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Prepared by:

Shell Oil Products Company
As agent for Shell Oil Company
777 Walker Street, TSP 1198
Houston, TX 77002

98599308

By:


R. J. Dold
Senior Real Estate Representative

Recorded at the request of and return to:

DEPT-01 RECORDING

\$31.00

T#0069 TRAN 3159 07/13/98 11:36:08
#3531 # RC *-98-599308
COOK COUNTY RECORDER

RETURN DOCUMENT TO:
CHICAGO TITLE, 171 N. CLARK ST
ATTN: ROCHELLE DEMOSS
CHICAGO, IL 60601

MLL:04SP

LIMITED WARRANTY DEED

This Deed is by and between Shell Oil Company, a Delaware corporation, having an office at 777 Walker Street, TSP 1100, Houston, Texas 77002 ("Grantor") and Equilon Enterprises LLC, a Delaware limited liability company, having an office at 1100 Louisiana, Houston, Texas 77002 ("Grantee").

WITNESSETH:

In consideration of the mutual covenants set forth in that certain Asset Transfer and Liability Assumption Agreement, dated as of January 15, 1998, among Texaco Inc., a Delaware corporation, Texaco Refining and Marketing Inc., a Delaware corporation, TRMI Holdings Inc., a Delaware corporation, Texaco Pipeline Inc., a Delaware corporation, Texaco Trading and Transportation Inc., a Delaware corporation, Texaco Convent Refining Inc., a Delaware corporation, Texaco Anacortes Cogeneration Company, a Delaware corporation, Shell Oil Company, a Delaware corporation, SOPC Holdings West LLC, a Delaware limited liability company and Equilon Enterprises LLC, a Delaware limited liability company, and the further consideration of the sum of

AND NO/100 DOLLARS (\$ 1,323,636.00) Grantor does hereby GRANT, BARGAIN, SELL, CONVEY and RELEASE unto Grantee, its successors and assigns forever, all of Grantor's right, title and interest, if any, in and to those certain 4 plots, pieces and parcels of land more particularly described in Exhibit "A" attached hereto and made a part hereof (the "Property"), together with any buildings, fixtures and improvements located thereon.

Together with all right, title and interest, if any, of Grantor in and to any streets and roads abutting the Property to the center lines thereof, plus all the estate and rights of Grantor in and to any easements, rights, privileges, appurtenances and other hereditaments appurtenant to the Property.

Grantor expressly SAVES, RETAINS, RESERVES and EXCEPTS from this conveyance unto itself and its successors and assigns, all right, title and interest, if any, in and to any oil, gas, and other minerals (including, without limitation, helium, lignite, sulfur, phosphate and other solid, liquid and gaseous substances), regardless of the nature thereof and whether similar or dissimilar but only to the extent any of the foregoing is in its natural state and natural location and not subject to the dominion and control of any person, and, upon thirty (30) days prior written notice to Grantee, the right to explore for, develop and produce same, as well as the right to lease such portion of the Property hereby reserved for such purposes, and all mineral and royalty rights whatsoever in, on, under and pertaining to the

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Deleg # 98278853

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Property; but Grantor, its successors and assigns, shall have no right to use, or right of ingress to or egress from any part of the surface of the Property for exploration and producing purposes, except with respect to (i) current activities at and any existing contractual or leasehold rights granted to third parties and (ii) any additional activities which have been consented to in writing by Grantee, whose consent shall not be unreasonably withheld. Except as set forth in the preceding sentence, any oil and gas drilling operations, shall be conducted by means of wells, the surface locations of which are on other lands and which may be drilled into and bottomed in or under the Property. Grantor shall exercise its rights under the foregoing mineral, oil and gas reservation so as not to disturb any improvements, installations, petroleum or other products contained in such improvements or installments or surface activities on the Property. Grantor is to receive and retain all bonuses, rentals and royalties payable under any such mineral, oil and gas lease or leases. Grantor may assign, transfer, sell or convey such oil, gas and mineral reservation to any person, corporation, partnership or other entity.

