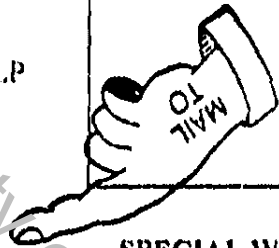


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SPECIAL WARRANTY DEED

THIS INDENTURE, made as of the 21 day of September, 1998, between RIETER AUTOMOTIVE NORTH AMERICA, INC., a corporation created and existing under and by virtue of the laws of the State of Delaware and duly authorized to transact business in the State of Illinois, party of the first part, and U.G.N., INC., a corporation created and existing under and by virtue of the laws of the State of Illinois, party of the second part, WITNESSETH, that the party of the first part, for and in consideration of the sum of \$10.00 and other good and valuable consideration in hand paid by the party of the second part, the receipt whereof is hereby acknowledged, pursuant to authority of the board of directors of the party of the first part, by these presents does REMISE, RELEASE, ALIEN AND CONVEY unto the party of the second part, and to its successors and assigns, FOREVER, the real estate situated in the County of Cook, State of Illinois described in Exhibit A attached hereto and incorporated herein by this reference, 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 and demand whatsoever, of the party of the first part, either in law or in equity, of, in and to the above-described premises, with the hereditaments and appurtenances. SUBJECT TO only those matters set forth on Exhibit B attached hereto and incorporated herein by this reference; TO HAVE AND TO HOLD the said premises as above described, with the hereditaments and appurtenances, unto the party of the second part, forever.

And the party of the first part, for itself, and its successors, does covenant, promise and agree, to and with the party of the second part, its successors and assigns, that it has not done or suffered to be done anything whereby the said premises hereby granted are, or may be, in any manner encumbered or charged, except as herein recited; and that the said premises, against all persons lawfully claiming, or to claim the same, by, through or under the party of the first part, it WILL WARRANT AND DEFEND.

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Address of Property: 2638 E. 126th Street, Chicago, IL 60633

P.I.N.: 26-30-100-035-0000; 26-30-100-038-0000

IN WITNESS WHEREOF, said party of the first part has caused its name to be signed to these presents by its CFO, and its CFO, the day and year first above written.

RIETER AUTOMOTIVE NORTH AMERICA, INC.

By: [Signature]
Its: CFO

By: [Signature]
Its: CFO

Exempt under provisions of Par. L, Section 200.1 2B6 of the Chicago Transaction Tax Ordinance.

[Signature]

Dated: 9/21/98

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SEP 28 1998

SEP 28 1998

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STATE OF Michigan)
) SS.
COUNTY OF Oakland)

BAMBI L. DONNELLY
Notary Public, Oakland County, MI
My Commission Expires Jun. 11, 2002

I, Bambi L. Donnelly, a notary public in and for said county, in the state aforesaid, DO HEREBY CERTIFY that Stephen Pedersen, personally known to me to be the CEO of Rieter Automotive North America, Inc., a Delaware corporation, and James [unclear], personally known to me to be the CEO of said corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such CEO and CEO, they signed and delivered the said instrument 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 official seal this 21st day of September, 1998.

Bambi L. Donnelly
NOTARY PUBLIC

Bambi L. Donnelly
(Type or print full name of Notary Public)

