

SALE PRICE 14,500  
OCT - 1 1997  
GEORGE A. SODDERS  
AUDITOR

BOOK 931 PAGE 256

9700022273  
Filed for Record in  
CLARK COUNTY, OH  
NANCY PENCE  
On 10-02-1997 At 03:10 pm.  
WARRANTY 42.00  
Book OR Val. 931 Pg. 256 - 26

LIMITED WARRANTY DEED

SOUTHDOWN, INC., a Louisiana corporation ("Grantor"), successor by merger to SOUTHWESTERN PORTLAND CEMENT COMPANY, for valuable consideration paid, grants with limited warranty covenants to DIRTVEST LTD., an Ohio limited liability company ("Grantee"), the following real property:

Situated in the State of Ohio, County of Clark and County of Greene, and being 260.152 acres, more or less, as more particularly described in Exhibit "A" attached hereto and made a part hereof by reference (the "Real Estate");

Plus a non-exclusive easement for vehicular ingress and egress to and from the Real Estate over and across the roadways and/or driveways (i) now located upon the real estate described in Exhibit "B" attached hereto and made a part hereof by reference, and (ii) as they may be relocated in the future by Grantor or its successors or assigns so long as Grantee retains substantially equivalent ingress and egress rights.

Grantor also conveys to Grantee the non-exclusive right to all easements which benefit the Real Estate, provided that Grantor is also retaining the non-exclusive right to such easements which benefit other real estate being retained by Grantor.

Subject to zoning ordinances; legal highways; real estate taxes and assessments not yet due and payable; and covenants, restrictions, conditions, and easements of records.

Prior instrument reference: Deed volume 726, page 344 of the Clark County, Ohio Recorder's Office, and Official Records volume 527, page 647 of the Greene County, Ohio Recorder's Office.

Witness the hand of Grantor as of the 30th day of September, 1997.

Signed and acknowledge in the presence of:

[Signature]  
Witness (printed name) FRANK MERRILL

SOUTHDOWN, INC.,  
a Louisiana corporation  
By: [Signature]

[Signature]  
Witness (printed name) Craig A. Haddox

Its: V.P. Env. Affairs  
**APPROVED**  
CLARK COUNTY LIS CENTER.  
MR  
OCT 01 1997

State of Ohio )  
County of Montgomery ) SS:

- LEGAL DESCRIPTION
- SURVEY PLAT/LOT SPLIT
- SUBDIVISION/ANNEXATION

The foregoing instrument was acknowledged before me this 30th day of September, 1997 by Daniel W. Heintz, the Vice President, Environmental Affairs of Southdown, Inc., a Louisiana corporation, on behalf of the corporation.

[Signature]  
Notary Public

Prepared by Craig A. Haddox, Bricker & Eckler LLP, 100 S. Third Street, Columbus, Ohio 43215  
CRAIG A. HADDOX, Attorney at Law  
Notary Public - State of Ohio  
My Commission Has No Expiration Date  
Sec. 147.03 R.C.



9700022274  
Filed for Record in  
CLARK COUNTY, OH  
NANCY PENCE  
On 10-02-1997 At 03:10 pm.  
WARRANTY 46.00  
Book OR Vol. 931 Pg. 265 - 274

LIMITED WARRANTY DEED

SOUTHDOWN, INC., a Louisiana corporation ("Grantor"), successor by merger to SOUTHWESTERN PORTLAND CEMENT COMPANY, for valuable consideration paid, grants with limited warranty covenants to 444-SANDHILL, INC., an Ohio corporation ("Grantee"), the following real property:

Situated in the State of Ohio, County of Clark and County of Greene, and being 287.219 acres, more or less, as more particularly described in Exhibit "A" attached hereto and made a part hereof by reference (the "Real Estate");

Plus a non-exclusive easement for vehicular ingress and egress to and from the Real Estate over and across the roadways and/or driveways (I) now located upon the real estate described in Exhibit "B" attached hereto and made a part hereof by reference, and (ii) as they may be relocated in the future by Grantor or its successors or assigns so long as Grantee retains substantially equivalent ingress and egress rights.

Grantor also conveys to Grantee the non-exclusive right to all easements which benefit the Real Estate, provided that Grantor is also retaining the non-exclusive right to such easements which benefit other real estate being retained by Grantor.

Subject to zoning ordinances; legal highways; real estate-taxes and assessments not yet due and payable; and covenants, restrictions, conditions, and easements of records.

Prior instrument reference: Deed volume 726, page 344 of the Clark County, Ohio Recorder's Office, and Official Records volume 527, page 647 of the Greene County, Ohio Recorder's Office.

Witness the hand of Grantor as of the 30th day of September, 1997.

