



Send Tax Bills To:
Red Garden, LLC
106 Vail Lane
Watchung, NJ 07060

SPECIAL WARRANTY DEED

Tax Parcel No. 10-35-204-014-0000

THIS INDENTURE, made this 29th day of December, 2000, by SIMON PROPERTY GROUP (ILLINOIS), L.P., an Illinois limited partnership, 115 W. Washington Street, Indianapolis, Indiana 46204 ("Grantor"), to and in favor of RED GARDEN, LLC, a New Jersey limited liability company, with a principal place of business at 106 Vail Lane, Watchung, New Jersey 07060 ("Grantee");

WITNESSETH THAT:

Grantor, for valuable consideration, does hereby grant, with special warranty covenants, unto the Grantee, its successors and assigns, the Parcels of land lying and being in Cook County, Illinois, commonly known as the Red Lobster and Olive Garden Parcels, being more fully described in Exhibits A-1 and A-2, attached hereto and made a part hereof (collectively, hereinafter referred to as the "Parcels");

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 or demand whatsoever, of Grantor either in law or in equity, of, in and to the Parcels, with the hereditaments and appurtenances;

BUT SUBJECT TO:

- (i) all streets and public rights of way;
- (ii) all laws, codes, ordinances, rules and/or regulations (federal, state and/or local) now in effect;
- (iii) restrictions, encumbrances, reservations, limitations, conditions, easements, agreements and/or other matters affecting the Parcels, if of public record including, without limitation, those identified on Exhibit B, attached hereto and made a part hereof;

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- (iv) all real estate taxes and assessments not due and payable as of the date hereof; and
- (v) all matters which would be revealed by an accurate survey or physical inspection of the Parcels;


TO HAVE AND TO HOLD, the same, together with all the hereditaments and appurtenances thereunto belonging or in anywise appertaining, to the said Grantee, its successors and assigns, forever;

And Grantor will warrant and defend title to the Parcels against all parties lawfully claiming the same from, through or under Grantor during Grantor's period of ownership, but against no others.

And Grantor hereby covenants and warrants that it is fully authorized to convey the Parcels as set forth herein.

EXCEPTING AND RESERVING to Grantor, its successors and assigns for the benefit of the Shopping Center Site commonly known as Lincolnwood Town Center Shopping Center (the "Center"), described in Exhibit C attached hereto and made a part hereof, a perpetual, non-exclusive right, privilege and easement in, under, on and through the Parcels for the limited purpose of operating, inspecting, maintaining, repairing and/or replacing existing underground general utility facilities and related surface and subsurface appurtenances (the "Reserved Utilities"), and for no other purpose (the "Reserved Utility Easement"). Grantee shall retain on behalf of itself, its successors and assigns, the perpetual right to maintain, repair and replace the existing building improvements on the Parcels and to landscape, pave and make such other uses of the surface of the Parcels as are not inconsistent with the Reserved Utility Easement, subject to the terms of the Covenants, Conditions and Restrictions Agreement executed concurrently herewith by the Grantor and Grantee. If the surface and/or subsurface of the Parcels (including any improvements located thereon and/or therein which are not permanent structures (e.g., paving, curbs, gutters and the like)) are disturbed by any party entitled to do so pursuant to the provisions hereof, such party shall, in consideration of its use and enjoyment of the Reserved Utility Easement and at its sole cost and expense, promptly restore the surface and/or subsurface thereof (and all such improvements located thereon and/or therein) to the same general condition in which they existed immediately prior to such disturbance.

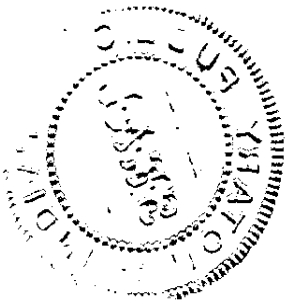
STATE TAX  REAL ESTATE TRANSFER TAX DEPARTMENT OF REVENUE	STATE OF ILLINOIS	REAL ESTATE TRANSFER TAX
	HAR. -1.01	0250800
	# 0000004701	FP 102808

COUNTY TAX  REVENUE STAMP	COOK COUNTY REAL ESTATE TRANSACTION TAX	REAL ESTATE TRANSFER TAX
	HAR. -1.01	0125400
	# 0000004705	FP 102802