This conveyance is made by Grantor and accepted by Grantee subject to all encumbrances, rights of way and other matters of record affecting same to the extent that the same are currently valid and enforceable against the Property.

TO HAVE AND TO HOLD the Property unto Grantee, its successors and assigns forever. Grantor covenants with Grantee that Grantor has done nothing to impair such title as Grantor received, and Grantor will warrant and defend the title against the lawful claim of all persons claiming by, through or under Grantor, but not otherwise. The preceding sentence is for the benefit of Grantee and the parties now or hereafter constituting Grantee and may not be relied on or enforced by any other entity, including without limitation, any direct or remote successor in title to Grantee or any title insurer of Grantee or its direct or remote successors in title, by way of subrogation or otherwise.

This Deed is effective at 12:01 a.m. local time on July 1, 1998, regardless of the date of execution.

EXECUTED June 18, 1998.

SHELL OIL COMPANY

By: L. L. Logan
L. L. Logan, Manager
Real Estate Coordination
Shell Oil Products Company
As agent for Shell Oil Company

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7/18/98

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STATE OF TEXAS
COUNTY OF HARRIS
JUL 18 1998

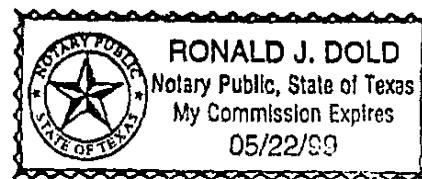
STATE OF TEXAS

COUNTY OF HARRIS

The foregoing instrument was acknowledged before me on June 18, 1998 by L. L. Logan, Manager, Real Estate Coordination, Shell Oil Products Company, as agent for Shell Oil Company, a Delaware corporation, on behalf of the corporation.

WITNESS my hand and official seal.

Ronald J. Dold
Notary's Signature



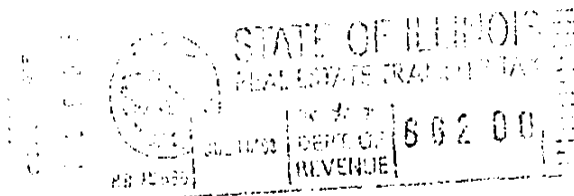
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EXHIBIT "A" COOK COUNTY, ILLINOIS

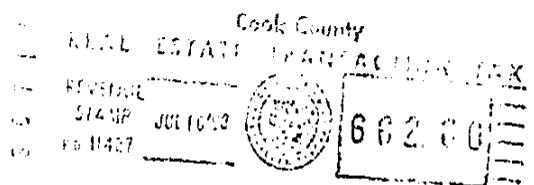
Tract 127. - 1020 E Rand/Central, Mount Prospect, COOK, WIC 212-5382-0308
Tax Parcel # 03-35-301-20

That part of the south 1653.37 feet of the east 1/2 of the southwest 1/4 (measured on the east line of said tract) and the southwest 1/4 of the southwest 1/4 of Section 35, Township 42 North, Range 11 east of the third principal meridian, in Cook County, Illinois, described as follows: commencing at the southeast corner of the southwest 1/4 of said Section 35, thence west along the south line of the said southwest 1/4 for a distance of 1108.91 feet, thence north along a line which makes an angle of 90 degrees 0 minutes with the last described line for a distance of 33.0 feet to an intersection with the north line of central road for a point of beginning, thence west along the north line of Central Road for a distance of 150.0 feet, thence north along a line which makes an angle of 90 degrees 0 minutes with the last described line for a distance of 158.47 feet to an intersection with the southerly right of way line of Rand Road (Route Number 12) thence southeasterly along the said southerly right of way line of Rand Road for a distance of 176.29 feet to a point on the west line of Mt. Prospect Road extended north, thence south 62.11 feet along said west line to the point of beginning all in Cook County, Illinois, (excepting therefrom the south 17 feet of the land as condemned in case 76L15470).

