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QUIT CLAIM DEED

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The Grantor, Freeman United Coal Mining Company, a Delaware corporation, in consideration of good and valuable consideration and the Recitals hereinafter set forth and pursuant to authority given by the Board of Directors of said corporation, conveys and quit claims to the Grantee, Material Service Corporation, a Delaware corporation, having its principal address at 222 North LaSalle Street, Chicago, Illinois 60601, all interest in the Real Estate hereinafter described.

Recitals

- A. Material Service Corporation was incorporated in Delaware on December 24, 1947 ("Old MSC"). Old MSC and New MSC, as hereinafter described, generally are engaged in the aggregate (sand and gravel) and ready-mix concrete business ("Aggregate Business").
- B. Freeman United Coal Mining Company was incorporated in Delaware on March 16, 1992 ("Freeman"). [Certificate of Incorporation filed on March 16, 1992, as No. 732076030-2291236 with Secretary of State, Delaware, and recorded on March 19, 1992, as Document 024509, Book 1269, Page 391, with the Recorder of Deeds of New Castle County, Delaware]. Prior to such incorporation, Freeman was a division of Old MSC known as Freeman United Coal Mining Company Division following the merger of a predecessor company (Freeman Coal Mining Corporation, an Illinois corporation) into Old MSC and the merger of another affiliated company (The United Electric Coal Companies, a Delaware corporation) into Old MSC. Freeman and its predecessors generally are engaged in the coal mining, processing and sales business ("Coal Business").
- C. On March 31, 1992, Old MSC was merged into Freeman, pursuant to an Agreement of Merger dated March 30, 1992, and the surviving corporation of the merger was designated to be Freeman [Certificate of Merger filed on March 31, 1992, as No. 920915262-2291236 with Secretary of State, Delaware, and recorded on April 23, 1992, as Document 09829 in C141, Page 296, with the Recorder of Deeds of Kent County, Delaware, and also recorded on April 27, 1992, as Document 038241 in Book 1284, Page 163, with the Recorder of Deeds of New Castle County, Delaware].
- D. Resources Acquisition Company was incorporated in Delaware on March 16, 1992, and changed its name to Material Service Corporation on March 31, 1992 ("New MSC"). [Certificate of Incorporation filed on March 16, 1992, as No. 732076029-2291234 with Secretary of State, Delaware, and recorded on March 19, 1992, as Document 024508, Book 1269, Page 388, with the Recorder of Deeds of New Castle County, Delaware, Certificate of Amendment filed on March 31, 1992, as No. 920915263-2291234 and recorded on April 24, 1992, as Document 037728, Book 1283, Page 895, with the Recorder of Deeds of New Castle County, Delaware].
- E. Reorganization procedures, as noted, are intended, in part, to separate the afore-described Aggregate Business and Coal Business operations into integrated corporate entities in accordance with natural and historical business operations - Freeman to be in the Coal Business and New MSC to be in the Aggregate Business, with certain subsidiaries of New MSC also to be in the aggregate business and other subsidiaries of New MSC to be in the lime business.
- F. Pursuant to the Agreement of Merger referred to in preceding C, all of the assets of Old MSC, including, without limitation, all interests in real estate, including, without limitation, all fee simple estates, estates for years, leases, licenses, easements and other interests in real

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EXEMPT UNDER PROVISIONS OF PA.R. (1.1) SECTION 4, REAL ESTATE TRANSFER TAX ACT

10-1-92 Samuel S. Kelley REPRESENTATIVE

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10-1-92 Samuel S. Kelley BUYER, SELLER, REPRESENTATIVE

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estate, whether or not pertaining to the Aggregate Business or Coal Business, were transferred to Freeman with title automatically vesting in Freeman without need for any further action to be taken by Old MSC for this purpose.

- G. As of the effective date of the afore-described merger and name change for New MSC, Freeman assigned and transferred to New MSC all of the assets relating to the Aggregate and Lime Businesses, including, without limitation, all interests in real estate, including, without limitation, all estate in fee simple, estates for years, leases, licenses, easements and other interests in real estate (being a portion of the Real Estate conveyed by this Deed from Freeman to New MSC). The other assets of Old MSC, comprising those assets of the Freeman United Coal Mining Company Division of Old MSC and of predecessor Freeman corporate entities, relating to the Coal Business, were retained by Freeman.