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EXHIBIT A-1

Red Lobster Parcel

THAT PART OF LOT 8, DESCRIBED AS FOLLOWS: BEGINNING AT THE NORTHWEST CORNER OF LOT 8; THENCE NORTH 88 DEGREES, 20 MINUTES, 30 SECONDS EAST, 238 FEET ALONG THE NORTH LINE OF LOT 8; THENCE SOUTH 01 DEGREE, 39 MINUTES, 30 SECONDS EAST, 127.88 FEET; THENCE SOUTH 44 DEGREES, 03 MINUTES, 39 SECONDS WEST, 176.40 FEET TO THE SOUTHWEST LINE OF LOT 8; THENCE NORTH 45 DEGREES, 56 MINUTES, 21 SECONDS WEST, 160 FEET ALONG LAST SAID LINE TO THE WEST LINE OF LOT 8; THENCE NORTH 01 DEGREE, 39 MINUTES, 21 SECONDS WEST, 136.50 FEET ALONG LAST SAID LINE TO THE PLACE OF BEGINNING, ALL IN LINCOLNWOOD TOWN CENTER RESUBDIVISION, BEING A PART OF THE NORTH 1/2 OF SECTION 35, TOWNSHIP 41 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS

Lincolnwood Town Center
3333 West Touhy Ave.

10-35-204-014

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EXHIBIT A-2

Olive Garden

THAT PART OF LOT 8 DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHEAST CORNER OF LOT 8; THENCE SOUTH 89 DEGREES 56 MINUTES 11 SECONDS WEST 172.00 FEET ALONG THE SOUTH LINE OF SAID LOT 8; THENCE NORTH 45 DEGREES 56 MINUTES 21 SECONDS EAST 56.13 FEET ALONG THE SOUTHWEST LINE OF LOT 8; THENCE NORTH 44 DEGREES 03 MINUTES 39 SECONDS EAST 176.40 FEET THENCE NORTH 1 DEGREES 39 MINUTES 30 SECONDS WEST 127.88 FEET TO THE NORTH LINE OF LOT 8 A DISTANCE OF 238.00 FEET EAST OF THE NORTHWEST CORNER OF LOT 8; THENCE NORTH 88 DEGREES 20 MINUTES 30 SECONDS EAST 73.00 FEET ALONG THE NORTH LINE OF LOT 8; THENCE SOUTH 11 DEGREES 20 MINUTES 44 SECONDS EAST 30.00 FEET; THENCE SOUTH 81 DEGREES 33 MINUTES 33 SECONDS EAST 28.00 FEET TO THE EAST LINE OF LOT 8; THENCE SOUTH 0 DEGREES 03 MINUTES 49 SECONDS EAST 140.00 FT; THENCE SOUTH 89 DEGREES 56 MINUTES 11 SECOND WEST 13.50 FEET; THENCE SOUTH 0 DEGREES 03 MINUTES 49 SECONDS EAST 122.00 FEET ALL ALONG LAST SAID EAST LINE TO THE PLACE OF BEGINNING, ALL IN LINCOLNWOOD TOWN CENTER SUBDIVISION, BEING A PART OF THE NORTH 1/2 OF SECTION 35, TOWNSHIP 41 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

Lincolnwood Town Center
3333 West Touhy Avenue

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EXHIBIT B

Permitted Exceptions

1. 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.
2. GRANT OF EASEMENT RECORDED MARCH 8, 1989 AS DOCUMENT 89102528 MADE TO NORTHERN ILLINOIS GAS COMPANY.
3. AGREEMENT MADE ON APRIL 18, 1989 AND RECORDED MAY 30, 1989 AS DOCUMENT 89242442 BETWEEN VILLAGE OF LINCOLNWOOD AND LINCOLNWOOD ASSOCIATES COVERING THE CONSTRUCTION AND MAINTENANCE OF A STORM SEWER.
4. EASEMENTS FOR RAILROAD TRACKS AS SHOWN ON THE SURVEY DATED DECEMBER 21, 1979, ORDER NO. 79-1823 "P" BY JAMES SCHARFFER AND SCHIMMING, INC.
5. RIGHTS OF WAY, EASEMENTS, SWITCH TRACKS AND SWITCHING RIGHTS OF ADJOINING OWNERS.
6. POSSIBLE RIGHTS OF THE ILLINOIS BELL TELEPHONE COMPANY AND ADJOINING OWNERS IN AND TO AERIAL AND BURIED FACILITIES, AS DISCLOSED BY UTILITY LETTER DATED JUNE 11, 1986, AS DISCLOSED IN THE SPECIAL WARRANTY DEED RECORDED AS DOCUMENT 86314067 MADE BY BELL & HOWELL COMPANY, A CORPORATION OF DELAWARE, TO SIMON-LINCOLNWOOD INC., A CORPORATION OF INDIANA.
7. TERMS, PROVISIONS, CONDITIONS AND LIMITATIONS OF DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR LINCOLNWOOD TOWN CENTER SUBDIVISION RECORDED MAY 30, 1989 AS DOCUMENT 89242443 RESPECTIVELY RELATING TO: RESTRICTIONS, MAINTENANCE, EASEMENTS, ASSESSMENTS AND LIMITATIONS RESTRICTING USE OF DWELLING PARCELS AND COMMON EASEMENT AREAS.
8. PROVISION CONTAINED IN ARTICLE XI OF DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR LINCOLNWOOD TOWN CENTER SUBDIVISION RECORDED MAY 30, 1989 AS DOCUMENT 89242443 RELATING TO: ANNUAL AND SPECIAL MAINTENANCE ASSESSMENTS LEVIED BY THE BOARD OF DIRECTORS OF THE LINCOLNWOOD TOWN CENTER SUBDIVISION.
9. PROVISION CONTAINED IN MEMORANDUM OF LEASE DATED JUNE 5, 1989 AND RECORDED FEBRUARY 21, 1990 AS DOCUMENT 90084005 MADE BY AND BETWEEN LINCOLNWOOD ASSOCIATES, AN ILLINOIS GENERAL PARTNERSHIP, LESSOR, BY SIMON-LINCOLNWOOD DEVELOPMENT LIMITED PARTNERSHIP, A GENERAL PARTNER, BY SIMON-LINCOLNWOOD, INC., AN INDIANA CORPORATION, ITS GENERAL PARTNER, AND CPS REALTY PARTNERSHIP, AN ILLINOIS GENERAL PARTNERSHIP, LESSEE, THAT LESSOR SHALL NOT EXPAND THE SHOPPING CENTER WITHOUT LESSEE'S CONSENT, NOR DEVELOP LOTS 7 OR 8 OF THE FRINGE LAND LEGALLY DESCRIBED IN EXHIBIT "C" THERETO EXCEPT AS PROVIDED IN THE LEASE.

