal of each has been hereto affixed.

^{HOLDINGS, INC.}
JOANNA WESTERN MILLS COMPANY

By: [Signature]
PRESIDENT

ATTEST.

By: B.A. Pentaris
Assistant Secretary

SEAL



JOANNA WESTERN INDUSTRIAL PRODUCTS, INC.

By: [Signature]
PRESIDENT

ATTEST:

By: B.A. Pentaris
Assistant Secretary

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Property of Cook County Clerk's Office

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IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the County of Cook, Illinois, this 1st day of January, 1988.

Property of Cook County Clerk's Office

[Signature]
1988

[Signature]
1988

1988

UNOFFICIAL COPY

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ASSISTANT

I, GEORGE PENTARIS JR., Secretary of ~~JOANNA HOLDINGS, INC.~~, a Delaware Corporation, hereby certify that the foregoing Agreement of Merger was submitted to and was duly adopted by written consent of the stockholders of said corporation holding a majority of stock on December 29, 1986, in accordance with Section 228 of the General Corporation Law of the State of Delaware, and that the notice required by Section 228(c) was given to those stock holders who have not consented in writing.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed corporate seal of said corporation this 29th day of December, 1986.



G.A. Pentaris Jr.
Assistant Secretary

ASSISTANT

I, GEORGE PENTARIS JR., Secretary of JOANNA WESTERN INDUSTRIAL PRODUCTS, Inc., a Delaware Corporation, hereby certify that the foregoing Agreement of Merger was submitted to, and was duly adopted by, all of the stockholders of said corporation by December 29, 1986, in accordance with Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said corporation this 29th day of December, 1986.

G.A. Pentaris Jr.
Assistant Secretary

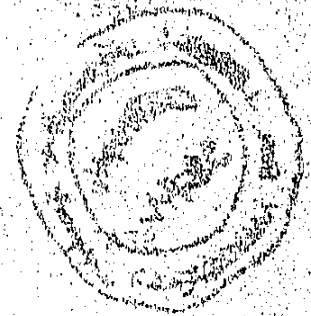
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[Handwritten signature]

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Property of Cook County Clerk's Office

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AGREEMENT OF MERGER
BETWEEN
JOANNA HOLDINGS, INC.
AND
JOANNA WESTERN INDUSTRIAL PRODUCTS, INC.

Agreement of Merger, dated as of December 29, 1986 by and between Joanna Holdings, Inc., a Delaware corporation ("Holdings") and Joanna Western Industrial Products, Inc., a Delaware corporation (hereinafter referred to as "Joanna" or the "Surviving Corporation"). (Joanna and Holdings sometimes are referred to jointly as the "Constituent Corporations.")

Holdings is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock consisting of 1,000 shares of common stock, no par value per share of which 535 1 shares are issued and outstanding and owned of record by Joanna.

Joanna is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock consisting of 1,000 shares of common stock, no par value per share, of which 100 shares are issued and outstanding and owned of record by Joanna Western Holdings, Inc., a Delaware corporation.

The respective Boards of Directors of the Constituent Corporations deem it desirable and in the best interests of each corporation and its stockholders that Holdings be merged with and into Joanna, which shall be the surviving corporation, on the terms set forth hereinafter and have directed that this Agreement be submitted to the stockholders of the Constituent Corporations for approval.

In consideration of the foregoing premises and of the mutual agreements hereinafter contained, the parties hereto agree as follows:

1.01 On the Effective Date (as hereinafter defined), Holdings shall be merged into Joanna, the separate existence of Holdings shall cease and Joanna shall be the surviving corporation pursuant to the laws of the State of Delaware on the terms and conditions herein described. The name of the Surviving Corporation shall be Joanna Western Industrial Products, Inc. with its principal offices at 2141 South Jefferson Street, Chicago, Illinois 60616.

1.02 The Merger shall become effective at 3:30 p.m. on Wednesday, December 31, 1986 (the "Effective Date") by which time and date the last of the following events shall have occurred:

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RESERVED TO THE STATE OF ILLINOIS

CHAPTER 15

ARTICLE 15.1

ILLINOIS WATERWAYS DEVELOPMENT ACT

Section 15.1-1. The purpose of this Act is to provide for the development and improvement of the waterways of the State of Illinois and to provide for the construction, maintenance, and operation of waterways facilities and structures thereon.