NOW, THEREFORE, the Real Estate, hereinabove conveyed and quit claimed by Freeman as the Grantor to New MSC as the Grantee, is described on Exhibit "A" attached hereto and made part hereof (all of said Real Estate being associated with the Lime Business and being so shown on the books and records of Old MSC or New MSC).

IN WITNESS WHEREOF, said Grantor has caused its corporate seal to be hereto affixed, and has caused its name to be signed to these presents by its Vice President of Real Estate and attested by its Secretary this 1st day of October, 1992, effective as of March 31, 1992.

FREEMAN UNITED COAL MINING COMPANY

By: Stephen M. Hickman
Stephen M. Hickman
Vice President, Real Estate

ATTEST:

Richard R. Elledge
Richard R. Elledge
Secretary

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STATE OF ILLINOIS

)
) ss.
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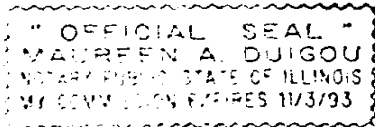
COUNTY OF COOK

I, the undersigned, a Notary Public in and for said County in the State aforesaid, DO HEREBY CERTIFY that Stephen M. Hickman, personally known to me to be the Vice President of Real Estate of Freeman United Coal Mining Company, a Delaware corporation, and Richard R. Elledge, personally known to me to be the Secretary of Freeman United Coal Mining Company, a Delaware corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that, as such Vice President of Real Estate and Secretary, they signed and delivered said instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority given by the Board of Directors of said corporation, as their free and voluntary act and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

Given under my hand and notarial seal this 15th day of October, 1992.

My commission expires: 11/3/93

Maureen A. Duigou
Notary Public



This Instrument Was Prepared By and Return To:

Sam Schlesinger
GOULD & RATNER
222 N. LaSalle Street
Chicago, IL 60601

P.I.N.:

26-07-401-006
26-07-401-007
26-07-401-008
26-07-401-009

Mail Tax Bills to:

Marblehead Lime Company
222 N. La Salle Street
Suite 1200
Chicago, IL 60601

5220 - 60 E 106th St

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EXHIBIT "A"

Real Estate commonly known as 3220-3258 East 106th St. (A) and 3312-3344 East 106th St. (B), in the County of Cook and State of Illinois, legally described as follows:

LEGAL DESCRIPTION

Parcel A:

That part of Block "B" of the South Chicago Dock Company's Addition to South Chicago and accretions thereto, in fractional Section Seven (7), Township Thirty-seven (37) North, Range Fifteen (15), East of the Third Principal Meridian (South of the Indian Boundary line), lying north of the North line of One Hundred Sixth (106th) Street, East of the Calumet River, West of the West line of the Sixty (60) foot wide right-of-way of the Calumet River Railway as now located and South of a line which is One Thousand (1,000.0) feet south of (as measured along the Easterly line of the Two Hundred (200.0) foot wide channel of the Calumet River, as established by the U. S. Government) and parallel to the center line of One Hundred Third (103rd) Street as produced west from its intersection with the East line of said Section Seven (7) (said center line of One Hundred Third (103rd) Street produced being also the South line of that portion of Block "B" conveyed to Horace U. and Marshall F. Butters by Deed dated November 5, 1898, and recorded November 26, 1898, as Document No. 2757784);

Excepting therefrom Four Hundred (400.0) square feet of land deeded by Special Warranty Deed to the City of Chicago for the One Hundred Sixth (106th) Street Bridge by Document No. 9893247, recorded January 10, 1928; and

Subject to a perpetual right-of-way easement to the U. S. Government as Document No. 16043863, dated October 5, 1953;

Containing Five Hundred Thirteen Thousand Five Hundred Eleven (513,511) square feet of land, more or less;

Parcel B:

That part of Block "B" of the South Chicago Dock Company's Addition to South Chicago, in Cook County, Illinois, described as follows:

Beginning at the intersection of the east line of said Block "B" (being a line Four Hundred Eighty-six (486) feet west from and parallel with the East line of Section Seven (7), South of the Indian Boundary line, in Township Thirty-seven (37) North, Range Fifteen (15) East of the Third Principal Meridian) with the North line of East 106th Street (being a line Forty (40) feet North, from and parallel with the South line of said Section Seven (7)) and running;

