

STATE OF INDIANA  
LAKE COUNTY  
FILED FOR RECORD

2015 030962

2015 MAY 19 PM 1:23

MICHAEL B. BROWN  
RECORDER

# Memorandum of Lease And Purchase Agreement

This memorandum evidences that a contract to lease and to purchase was entered into by that certain written Lease And Purchase Agreement, dated December 2, 2014, (the "Agreement"), between Norfolk Southern Railway Company, a Virginia corporation ("Landlord") and Enbridge Energy Limited Partnership, a Delaware limited partnership ("Tenant"), the terms and conditions of which are incorporated herein by reference.

The Agreement provides in part that Landlord leases to Tenant certain real property, containing 101.5 acres, more or less, more particularly described in Exhibit "A" (the "Property") and depicted in Exhibit "B" attached hereto and by this reference made a part hereof, for a term of 20 years commencing on July 1, 2014 and for the purchase of the Property by Tenant at the end of the lease term.

Said Agreement in part grants Tenant rights to: (1) construct, operate, maintain and protect one or more crude oil and petroleum products pipelines and (2) receive notice of and approve or disapprove of any new facilities, structures or improvements including but not limited to utilities, wires, fiber optics, and signs that are not authorized by a master agreement or wire and pipe license from the Landlord that is dated prior to July 1, 2014.

**FILED**

MAY 15 2015

Lake County Tracts: SH-063-A-058-RR; SH-063-A-065-RR; SH-063-A-077-RR; SH-063-A-124-RR;  
SH-063-A-160-RR; SH-063-A-167-RR; SH-063-A-157-RR; SH-063-A-163-RR

JOHN E. PETALAS  
LAKE COUNTY AUDITOR

44708

20400

31<sup>st</sup> RM

E

~~NO SALES DISCLOSURE~~

1

Approved Assessor's Office

By: \_\_\_\_\_

Said Agreement in part reserves to the Landlord: (1) certain railroad uses of the Property and (2) the rights to continue existing, or approve of new, facilities, structures or improvements including but not limited to utilities, wires, fiber optics, and signs that are authorized by a master agreement or wire and pipe license from the Landlord that is dated prior to July 1, 2014. Provided, however, that new, modified or replaced facilities, structures, improvements, utilities, wires, fiber optics, and signs, et cetera are subject to prior written notification to and approval by Tenant and may not interfere with Tenant's use of the Property.

This memorandum was executed and recorded for the purpose of providing notice of the Agreement, as well as certain provisions set forth therein, and not for the purpose of supplementing, revising or altering any terms and conditions agreed to by the parties and memorialized in the Agreement. The parties have executed this Memorandum of Lease and Purchase Agreement as of the 8th day of May, 2015.

**LANDLORD**

Norfolk Southern Railway Company  
a Virginia Corporation

By: Malcolm G. Roof  
Name: Malcolm G. Roof  
Title: Real Estate Manager

Address:

Norfolk Southern Corporation  
c/o Director Real Estate  
1200 Peachtree Street, NE, 12<sup>th</sup> Floor  
Atlanta, Georgia 30309-3579

**TENANT**

Enbridge Energy Limited Partnership  
a Delaware limited partnership

By: John McKay  
Name: John McKay  
Title: Authorized Agent

Address:

Enbridge Energy, Limited Partnership  
c/o John McKay  
1409 Hammond Avenue  
Superior, Wisconsin 54880

Prepared under the direction of and return to:

Enbridge Energy, Limited Partnership  
John McKay - Line 78 Project  
1409 Hammond Avenue  
Superior, WI 54880

ACKNOWLEDGMENT

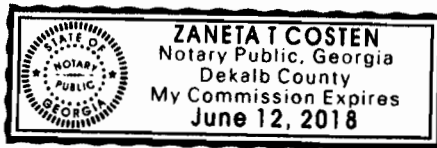
State of Georgia )  
County of DeKalb ) ss.

On this 8th day of May, 2015, before me, a Notary Public in and for said State, personally appeared Malcolm G Rose, known to me to be the person who executed the foregoing instrument on behalf of Norfolk Southern Railway Company and acknowledged that he/she executed the same for the purposes therein stated.

IN TESTIMONY WHEREOF, I have set my hand and affixed my official seal the day and year aforesaid.

Zaneta T Costen  
Notary Public

My Commission Expires:



ACKNOWLEDGMENT

State of Wisconsin )  
County of Douglas ) ss.