Section 15.1-2. The State of Illinois is hereby declared to be the owner of all waterways within the State of Illinois and to have the right to regulate the navigation thereof.

Section 15.1-3. The State of Illinois is hereby authorized to acquire, construct, maintain, and operate waterways facilities and structures thereon, and to lease or otherwise dispose of such facilities and structures.

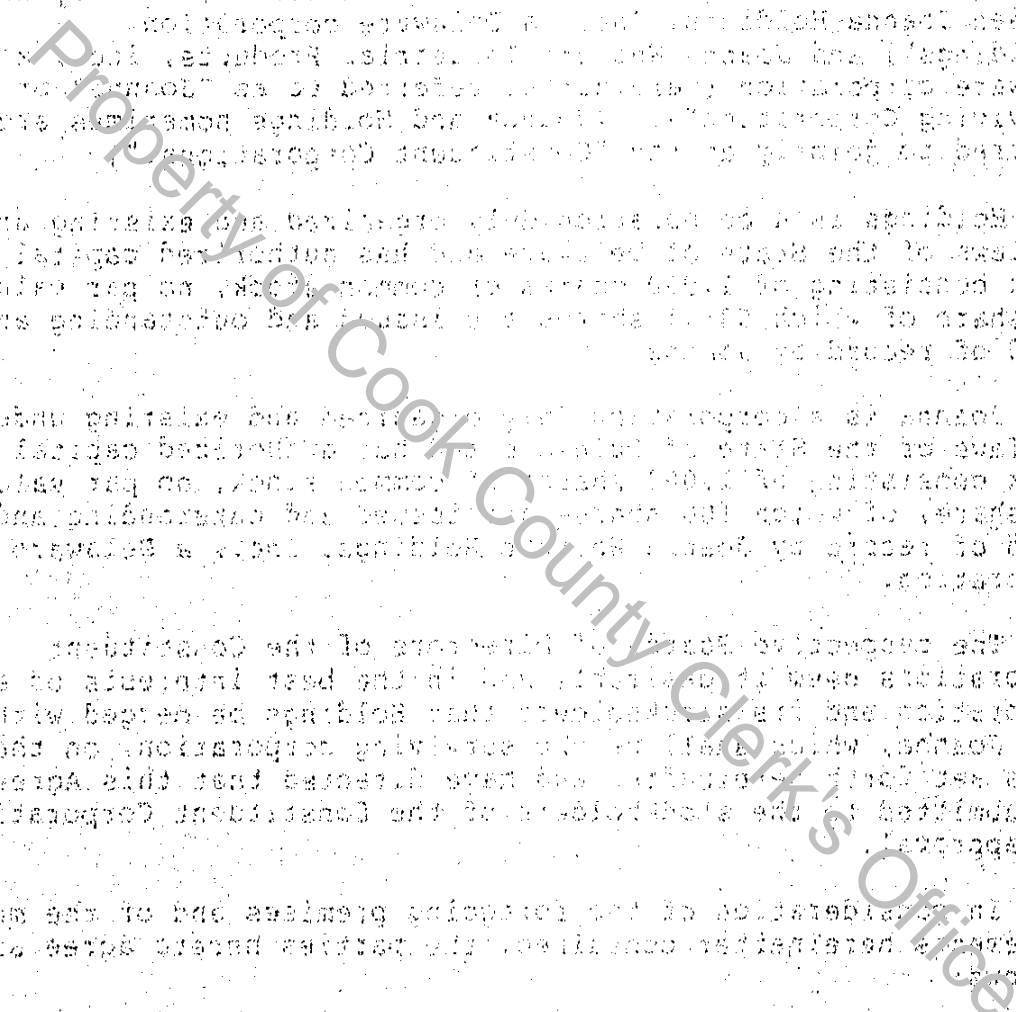
Section 15.1-4. The State of Illinois is hereby authorized to enter into contracts with private parties for the construction, maintenance, and operation of waterways facilities and structures, and to acquire, lease, or otherwise dispose of such facilities and structures.

Section 15.1-5. The State of Illinois is hereby authorized to regulate the navigation of the waterways of the State of Illinois, and to enforce such regulations.

Section 15.1-6. The State of Illinois is hereby authorized to acquire, construct, maintain, and operate waterways facilities and structures, and to lease or otherwise dispose of such facilities and structures.