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EXHIBIT A**Parcel 1:**

A TRACT OF LAND LYING IN LOT 4 OF COUNTY CLERKS DIVISION OF THE NORTHWEST 1/4 OF SECTION 30, TOWNSHIP 37 NORTH, RANGE 15 EAST OF THE THIRD PRINCIPAL MERIDIAN, TOGETHER WITH THAT PART OF THE NORTHWEST 1/4 LYING SOUTH OF SAID LOT 4 DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTH LINE OF THE NORTHWEST 1/4 OF SECTION 30, 190 FEET EAST OF THE WEST LINE OF SAID NORTHWEST 1/4 (SAID POINT BEING THE SOUTHEAST CORNER OF THE PROPERTY CONVEYED TO THE PEOPLES GAS, LIGHT AND COKE COMPANY). THENCE EAST ALONG SAID SOUTH LINE A DISTANCE OF 473 FEET; THENCE NORTHWESTERLY ALONG A STRAIGHT LINE FORMING AN ANGLE OF 71 DEGREES 44 MINUTES 40 SECONDS FROM WEST TO NORTH A DISTANCE OF 288.03 FEET; THENCE CONTINUING NORTHWESTERLY ALONG A STRAIGHT LINE FORMING A DEFLECTION ANGLE OF 8 DEGREES 50 MINUTES 15 SECONDS TO THE LEFT FROM LAST DESCRIBED STRAIGHT LINE EXTENDED A DISTANCE OF 348 FEET; THENCE CONTINUING NORTHWESTERLY ALONG A STRAIGHT LINE FORMING A DEFLECTION ANGLE OF 27 DEGREES 6 MINUTES 14 SECONDS TO THE LEFT FROM LAST DESCRIBED STRAIGHT LINE EXTENDED A DISTANCE OF 282.18 FEET TO A POINT ON THE EAST LINE OF THE PEOPLES GAS, LIGHT AND COKE COMPANY PROPERTY SAID POINT BEING 190 FEET EAST OF THE WEST LINE OF THE NORTHWEST 1/4 OF SAID SECTION 30; THENCE SOUTH PARALLEL WITH THE WEST LINE OF SAID NORTHWEST 1/4 A DISTANCE OF 748.44 FEET TO THE PLACE OF BEGINNING

EXCEPTING, HOWEVER, FROM PARCEL 1:

THAT PART OF LOTS 3 AND 5 IN THE COUNTY CLERK'S DIVISION OF THE NORTHWEST 1/4 OF SECTION 30, TOWNSHIP 37 NORTH, RANGE 15, EAST OF THE THIRD PRINCIPAL MERIDIAN, WHICH IS BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE EASTERLY RIGHT OF WAY LINE OF THE PREMISES CONVEYED TO THE PEOPLES GAS, LIGHT AND COKE COMPANY, BY DOCUMENT NO. 17550736, AS SAID POINT IS LOCATED 229.16 FEET NORTH OF THE SOUTH LINE OF THE SAID NORTHWEST 1/4 OF THE AFORESAID SECTION 30; THENCE SOUTH FOR 229.16 FEET TO THE SOUTH LINE OF SAID NORTHWEST 1/4; THENCE EAST ALONG THE SOUTH LINE OF SAID SECTION FOR A DISTANCE OF 190.79 FEET, AND THENCE EXTENDING NORTHWESTERLY ALONG THE ARC OF A CURVED LINE BEING CONVEX TO THE SOUTHWEST AND HAVING A RADIUS OF 513.00 FEET AND A CHORD OF 298.26 FEET A DISTANCE OF 302.63 FEET, MORE OR LESS TO THE POINT OF BEGINNING, CONTAINING 0.40 FEET OF AN ACRE, MORE OR LESS

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PARCEL 2:

EASEMENTS OVER, UNDER AND ACROSS PARCELS 1-A AND 1-B HEREINAFTER DESCRIBED FOR THE BENEFIT OF PARCEL 1 AS CREATED BY AND RESERVED IN THE DEED FROM GLOBE ROOFING PRODUCTS COMPANY, INC., A CORPORATION OF INDIANA, TO THE PEOPLES GAS, LIGHT AND COKE COMPANY DATED MAY 15, 1959 AND RECORDED MAY 27, 1959 AS DOCUMENT 17550736 FOR THE FOLLOWING PURPOSES:

(A) TO ESTABLISH, CONSTRUCT, MAINTAIN AND OPERATE ROADWAYS.

