

UNOFFICIAL COPY

0 3 5 1 0 2 4 9

CERTIFICATE

I, CHARLES T. BATES, Secretary of CBS Inc., a New York corporation, hereby certify that the following is a true and correct copy of resolutions duly adopted by the Board of Directors of said corporation at a meeting duly held on November 12, 1986:

RESOLVED that the action of Fred J. Meyer, a Senior Vice President of the Corporation, in executing and delivering on October 24, 1986, in the name and on behalf of the Corporation, a certain Purchase Agreement, described at this meeting, pursuant to which the Corporation has agreed to sell to Harcourt Brace Jovanovich, Inc., for a cash purchase price of \$500,000,000 (subject to possible post-closing adjustment) (i) substantially all of the business and assets (subject to specified liabilities) of the CBS Educational and Professional Publishing Division of the Corporation and (ii) the shares representing the Corporation's direct and indirect equity ownership in certain majority-owned subsidiaries engaged in the operations of said Division, on the terms and subject to the conditions provided for in said Purchase Agreement, be, and such action hereby is, ratified and confirmed.

RESOLVED that the officers of the Corporation be, and each of them hereby severally is, authorized, in the name and on behalf of the Corporation, to execute and deliver such collateral agreements and such instructions, powers of attorney, applications, deeds, filings with governmental authorities, and any other instruments related to or provided for in said Purchase Agreement, and to take all such other actions, as may be necessary or appropriate (such necessity or appropriateness to be conclusively evidenced by the execution thereof) to the consummation of the transactions provided for in said Purchase Agreement; and

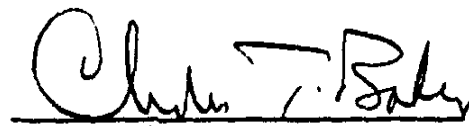
RESOLVED that the CBS Pension Plan be, and it hereby is, amended, effective as of the Closing Date provided for in the Purchase Agreement described in the preceding resolutions, by adding the following as a new Section 4.12 to Article IV of said Plan:

"4.12. Any contrary provisions of this Plan notwithstanding, the retirement benefit of each participant in the Plan who is employed in one of the subsidiaries of CBS or units of the Educational and Professional Publishing Division of CBS that are the subject of a Purchase Agreement dated as of October 24, 1986, and who continues in the employ of the Purchaser under such Agreement after the Closing Date (as defined in said Agreement), determined under the provisions of this Plan, shall take into account any increases in the compensation of such participant while in the employ of the Purchaser prior to the first anniversary of the Closing Date."

I hereby further certify that Simon Volinsky is Vice President, Facilities Engineering and Real Estate, of the Facilities Department of CBS Inc., and is duly authorized and empowered to execute and deliver a deed and related instruments from the Corporation to Harcourt Brace Jovanovich, Inc., or its subsidiaries Pedagogical Press, Inc. and Universal Publications Corp., covering premises located at 2121 Touhy Avenue, Elk Grove Village, Illinois (as are more particularly described in Exhibit A annexed hereto) pursuant to the terms of the Purchase Agreement.

I further certify that the foregoing resolutions have not been modified or rescinded and are in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of said corporation this 1st day of December, 1986.


Charles T. Bates
Secretary

UNOFFICIAL COPY

0 3 5 7 0 2 4 9
EXHIBIT A

The land referred to in this Certificate is in the State of Illinois, County of Cook, and is described as follows:

Lots 43 and 44 in Centex Industrial Park Unit No. 6, being a Subdivision in Sections 26 and 35, Township 41 North, Range 11 East of the Third Principal Meridian, according to the Plat thereof registered in the Office of the Registrar of Titles of Cook County, Illinois on April 23, 1964 as Document Number 2142531 on Certificate No. 939097, in Cook County, Illinois.

Property of Cook County Clerk's Office

UNOFFICIAL COPY

NO. 103
February, 1986

GEORGE E. COLE
LEGAL FORMS

SPECIAL WARRANTY DEED
(Corporation to ~~REMICSE~~ Corporation)
(Illinois)

CAUTION: Consult a lawyer before using or acting under this form. Neither the publisher nor the seller of this form makes any warranty with respect thereto, including any warranty of merchantability or fitness for a particular purpose.