Section 15.1-7. The State of Illinois is hereby authorized to regulate the navigation of the waterways of the State of Illinois, and to enforce such regulations.

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A. the adoption of this Agreement of Merger by the requisite votes of the respective stockholders of Joanna and Holdings pursuant to the General Corporation Law of the State of Delaware; and

B. the execution and filing with the Secretary of State of the State of Delaware of the Articles of Merger and the recording thereof with the Recorder of New Castle County, Delaware, as required by Section 251 of the General Corporation Law of the State of Delaware.

1.03 Any provision of this Agreement of Merger may be amended at any time before or after the approval of the stockholders of Joanna and Holdings, by written agreement by Joanna and Holdings, authorized by their respective Boards of Directors, provided, however, that after the effective date of the approval by the Joanna stockholders of this Agreement of Merger, no amendment shall be made which reduces the amount or changes the form of consideration to be delivered to the Joanna stockholders as contemplated by this Agreement of Merger.

1.04 This Agreement of Merger may be terminated by the Board of Directors of either of the Constituent Corporations at any time before the filing of this Agreement of Merger with the Secretary of State of the State of Delaware notwithstanding approval of this Agreement of Merger by the stockholders of either or both of the Constituent Corporations.

1.05. In the event of the failure of any condition precedent hereunder or the termination of this Agreement of Merger, this Agreement of Merger shall be void and have no effect, and there shall be no liability on the part of any of the parties or any director, officer or stockholder thereof.

ARTICLE II

2.01 The Certificate of Incorporation of Joanna as in effect on the Effective Date shall be and constitute the Certificate of Incorporation of the Surviving Corporation until further amended, altered or repealed as provided therein or by law. A copy of said Certificate of Incorporation may be certified as a separate document as the Certificate of Incorporation of the Surviving Corporation.

2.02 The By-Laws of Joanna as in effect on the Effective Date shall be and constitute the By-Laws of the Surviving Corporation, until amended, altered or repealed as provided therein or by law.

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4. The Board of Directors of the Corporation shall have the authority to cause to be prepared and filed with the Secretary of the State of Delaware a certificate of incorporation and a set of bylaws for the Corporation.

5. The Board of Directors of the Corporation shall have the authority to cause to be prepared and filed with the Secretary of the State of Delaware a certificate of incorporation and a set of bylaws for the Corporation.

6. Any provision of this Agreement which purports to limit the liability of any person in any capacity as a director, officer, or shareholder of the Corporation shall be null and void to the extent that such provision purports to exempt such person from liability for any act or omission which is a breach of the fiduciary duty of such person to the Corporation or its shareholders.

7. This Agreement shall be subject to the approval of the Board of Directors of the Corporation and the approval of the shareholders of the Corporation.

8. In the event of any conflict between the provisions of this Agreement and the provisions of any applicable law, the provisions of this Agreement shall prevail.

ARTICLE I

9. The Corporation shall be organized under the laws of the State of Delaware and shall have as its principal office in the State of Delaware.

10. The Board of Directors of the Corporation shall have the authority to cause to be prepared and filed with the Secretary of the State of Delaware a certificate of incorporation and a set of bylaws for the Corporation.

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2.03 The Board of Directors of the Surviving Corporation shall hold office until the annual meeting of the stockholders of the Surviving Corporation, and until his successor shall have been duly elected and shall have qualified, or until his earlier death, resignation, or removal. The respective names and addresses of such directors are as follows:

Jeffrey L. Kenner
Kenner & Company, Inc.
437 Madison Avenue
New York, New York 10022

John Baldwin
Kenner & Company, Inc.
437 Madison Avenue
New York, New York 10022

Herbert Max
Mayer, Brown & Platt
520 Madison Avenue
New York, New York 10022

ARTICLE III

3.01 The manner and basis of converting the capital stock of Joanna and Holdings into cash and the securities of the Surviving Corporation on the Effective Date shall be as follows:

A. Each share of Holdings common stock, issued and outstanding immediately prior to the Effective Date, is cancelled and all rights in respect thereof hereby cease.

B. Each share of Joanna common stock, \$0.01 par value, issued and outstanding immediately prior to the Effective Date, is changed and converted, without further action of the corporation or its stockholders, into one share of \$0.01 par value common stock of the Surviving Corporation.