(B) TO ESTABLISH, CONSTRUCT, MAINTAIN AND OPERATE ONE OR MORE RAILROAD SPUR OR SWITCH TRACKS ACROSS THAT PORTION OF PARCELS 1-A AND 1-B HEREINAFTER DESCRIBED LYING SOUTH OF A LINE PARALLEL TO AND 748 FEET NORTH OF THE EAST AND WEST CENTER LINE OF SECTION 30, TOWNSHIP 37 NORTH, RANGE 15 EAST OF THE THIRD PRINCIPAL MERIDIAN SUCH SPUR OR SWITCH TRACKS SHALL CROSS SAID PREMISES IN A GENERALLY WESTERLY OR EASTERLY DIRECTION, AND IN NO EVENT SHALL SAID SPUR OR SWITCH TRACKS BE INSTALLED IN A NORTH-SOUTH DIRECTION.

(C) TO INSTALL, ESTABLISH, CONSTRUCT, MAINTAIN AND OPERATE A DOCK AND TO LOAD AND UNLOAD FREIGHT AND MATERIAL UPON SAID DOCK WHICH DOCK SHALL BE CONSTRUCTED SO THAT THE NORTHERLY LINE THEREOF SHALL BE NO FURTHER SOUTH THAN THE PRESENT (MAY 15, 1959) DOCK LINE ESTABLISHED BY THE UNITED STATES GOVERNMENT OR ANY DOCK LINE HEREAFTER ESTABLISHED BY THE UNITED STATES GOVERNMENT SOUTH OF THE PRESENT DOCK LINE.

(D) TO OPERATE AND MAINTAIN THE EXISTING (MAY 15, 1959) SCREENING WELL AND THE DISCHARGE DRAINAGE DITCH SHOWN ON THE PLAT ATTACHED TO THE AFORESAID DEED RECORDED AS DOCUMENT 17550736 AND TO INSTALL AT SAID SCREENING WELL, AND TO OPERATE AND MAINTAIN, SUCH PUMPS OR OTHER EQUIPMENT AS GLOBE ROOFING PRODUCTS COMPANY INC., ITS SUCCESSORS AND ASSIGNS, SHALL DEEM NECESSARY OR ADVISABLE FOR THE OPERATION OF SAID SCREENING WELL.

(E) TO ERECT, CONSTRUCT, MAINTAIN AND OPERATE ACROSS THE PREMISES HEREINAFTER DESCRIBED OVERHEAD ELECTRICAL WIRES AND THE POLES TO SUPPORT THE SAME AND SUCH OTHER APPROPRIATE APPARATUS AND EQUIPMENT OR UNDERGROUND ELECTRICAL WIRES AND CONDUITS THEREFORE AS MAY BE NECESSARY FOR CONDUCTING, CARRYING AND FURNISHING ELECTRICITY TO SAID SCREENING WELL.

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THE PREMISES OVER WHICH SAID EASEMENTS EXTEND ARE DESCRIBED AS FOLLOWS:

PARCEL 1-A:

THAT PART OF THE NORTHWEST 1/4 OF SECTION 30, TOWNSHIP 37 NORTH, RANGE 15 EAST OF THE THIRD PRINCIPAL MERIDIAN SOUTH OF THE CALUMET RIVER DESCRIBED AS FOLLOWS:

BEGINNING AT THE POINT OF INTERSECTION OF THE SOUTH LINE OF SAID NORTHWEST 1/4 WITH THE EAST LINE OF THE WEST 165 FEET OF SAID NORTHWEST 1/4, SAID EAST LINE OF THE WEST 165 FEET OF SAID NORTHWEST 1/4 BEING THE EASTERLY RIGHT OF WAY OF THE CHICAGO AND WESTERN INDIANA RAILROAD; THENCE NORTH ALONG SAID EAST LINE OF THE WEST 165 FEET A DISTANCE OF 896.53 FEET TO THE SOUTHERLY UNITED STATES GOVERNMENT CHANNEL LINE OF THE CALUMET RIVER; THENCE NORTHEASTERLY ALONG SAID CHANNEL LINE A DISTANCE OF 128.67 FEET TO ITS INTERSECTION WITH THE EAST LINE OF THE WEST 275 FEET OF SAID NORTHWEST 1/4; THENCE SOUTH ALONG THE EAST LINE OF SAID WEST 275 FEET A DISTANCE OF 130 FEET; THENCE SOUTHWESTERLY ALONG A LINE WHICH FORMS AN ANGLE OF 45 DEGREES (MEASURED IN THE SOUTHWEST QUADRANT) WITH THE EAST LINE OF SAID WEST 275 FEET A DISTANCE OF 120.21 FEET TO ITS INTERSECTION WITH THE EAST LINE OF THE WEST 190 FEET OF SAID NORTHWEST 1/4; THENCE SOUTH ALONG THE EAST LINE OF SAID WEST 190 FEET A DISTANCE OF 748.44 FEET TO ITS INTERSECTION WITH SAID SOUTH LINE OF THE NORTHWEST 1/4 AND THENCE WEST ALONG SAID SOUTH LINE OF THE NORTHWEST 1/4 A DISTANCE OF 25 FEET TO THE POINT OF BEGINNING, ALSO

PARCEL 1-B:

THAT PORTION OF THE EXISTING BED OF THE CALUMET RIVER WHICH IS BOUNDED ON THE SOUTH BY THE SAID UNITED STATES GOVERNMENT CHANNEL LINE, ON THE NORTH BY THE CENTER LINE OF THE CHANNEL OF THE CALUMET RIVER AS ESTABLISHED BY THE UNITED STATES GOVERNMENT AND SHOWN BY A MAP OF PLAT THEREOF RECORDED IN THE RECORDER'S OFFICE OF COOK COUNTY, ILLINOIS ON MAY 17, 1889 AS DOCUMENT 1102284, ON THE WEST BY THE EASTERLY RIGHT OF WAY LINE OF THE CHICAGO AND WESTERN INDIANA RAILROAD, AND ON THE EAST BY A LINE PARALLEL TO AND 110 FEET EAST OF SAID EASTERLY RIGHT OF WAY LINE OF THE CHICAGO AND WESTERN INDIANA RAILROAD, ALL IN COOK COUNTY, ILLINOIS.

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EXHIBIT B

1. TAXES FOR THE YEAR 1998 AND SUBSEQUENT YEARS.
2. LEASEHOLD MORTGAGE AND SECURITY AGREEMENT DATED OCTOBER 1, 1989 AND RECORDED OCTOBER 11, 1989 AS DOCUMENT 89482122 MADE BY U.G.N., INC., AND THE INDUSTRIAL BANK OF JAPAN TRUST COMPANY TO SECURE A NOTE FOR \$4,000,000.00.
3. SECURITY INTEREST OF INDUSTRIAL BANK OF JAPAN TRUST COMPANY, SECURED PARTY, IN CERTAIN DESCRIBED CHATTELS ON THE LAND, AS DISCLOSED BY FINANCING STATEMENT EXECUTED BY U.G.N. INC., DEBTOR, AND FILED OCTOBER 11, 1989 AS DOCUMENT NO. 89U24601.

CONTINUED SEPTEMBER 13, 1994 BY INSTRUMENT RECORDED AS DOCUMENT 94U13627.

4. RIGHTS OF THE PUBLIC, THE STATE OF ILLINOIS AND THE MUNICIPALITY IN AND TO THAT PART OF THE LAND, IF ANY, TAKEN OR USED FOR ROAD PURPOSES.

5. RIGHTS OF THE UNITED STATES OF AMERICA, STATE OF ILLINOIS AND THE PUBLIC IN AND TO THAT PART OF THE LAND FALLING IN THE BED OF THE CALUMET RIVER.