Thence West along said North line of E. 106th Street a distance of Three Hundred Sixty-four and Forty-four Hundredths (364.44) feet to its intersection with a line Eight Hundred Fifty and Forty-four Hundredths (850.44) feet west from and parallel with said East line of Section Seven (7);

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Thence North along the last above-mentioned parallel line, being the East line of the lands of the Calumet River Railway Company, a distance of Two Hundred Thirty-three and Ninety Hundredths (233.90) feet to its intersection with the Easterly line of the Sixty (60) foot right of way of said Railway;

Thence Northwardly along said Easterly right-of-way line, being the arc of a circle having a radius of Ten Hundred Twenty-six and Eighty-seven Hundredths (1026.87) feet and convex Easterly, a distance of Two Hundred Forty-eight and Eighty-three Hundredths (248.83) feet to its point of tangency with a line Eight Hundred Twenty and Forty-four Hundredths (820.44) feet West from and parallel with said East line of Section Seven (7), which point of tangency is Five Hundred Twenty and Thirty Hundredths (520.30) feet, more or less, north from said South line of Section Seven (7);

Thence North along the last above-mentioned parallel line, being the East line of said right of way, a distance of Seven Hundred Ninety-one and Thirty Hundredths (791.30) feet;

Thence Northeastwardly along said Easterly right-of-way line, being the arc of a circle having a radius of Nine Hundred Sixty-six and Eighty-seven Hundredths (966.87) feet and convex Northwesterly, a distance of Seven Hundred Forty-seven and Seventy Hundredths (747.70) feet to its intersection with a Westward extension of the center line of E. 103rd Street as laid out in the Subdivision East from said East line of Section Seven (7);

Thence East along said extended center line, a distance of Fifty-nine and Forty Hundredths (59.40) feet to its intersection with said East line of Block "B"; and

Thence South along said East line, Four Hundred Eighty-six (486) feet West from and parallel with said East line of Section Seven (7), a distance of Nineteen Hundred Forty-seven and Twenty-eight Hundredths (1947.28) feet to the point of beginning.

Containing Six Hundred Seventeen Thousand Seven Hundred Fifty-three (617,753) square feet of land, more or less;

together with all and singular the hereditaments and appurtenances thereunto belonging, or in anywise appertaining, and the reversion and reversions, remainder and remainders, rents, issues and profits thereof, and all the estate, right, title, interest, claim or demand whatsoever of said Grantors, either in law or in equity, of, in and to the above-described premises; subject, however, to the further provisions of this deed.

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STATION

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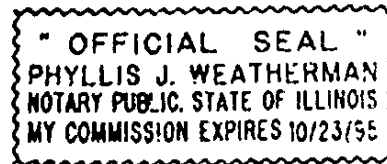
STATEMENT BY GRANTOR AND GRANTEE

The grantor or his agent affirms that, to the best of his knowledge, the name of the grantee shown on the deed or assignment of beneficial interest in a land trust is either a natural person, an Illinois corporation or foreign corporation authorized to do business or acquire and hold title to real estate in Illinois, a partnership authorized to do business or acquire and hold title to real estate in Illinois, or other entity recognized as a person and authorized to do business or acquire title to real estate under the laws of the State of Illinois.

Dated 12-1, 1992 Signature: Michael S. Allen
Grantor or Agent

Subscribed and sworn to before me by the said Grantor or Agent this 8th day of October, 1992.

Notary Public Phyllis J. Weatherman

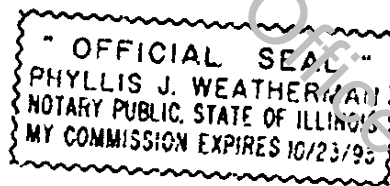


The grantee or his agent affirms and verifies that the name of the grantee shown on the deed or assignment of beneficial interest in a land trust is either a natural person, an Illinois corporation or foreign corporation authorized to do business or acquire and hold title to real estate in Illinois, a partnership authorized to do business or acquire and hold title to real estate in Illinois, or other entity recognized as a person and authorized to do business or acquire and hold title to real estate under the laws of the State of Illinois.

Dated 10-1, 1992 Signature: Sumner E. Ashley
Grantee or Agent

Subscribed and sworn to before me by the said Grantee or Agent this 1st day of October, 1992.

Notary Public Phyllis J. Weatherman



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

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