ARTICLE IV

4.01 The Surviving Corporation shall possess all the rights, privileges, powers, immunities and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the Constituent

Corporations, shall be taken and deemed to be transferred and vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert nor be in any way impaired by reason of the merger.

4.02 The Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger.

4.03 On the Effective Date, the assets, liabilities, reserves and accounts of the Constituent Corporations shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of said Constituent Corporations, subject to such adjustments, or eliminations of inter-company items, as may be appropriate in giving effect to the merger.

4.04 All corporate acts, resolutions, plans, policies, contracts, approvals and authorizations of the Constituent Corporations, their stockholders, boards of directors, committees elected or appointed by the boards of directors, officers and agents, which were valid and effective immediately prior to the Effective Date shall be taken for the corporate acts, resolutions, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon to the same degree as before the Effective Date.

4.05 If at any time the Surviving Corporation shall consider it to be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property, franchise, privilege or right of either of the Constituent Corporations and otherwise to carry out the purposes of this Agreement of Merger, the proper officers and directors of Joanna shall execute and make all such proper assignments and assurances in law and do all things necessary or proper to vest such property or right in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement of Merger. The officers and directors of Joanna are hereby irrevocably appointed agents of the Constituent Corporations for the purposes set forth in this subsection.

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Corporation shall be deemed to have been organized and to have begun business on the date of its incorporation and the date of its first meeting of the board of directors, and the date of its first meeting of the board of directors shall not be deemed to be the date of its incorporation.

Section 1.01. The corporation shall be organized and to have begun business on the date of its incorporation and the date of its first meeting of the board of directors, and the date of its first meeting of the board of directors shall not be deemed to be the date of its incorporation.

Section 1.02. The corporation shall be organized and to have begun business on the date of its incorporation and the date of its first meeting of the board of directors, and the date of its first meeting of the board of directors shall not be deemed to be the date of its incorporation.

Section 1.03. The corporation shall be organized and to have begun business on the date of its incorporation and the date of its first meeting of the board of directors, and the date of its first meeting of the board of directors shall not be deemed to be the date of its incorporation.

Section 1.04. The corporation shall be organized and to have begun business on the date of its incorporation and the date of its first meeting of the board of directors, and the date of its first meeting of the board of directors shall not be deemed to be the date of its incorporation.

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IN WITNESS WHEREOF, this Agreement of Merger has been approved by the respective Boards of Directors of Joanna and Mills and is hereby executed the date and year first above written by the proper officers of Joanna and Mills and the corporate seal of each has been hereto affixed. Holdings

^{HOLDINGS, INC.}
JOANNA WESTERN MILLS COMPANY

By: [Signature]
PRESIDENT

ATTEST:

By: B. A. Pentaris Jr.
Assistant Secretary

SEAL

JOANNA WESTERN INDUSTRIAL PRODUCTS, INC.

By: [Signature]
PRESIDENT

ATTEST:

By: B. A. Pentaris Jr.
Assistant Secretary

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IN WITNESS WHEREOF, this instrument has been signed and sealed by the respective parties on the day and date first above written.

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EX-1000000

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~~Witnessed by Assistant Secretary~~
~~George Pentaris Jr.~~

ASSISTANT

I, GEORGE PENTARIS JR. Secretary of JOANNA HOLDINGS, INC. a Delaware Corporation, hereby certify that the foregoing Agreement of Merger was submitted to and was duly adopted by written consent of the stockholders of said corporation holding a majority of stock on December 29, 1986, in accordance with Section 228 of the General Corporation Law of the State of Delaware, and that the notice required by Section 228(c) was given to those stock holders who have not consented in writing.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed corporate seal of said corporation this 29th day of December, 1986.



B. A. Pentaris Jr.
Assistant Secretary

ASSISTANT

I, GEORGE PENTARIS JR. Secretary of JOANNA WESTERN INDUSTRIAL PRODUCTS, Inc., a Delaware Corporation, hereby certify that the foregoing Agreement of Merger was submitted to, and was duly adopted by, all of the stockholders of said corporation by December 29, 1986, in accordance with Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said corporation this 29th day of December, 1986.

B. A. Pentaris Jr.
Assistant Secretary

SEAL

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said corporation this 10th day of December, 1981

[Signature]
 Secretary



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said corporation this 10th day of December, 1981

[Signature]
 Secretary

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