6. NOTE: RELEASE BY THE GRANTORS OF THE UNITED STATES OF AMERICA, THEIR SUCCESSORS AND ASSIGNS OF AND FROM ALL MANNER OF ACTIONS, PAYMENTS, CLAIMS, DEMANDS AND LIABILITIES FOR OR BY REASON OF DAMAGES WHICH THEY NOW HAVE OR MIGHT OR COULD AT ANY TIME HEREAFTER HAVE ON OR AGAINST THE SAME BY REASON OF THE IMPROVEMENT OF THE SAID CALUMET RIVER, IF THESE PRESENTS HAVE NOT BEEN MADE, CONTAINED IN EACH OF THE INSTRUMENTS RECORDED AS DOCUMENTS 11369556 AND 11369557 HEREINAFTER NOTED.

7. EASEMENT CONSISTING OF THE FREE AND UNOBSTRUCTED RIGHT OF WAY AND A FREE AND UNINTERRUPTED USE AND PASSAGE IN AND ALONG AND THROUGH THE TRACT, PIECE OR PARCEL OF LAND SITUATED IN THE NORTHWEST FRACTIONAL 1/4 OF SECTION 30, TOWNSHIP 37 NORTH, RANGE 15 EAST OF THE THIRD PRINCIPAL MERIDIAN, SOUTH OF THE INDIAN BOUNDARY LINE, DESCRIBED AS FOLLOWS: THOSE PARTS OF THE ORIGINAL LOTS 2 AND 3 AND LANDS ADJACENT THERETO OF THE COUNTY CLERKS DIVISION OF THE NORTHWEST 1/4 OF SAID SECTION 30, LYING WEST OF THE WESTERLY LINE OF THE RIGHT OF WAY OF THE CALUMET WESTERN RAILWAY AND SOUTH OF THE CALUMET RIVER, EXCEPT THEREFROM THAT PART OF SAID PROPERTY LYING SOUTH OF THE FOLLOWING DESCRIBED LINES: BEGINNING AT A POINT IN THE WEST LINE OF SECTION 30 DISTANT SOUTH 0 DEGREES

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08 MINUTES 00 SECONDS WEST 1852.73 FEET MEASURED ALONG SAID WEST LINE OF SECTION 30 (SAID WEST LINE OF SECTION 30 BEING THE CENTER LINE OF TORRENCE AVENUE) FROM THE NORTHWEST 1/4 OF SECTION 30; THENCE NORTH 58 DEGREES 57 MINUTES 20 SECONDS EAST 399.39 FEET; THENCE NORTH 27 DEGREES 48 MINUTES 33 SECONDS EAST TO THE EAST PROPERTY LINE OF THE ABOVE DESCRIBED PROPERTY, SAID EAST PROPERTY LINE BEING THE WESTERLY RIGHT OF WAY LINE OF THE CALUMET WESTERN RAILWAY GRANTED TO THE UNITED STATES OF AMERICA BY THE FOLLOWING DESCRIBED INSTRUMENT:

(A) INSTRUMENT OF GRANT DATED AUGUST 14, 1933 AND RECORDED MARCH 7, 1934 AS DOCUMENT 11369556 MADE BY ARTHUR E. HEDSTROM OF BUFFALO, NEW YORK, AS SOLE SURVIVING TRUSTEE UNDER TERMS OF DEED OF TRUST FROM DAVID CAMPBELL OF PITTSFIELD, MASSACHUSETTS, TO WILLIAM A. DOUGLAS AND ARTHUR E. HEDSTROM AS TRUSTEES BEARING DATE OF DECEMBER 1, 1908 AND RECORDED MAY 5, 1909 AS DOCUMENT 4370368; ARTHUR E. HEDSTROM AND KATHERINE W. HEDSTROM HIS WIFE AND ALICE H. DOUGLAS, ALL OF BUFFALO, NEW YORK, BENEFICIARIES UNDER THE DEED OF TRUST AFORESAID AND LOUISE ACKERMAN MEEKER.