On this 27th day of April, 2015, before me, a Notary Public in and for said State, personally appeared John McKay, known to me to be the person who executed the foregoing instrument as a duly Authorized Agent of Enbridge Pipelines (Lakehead) L.L.C., as General Partner of Enbridge Energy Limited Partnership, a Delaware limited partnership and acknowledged that he executed the same for the purposes therein stated.

IN TESTIMONY WHEREOF, I have set my hand and affixed my official seal the day and year aforesaid.

Rachel M. Dzuck  
Notary Public

My Commission Expires: 6/16/18



This "Exhibit A" is attached to and made a part of this Memorandum of Lease and Purchase Agreement between the Norfolk Southern Railway Company (Landlord) and Enbridge Energy Limited Partnership (Tenant).

**DESCRIPTION OF REAL ESTATE IN LAKE COUNTY, INDIANA**

**FEDERAL INFORMATION PROCESSING SYSTEM NUMBER 17031**

**PENN CENTRAL JOLIET BRANCH, USRA LINE CODE 3233**

PIN Numbers: 45-10-12-505-001.000-034; 45-10-12-505-002.000-034;  
45-11-07-505-001.000-034; 45-11-08-505-001.000-036; 45-11-05-505-001.000-036;  
45-11-04-505-005.000-036; 45-11-04-426-003.000-036; 45-11-03-505-001.000-006

**A portion of certain real estate** owned by the Norfolk Southern Railway Company, a Virginia Corporation, being real estate situated in the County of Lake and State of Indiana, being a portion of the former Joliet and Northern Indiana Railroad Company, known as the Penn Central Joliet Branch, being further described as follows:

A portion of certain real estate owned by the Norfolk Southern Railway Company being further identified as USRA (United States Railway Association) Line Code 3233, as described in a certain deed from PENNSYLVANIA LINES, LLC, to NORFOLK SOUTHERN RAILWAY COMPANY, recorded on June 21, 1999 in the Office of the Recorder of Lake County, Indiana, as Document Number 99051475, and being more particularly described as follows:

Beginning at a point on the track centerline of the former Penn Central Joliet Branch railroad line, said point being located at Railroad Valuation Station 558+46 as shown on Railroad Valuation Map V-3-IND/6; thence, in a general westerly direction, a strip of land of varying width on each side of said centerline for a distance of 26,776 feet, more or less, to a point at the common boundary line between St. John's Township, Lake County, Indiana and Cook County, Illinois, said point being further identified as Railroad Valuation Station 826+35 as shown on Railroad Valuation Map V-3-IND/8; said strip of land being substantially as shown on Railroad Valuation Maps V-3-IND/6 through V-3-IND/8, which said maps are attached to the above-described deed recorded on June 21, 1999 in the Office of the Recorder of Lake County, Indiana, as Document Number 99051475.





This "Exhibit B" is attached to and made a part of this Memorandum of Lease and Purchase Agreement between the Norfolk Southern Railway Company (Landlord) and Enbridge Energy Limited Partnership (Tenant), 7 Items, pages 5 of 11, 6 of 11, 7 of 11, 8 of 11, 9 of 11, 10 of 11 and 11 of 11.