Signed and acknowledge in the presence of:

[Signature]  
Witness (printed name FRANK MERRILL)

SOUTHDOWN, INC.,  
a Louisiana corporation  
By: [Signature]

[Signature]  
Witness (printed name Craig A. Haddock)

Its: V.P. ENV. APPROVED  
CLARK COUNTY LIS CENTER  
MR

State of Ohio )  
County of Montgomery ) SS:

OCT 01 1997

- LEGAL DESCRIPTION
- SURVEY PLAT/LOT SPLIT
- SUBDIVISION/ANNEXATION

The foregoing instrument was acknowledged before me this 30th day of September, 1997 by Daniel W. Heintz, the Vice President, Environmental Affairs of Southdown, Inc., a Louisiana corporation, on behalf of the corporation.

[Signature]  
Notary Public

TRANSFERRED  
SALE PRICE 4180 SF  
OCT - 1 1997  
GEORGE A. SODDERS  
AUDITOR

Prepared by Craig A. Haddock, Bricker & Eckler LLP, 100 S. Third St., Columbus, Ohio 43215  
CRAIG A. HADDOX, Attorney at Law  
Notary Public - State of Ohio  
My Commission Has No Expiration Date  
Sec. 147.03 R.C.



LAW OFFICES

**BRICKER & ECKLER LLP**

100 SOUTH THIRD STREET  
COLUMBUS, OHIO 43215-4291  
(614) 227-2300

FRANK L. MERRILL  
(614) 227-8871

TELEFAX: (614) 227-2390  
INTERNET: FMERR@BE.BRICKER.COM

November 12, 1997

**FEDERAL EXPRESS & TELECOPY**

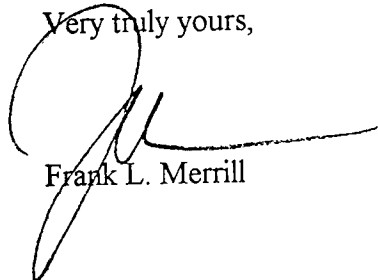
Robert J. Shostak, Esq.  
14 North Court Street  
Suite 301  
Athens, Ohio 45701-2429

**Re: GEC v. Southdown, Inc., Case No. C-3-93-270**

Dear Bob:

Pursuant to your request, enclosed please find copies of the Limited Warranty Deeds between Southdown, Inc. and Dirtvest Ltd. and Southdown, Inc. and 444-Sandhill, Inc. Copies of the entire deed along with legal descriptions and attachments are being sent via Federal Express. I am faxing you copies of just the deeds.

Very truly yours,



Frank L. Merrill

vac

RECEIVED

NOV 13 1997

Robert J. Shostak, Esq.

**UNIFORM COMMERCIAL CODE  
STATEMENTS OF CONTINUATION, PARTIAL RELEASE, ASSIGNMENT, ETC. — OBA UCC-3**

**INSTRUCTIONS**

1. PLEASE TYPE this form. Fold only along perforation for mailing.
2. Remove Secured Party and Debtor copies and send other 3 copies with interleaved carbon paper to the filing officer.
3. Enclose filing fee.
4. If the space provided for any item(s) on the form is inadequate the item(s) should be continued on additional sheets, preferably 5" x 8" or 6" x 10". Only one copy of such additional sheets need be presented to the filing officer with a set of three copies of OBA Form UCC-3. Long schedules of collateral, etc. may be on any size paper that is convenient for the secured party.
5. At the time of filing, filing officer will return third copy as an acknowledgement.

OHIO

This STATEMENT is presented to a filing officer for filing pursuant to the Uniform Commercial Code.

1 3 Maturity date (if any):

1 Debtor(s) (Last Name First) and address(es)  
Southdown, Inc.  
(fka Southwestern Portland  
Cement Company)  
1200 Smith Street, Suite 2400  
Houston, Texas 77002

2 Secured Party(ies) and address(es)  
Wells Fargo Bank, N.A.,  
as agent  
733 South Grand Avenue  
Los Angeles, CA 90071

For Filing Officer  
(Date, Time, Number, and Filing Office)

This statement refers to original Financing Statement No. 88-1059

Dated April 22, 19 88

A. Continuation

The original financing statement between the foregoing Debtor and Secured Party, bearing the file number shown above, is still effective.

B. Partial Release

From the collateral described in the financing statement bearing the file number shown above, the Secured Party releases the following:

C. Assignment

The Secured Party certifies that the Secured Party has assigned to the Assignee whose name and address is shown below, Secured Party's rights under the financing statement bearing the file number shown above in the following property:

D. Other:

(Such as "amendment")  
**TERMINATION**

**TERMINATED**  
GREENE COUNTY RECORDER  
LARRY B. MORRIS

OCT 07 1987

1987 OCT - 7 PM 4:00

(Signature of Debtor, if required) \_\_\_\_\_ (Debtor)

Dated: September 30, 19 88

WELLS FARGO BANK, N.A.

By: [Signature]  
Ann Rhoads, Vice President

**FILING OFFICER COPY-NUMERICAL**

*This form of financing statement is approved by the Secretary of State.*

STANDARD FORM — UNIFORM COMMERCIAL CODE — OBA UCC-3

RECORDER FROM  
**Regist. Inc.**  
514 PIERCE ST.  
P.O. BOX 218  
ANOKA, MN. 55303  
(612) 421-1713