(B) INSTRUMENT OF GRANT DATED AUGUST 21, 1933 AND RECORDED MARCH 7, 1934 AS DOCUMENT 11369557 MADE BY JOHN S. PHIPPS AND HENRY C. PHIPPS OF PALM BEACH COUNTY, FLORIDA AND HOWARD PHIPPS OF NASSAU COUNTY, NEW YORK, ALL AS TRUSTEES UNDER THE TRUST AGREEMENT OF THE PHIPPS INDUSTRIAL LAND TRUST DATED DECEMBER 1, 1920 AND RECORDED JANUARY 12, 1921 AS DOCUMENT 7036508.

8. TERMS, PROVISIONS AND CONDITIONS RELATING TO SAID EASEMENTS DESCRIBED AS PARCEL NO. 2 CONTAINED IN THE INSTRUMENT CREATING SUCH EASEMENTS.

9. RIGHTS OF THE ADJOINING OWNER OR OWNERS TO THE CONCURRENT USE OF SAID EASEMENT.

10. EASEMENTS GRANTED IN WARRANTY DEED DATED JANUARY 2, 1962 AND RECORDED JANUARY 5, 1962 AS DOCUMENT 18370959 TO BIRD REALTY CORPORATION, A CORPORATION OF ILLINOIS, FOR RIGHT OF WAY AND SWITCH AND SPUR TRACKS.

11. COVENANTS CONTAINED IN WARRANTY DEED DATED JANUARY 2, 1962 AND RECORDED JANUARY 5, 1962 AS DOCUMENT 18370959 THAT BIRD REALTY CORPORATION, A CORPORATION OF ILLINOIS, ITS SUCCESSOR AND ASSIGNS WILL HOLD HARMLESS GLOBE ROOFING PRODUCTS COMPANY, INC., ITS SUCCESSORS AND ASSIGNS FROM LIABILITY FOR INJURY TO PERSONS, OR DAMAGE TO PROPERTY CAUSED BY ITS USE OF THE ROADWAY UNDER THE EASEMENT GRANTED THEREIN OR BY ITS USE, MAINTENANCE OR OPERATION OF THE SPUR OR SWITCH TRACKS UNDER THE EASEMENT GRANTED THEREIN.

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12. SWITCH AND SPUR TRACKS, IF ANY.

13. UNEMPLOYMENT LIEN IN FAVOR OF THE STATE OF ILLINOIS DEPARTMENT OF LABOR AGAINST U.G.N., INC. RECORDED OCTOBER 8, 1991 AS DOCUMENT NUMBER 91524000 IN THE AMOUNT OF \$3,127.50 PLUS INTEREST.

14. ENCROACHMENTS AS SHOWN ON PLAT OF SURVEY NUMBER 96-072 PREPARED BY CHRISTIAN-ROGE & RIBANDO DATED JULY 3, 1996, AS FOLLOWS:

OF THE FENCE LOCATED MAINLY ON THE LAND ONTO THE PROPERTY SOUTH AND ADJOINING BY APPROXIMATELY 17.67 FEET;

OF THE FENCE LOCATED MAINLY ON THE LAND ONTO THE PROPERTY NORTHEAST AND ADJOINING (IN THE SOUTHEAST CORNER) BY AN UNDISCLOSED AMOUNT;

OF THE FENCE LOCATED MAINLY ON THE LAND ONTO THE PROPERTY WEST AND ADJOINING BY APPROXIMATELY 4.56 FEET;

OF THE WALL LOCATED MAINLY ON THE LAND ONTO THE PROPERTY NORTHEASTERLY AND ADJOINING BY APPROXIMATELY 11.65 FEET;

OF THE CONCRETE BLOCK BUILDING AND CONCRETE PAVEMENT ONTO THE PROPERTY NORTHWESTERLY AND ADJOINING BY AN UNDISCLOSED AMOUNT;

AND OF THE CONCRETE PAVEMENT ONTO THE PROPERTY SOUTH AND ADJOINING BY AN UNDISCLOSED AMOUNT.

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