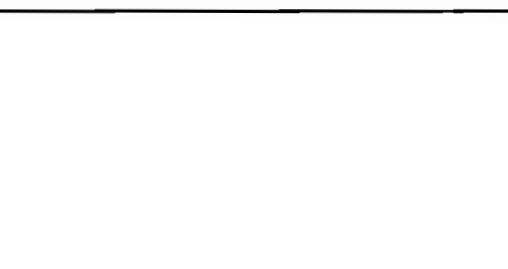
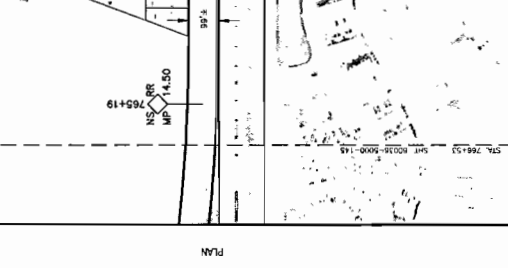
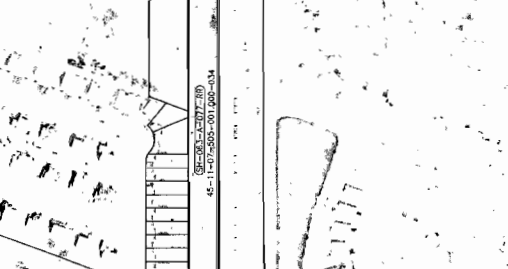
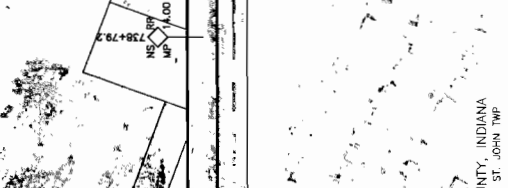
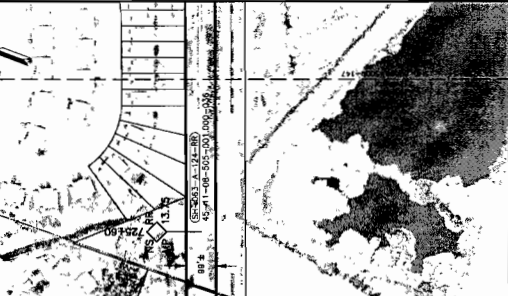
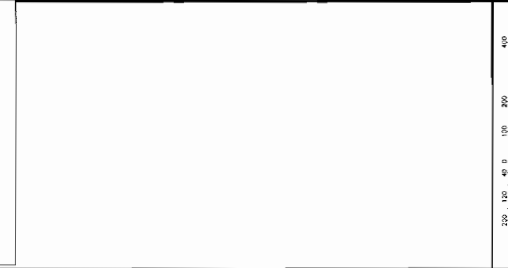
54-063-A-124-89  
45-1-08-505-007-000-036  
NON-ACTIVE RAIL USE AREA

54-063-A-124-89  
45-1-07-505-001-000-034  
NON-ACTIVE RAIL USE AREA

THIS EXHIBIT "B" IS ATTACHED TO AND MADE A PART OF THIS LEASE AND PURCHASE AGREEMENT BETWEEN THE NORFOLK SOUTHERN RAILWAY COMPANY, (LANDLORD) AND ENBRIDGE ENERGY LIMITED PARTNERSHIP, (TENANT).

54-063-A-124-89  
45-1-07-505-001-000-034  
NON-ACTIVE RAIL USE AREA

54-063-A-124-89  
45-1-08-505-007-000-036  
NON-ACTIVE RAIL USE AREA



PLAN

LAKE COUNTY, INDIANA  
T35N, R3W, ST. JOHN TWP

\*PER RAILROAD VALUATION MAPS V3-IND6 THROUGH V3-IND8 RECORDED ON JUNE 21, 1999 IN THE OFFICE OF THE RECORDER OF LAKE COUNTY, INDIANA, AS DOCUMENT NUMBER 96051975

NO.	REVISION-DESCRIPTION	BY	DATE	CHKD	APPR
1	ISSUED FOR REVIEW	RR	10/28/14	JDP	

SCALE	DATE	ISSUED	ISSUED BY	CHKD	APPR

EXHIBIT "B"  
LINE 78 LEASE PURCHASE AREA  
MP 14.5 TO MP 13.6  
LAKE COUNTY, INDIANA

80036-5000-146

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80036-5000-146

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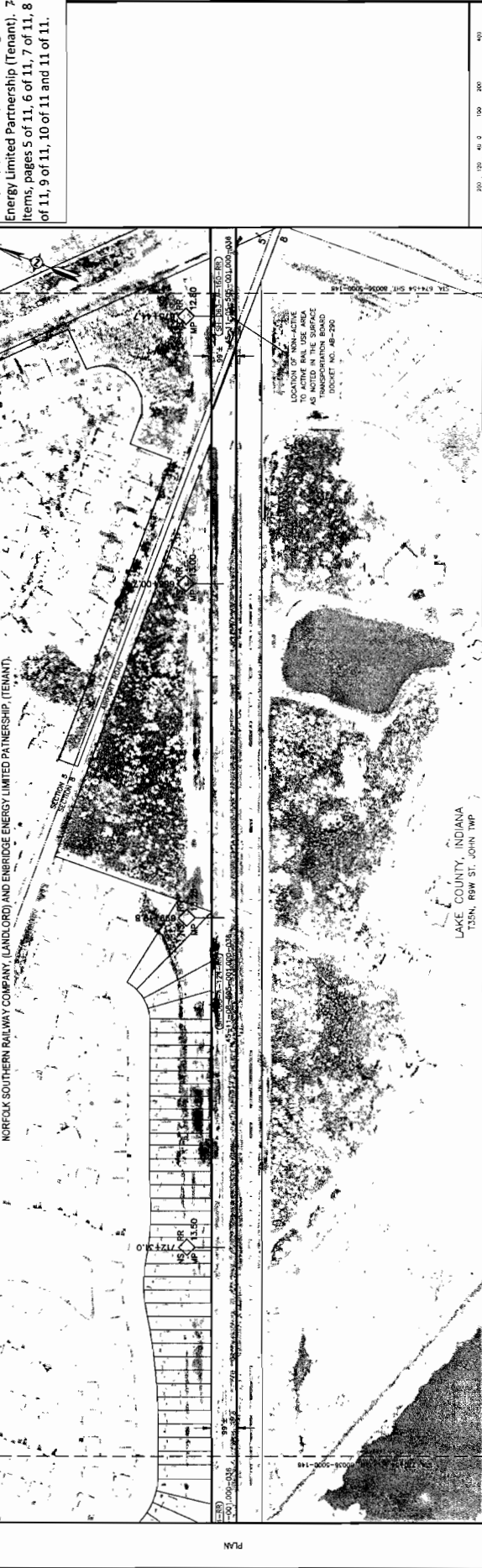
80036-5000-146