together with all easements, rights, privileges and appurtenances thereto, all buildings, land improvements and personal property thereon, and all of Grantor's right, title and interest (if any) in all public ways adjoining the Premises;



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EXHIBIT "A" COOK COUNTY, ILLINOIS

Tract 128. - 820 N River/Euclid, Mount Prospect, COOK. WIC 212-5382-0506

Tax Parcel # 03-25-402-037

That part of Lot 25 in Alten's Euclid Avenue subdivision described as follows:

Beginning at the Northeast corner of said Lot 25 and running thence South along the East line of said Lot 25, 175 feet; thence Westerly along a line forming an angle of 24 degrees 42 minutes, 40 seconds as measured to the right from a prolongation of the last described line, a distance of 175 feet; thence North along a line drawn parallel with the said East line of Lot 25, a distance of 179.67 feet to the Northerly line of said Lot 25; thence Southeasterly along said Northerly line 175.39 feet, more or less to the place of beginning excepting from said part of Lot 25 that part thereof described as follows:

Beginning at the Northeast corner of said Lot 25; thence South on the East line thereof, 20 feet thence Northwesterly to a point of the North line of Lot 25 aforesaid, 20 feet West of the place of beginning; thence East to the place of beginning, in Alten's Euclid Avenue subdivision of that part of the South 133.5 feet of the Northeast 1/4 of Section 25, Township 42 North, range 11 East of the third principal meridian, lying West of a line drawn at right angles to the South line of said Northeast 1/4 at a point 347.56 feet West of the center line of River Road, also that part of the North 1/2 of the Northeast 1/4 of the Southwest 1/4 of said section 25, lying North of the North line of South 18 1/2 rods thereof; also that part of the Southeast 1/4 of said section 25 lying North of the North line of South 15 1/2 rods of the North 40 rods of said Southeast 1/4 (excepting therefrom that part thereof heretofore dedicated for roads), in Cook County Illinois:

together with all rights, privileges and appurtenances thereunto belonging, all buildings and improvements thereon, and all right, title and interest of Grantor (if any) in and to the alleys, streets and roads adjacent thereto;

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EXHIBIT "A" COOK COUNTY, ILLINOIS

Tract 129, - Two E Rand/Kensington, Mount Prospect, COOK, WIC 212-5382-0704
Tax Parcel # 03-34-200-063

Lot 1 of Christiansen's Subdivision of Part of the Northeast
¼ of Section 34, Township 42 North, Range 11 East of the 3rd
Principal Meridian in Cook County, Illinois,

together with all rights, privileges and appurtenances thereto and all buildings
and land improvements thereon; but subject to all easements, rights-of-way, re-
servations, restrictions and encumbrances of record, to any existing tenancies,
to all zoning laws and ordinances, and to any state of facts an accurate survey
or inspection of the premises would show;

Property of Cook County Clerk's Office

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EXHIBIT "A" COOK COUNTY, ILLINOIS

Tract 130. - 1050 North-West Hwy/Mount Prospect, Mount Prospect, COOK, WIC 212-5382-1009
Tax Parcel # 08-12-405-039

Lot 1 in Logan's Resubdivision of Lots 59 (except the Westerly 3 feet 1 inch thereof), 60, 61, 62, 63 in Maplewood Heights, being a Subdivision of the East 15.00 chains of that part lying North of the Chicago and Northwestern Railway of the Southeast 1/4 of Section 12 (except the Southerly 66 feet for Road) also of Block 26 in Busse's Eastern Addition to Mount Prospect in the East 1/2 of Section 12, all in Township 41 North, Range 11 East of the Third Principal Meridian, according to Plat of Logan's Resubdivision aforesaid registered in the Office of the Registrar of Titles of Cook County, Illinois on October 7, 1977 as document 2972706.

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