3580249

S.T.I. 86-5557

THIS INDENTURE, made this 1st day of December, 1986, between CBS Inc., 51 West 52nd Street, New York, New York 10019, a corporation created and existing under and by virtue of the laws of the State of New York and duly authorized to transact business in the State of Illinois, party of the first part, and Pedagogical Press, Inc., a Delaware corporation having an office c/o Harcourt Brace Jovanovich, Inc., 6277 Sea Harbor Drive, Orlando, Florida 32821, (NAME AND ADDRESS OF GRANTEE)

party of the second part, WITNESSETH, that the party of the first part, for and in consideration of the sum of Three Million Thirty thousand Dollars and 00/100 (\$3,030,000.00)

in hand paid by the party of the second part, the receipt whereof is hereby acknowledged, and pursuant to authority of the Board of Directors of said corporation, by these presents does **REMISE, RELEASE, ALIEN AND CONVEY** unto the party of the second part, and to its successors and assigns, **FOREVER**, all the following described real estate, situated in the County of Cook and State of Illinois known and described as follows, to wit:

Lots 43 and 44 in Centex Industrial Park Unit No. 6, being a Subdivision in Sections 26 and 35, Township 41 North, Range 11 East of the Third Principal Meridian, according to the Plat thereof registered in the Office of the Registrar of Titles of Cook County, Illinois on April 23, 1964 as Document Number 2142531 on Certificate No. 939097, in Cook County, Illinois.

Cook County
REAL ESTATE TRANSACTION TAX
REVENUE STAMP
DEC 31 '86
516.00
12/31/86

Cook County
REAL ESTATE TRANSACTION TAX
REVENUE STAMP
DEC 31 '86
999.00
12/31/86

Together with all and singular the hereditaments and appurtenances therunto 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 the party of the first part, either in law or equity, of, in and to the above described premises, with the hereditaments and appurtenances: **TO HAVE AND TO HOLD** the said premises as above described, with the appurtenances, unto the party of the second part, its successors and assigns 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 incumbered 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 it, it **WILL WARRANT AND DEFEND**, subject to:

Permanent Real Estate Index Number(s): 08-35-102-016 (Lot 44) 017 (Lot 43)
Address(es) of real estate: 2121 Touhy Avenue, Elk Grove Village, Illinois

IN WITNESS WHEREOF, said party of the first part has caused its corporate seal to be hereto affixed, and has caused its name to be signed to these presents by its Vice President, and attested by its Secretary, the day and year first above written.

CBS INC.
(Name of Corporation)

COOK CO. NO. 016
59049
STATE OF ILLINOIS
REAL ESTATE TRANSFER TAX
REVENUE STAMP
DEC 31 '86
999.00
12/31/86

Simon Volinsky
Simon Volinsky, Vice President
Attest: CHARLES T. BATES

This instrument was prepared by Jane E. Ezersky, Esquire, CBS Inc., 51 West 52nd Street, New York, New York 10019
(NAME AND ADDRESS)

SEND SUBSEQUENT TAX BILLS TO:

MAIL TO:
TED EDWARDS, SVA
Smith, MacKinnon, Matthews & Harris
255 South Orange Avenue - Suite 850
Orlando, Florida 32801

Pedagogical Press, Inc.
c/o Harcourt Brace Jovanovich, Inc.
6277 Sea Harbor Drive
Orlando, Florida 32821

ATTN: TAX DEPT

OR RECORDER'S OFFICE BOX NO

3580249

STATE OF NEW YORK
COUNTY OF NEW YORK } ss.

I, JANE EZERSKY, a notary public
in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Simon Volinsky
personally known to me to be the Vice President of CBS Inc.,
a New York corporation, and Charles T. Bates, personally known to me to be the
Secretary 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 Vice President and Secretary, they signed and
delivered the 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 official seal this 1st day of December, 19 86.

Jane Ezersky
Notary Public
JANE E. EZERSKY
NOTARY PUBLIC, State of New York
No. 4830426
Qualified in New York County
Commission Expires March 30, 1987

Box

SPECIAL WARRANTY DEED

Corporation to Individual

CBS, INC.

TO

PEDAGOGICAL PRESS, INC.

ADDRESS OF PROPERTY:

2121 Touhy Avenue

Elk Grove Village, Illinois

MAIL TO: TED EDWARDS, Esq.
Smith, Mackinnon, Matthews & Harris
255 South Orange Avenue - Suite 850
Orlando, Florida 32801

GEORGE E. COLE
LEGAL FORMS

3520219