80036-5000-146

50-033-A-174-08  
45-11-05-505-001,000-036  
NON-ACTIVE RAIL USE AREA

50-033-A-160-08  
45-11-05-505-001,000-036  
NON-ACTIVE RAIL USE AREA

50-033-A-160-08  
45-11-05-505-001,000-036  
ACTIVE RAIL USE AREA



THIS EXHIBIT "B" IS ATTACHED TO AND MADE A PART OF THIS LEASE AND PURCHASE AGREEMENT BETWEEN THE NORFOLK SOUTHERN RAILWAY COMPANY, (LANDLORD) AND ENBRIDGE ENERGY LIMITED PARTNERSHIP, (TENANT).

LAKE COUNTY, INDIANA  
T35N, R9W ST. JOHN TWP

\*PER RAILROAD VALUATION MAPS V-3-IND81 THROUGH V-3-IND81 RECORDED ON LINE 21, 1998 IN THE OFFICE OF THE RECORDER OF LAKE COUNTY, INDIANA, AS DOCUMENT NUMBER 99031475

NO. PERSON DESCRIPTION BY DATE CHD APPD  
A. ISSUED FOR REVIEW BY 12/28/14 ENR

SCALE DATE REVISIONS SHEET NO. OF SHEETS  
NOTE: DRAWN BY DATE

EXHIBIT "B"  
LINE 78 LEASE PURCHASE AREA  
MP 13.6 TO MP 12.8  
LAKE COUNTY, INDIANA

80036-5000-147  
8 of 11

ROW

RAILROAD USE

PLAN

SCALE IN FEET


REFERENCE DRAWING TITLE

NO. PERSON DESCRIPTION BY DATE CHD APPD  
A. ISSUED FOR REVIEW BY 12/28/14 ENR

SCALE DATE REVISIONS SHEET NO. OF SHEETS  
NOTE: DRAWN BY DATE

EXHIBIT "B"  
LINE 78 LEASE PURCHASE AREA  
MP 13.6 TO MP 12.8  
LAKE COUNTY, INDIANA

80036-5000-147  
8 of 11



**Exhibit "B"**  
**NORFOLK SOUTHERN RAILWAY COMPANY**  
**Schererville, Lake County, Indiana**  
**Enbridge Energy Limited Partnership**

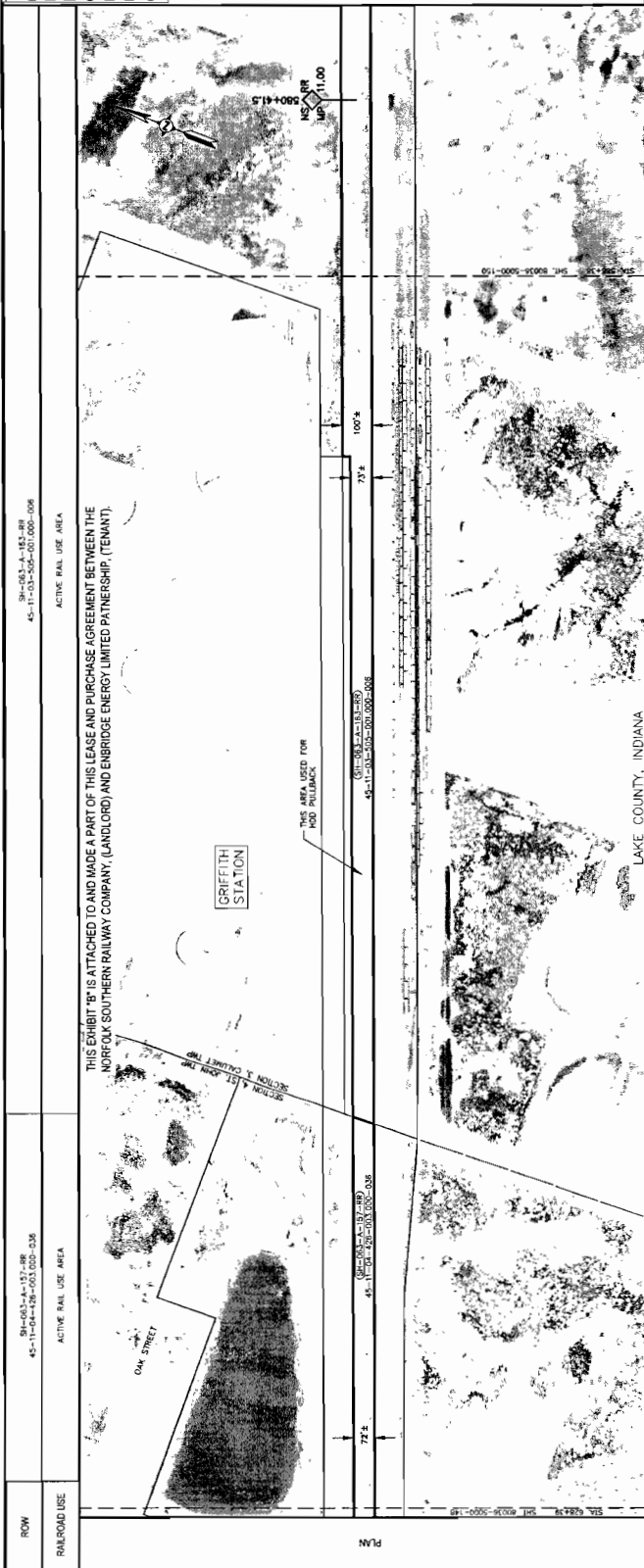
Land: 79.47 acres, +/-  
Milepost - H-19.10 - H-10.75  
11/6/2014 - CFJ  
Activity # 1185785

Val Sec 3 (IN)  
Map 7  
Page 8 of 11





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ROW  
RAILROAD USE  
ACTIVE RAIL USE AREA

45-11-03-505-201.000-006  
45-11-03-505-201.000-006  
ACTIVE RAIL USE AREA

THIS EXHIBIT "B" IS ATTACHED TO AND MADE A PART OF THIS LEASE AND PURCHASE AGREEMENT BETWEEN THE NORFOLK SOUTHERN RAILWAY COMPANY, (LANDLORD) AND ENBRIDGE ENERGY LIMITED PARTNERSHIP, (TENANT).

LAKE COUNTY, INDIANA  
T35N, R99E, S1, JOHN & CALUMET TWP

PER RAILROAD VALUATION MAPS V-AND-6 THROUGH V-AND-8 THROUGH V-AND-8 RECORDED ON JUNE 21, 1989 IN THE OFFICE OF THE RECORDER OF LAKE COUNTY, INDIANA, AS DOCUMENT NUMBER 98061475

SCALE IN FEET  
0 100 200 300

DWG NO. REFERENCE DRAWING TITLE


NO.	REVISION DESCRIPTION	BY	DATE	CHKD	APPD
A.	ISSUED FOR REVIEW	BR	10/29/14	JMR	

SCALE	DATE	ISSUED	ISSUED	CHKD	APPD
NOTED 10/29/14		BR		JMR	

EXHIBIT "B"  
LINE 78 LEASE PURCHASE AREA  
MP 11.9 TO MP 11.1  
LAKE COUNTY, INDIANA

80036-5000-149  
DRAWING NUMBER  
SCALE: AS SHOWN  
DATE: 10/29/14  
BY: BR  
CHECKED: JMR  
APPROVED:

Val Sec 3 (IN)  
Map 6  
Page 10 of 11



**Exhibit "B"**  
**NORFOLK SOUTHERN RAILWAY COMPANY**  
**Griffith, Lake County, Indiana**  
**Enbridge Energy Limited Partnership**

Land: 79.47 acres, +/-  
Milepost - JH-19.10 - JH-10.75  
11/6/2014 - CFJ  
Activity # 1185785

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