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EXHIBIT B (cont.)

10. LEASE MADE BY LINCOLNWOOD ASSOCIATES, AN ILLINOIS GENERAL PARTNERSHIP TO J. C. PENNEY COMPANY DATED JUNE 1, 1991 AND RECORDED DECEMBER 16, 1991 AS DOCUMENT NO. 91659042, DEMISING THE LAND FOR A TERM OF YEARS BEGINNING THE DATE THE TENANT OPENS THE STORE AND ENDING 20 YEARS FOLLOWING COMMENCEMENT DATE, AND ALL RIGHTS THEREUNDER OF, AND ALL ACTS DONE OR SUFFERED THEREUNDER BY, SAID LESSEE OR BY ANY PARTY CLAIMING BY, THROUGH, OR UNDER SAID LESSEE.

FOUR (4) SUCCESSIVE OPTIONS TO EXTEND LEASE FOR PERIOD OF (5) YEARS EACH
11. EASEMENT IN FAVOR OF THE ILLINOIS BELL TELEPHONE COMPANY ALSO AMERITECH ILLINOIS, AND ITS/THEIR RESPECTIVE SUCCESSORS AND ASSIGNS, TO INSTALL, OPERATE AND MAINTAIN ALL EQUIPMENT NECESSARY FOR THE PURPOSE OF SERVING THE LAND AND OTHER PROPERTY, TOGETHER WITH THE RIGHT OF ACCESS TO SAID EQUIPMENT, AND THE PROVISIONS RELATING THERETO CONTAINED IN THE GRANT RECORDED/FILED AS DOCUMENT NO. 96222226, AFFECTING THE SHOWN ON EXHIBIT A OF THE LAND.
12. COVENANTS, CONDITIONS AND RESTRICTIONS (CONTAINED IN THE DECLARATION OF RESTRICTIONS AND EASEMENT RECORDED SEPTEMBER 28, 1994 AS DOCUMENT 94843441
13. EXISTING UNRECORDED LEASES AND ALL RIGHTS THEREUNDER OF THE LESSEES AND OF ANY PERSON OR PARTY CLAIMING BY, THROUGH OR UNDER THE LESSEES.
14. LEASE MADE BY LINCOLNWOOD ASSOCIATES, AN ILLINOIS GENERAL PARTNERSHIP TO GENERAL MILLS RESTAURANTS, INC., A FLORIDA CORPORATION DATED JANUARY 8, 1990 AND RECORDED SEPTEMBER 27, 1991 AS DOCUMENT NO. 91505181, DEMISING THE LAND FOR A TERM OF YEARS BEGINNING OCTOBER 7, 1991 AND ENDING OCTOBER 5, 2001, AND ALL RIGHTS THEREUNDER OF, AND ALL ACTS DONE OR SUFFERED THEREUNDER BY, SAID LESSEE OR BY ANY PARTY CLAIMING BY, THROUGH, OR UNDER SAID LESSEE.
15. LEASE MADE BY LINCOLNWOOD ASSOCIATES, AN ILLINOIS GENERAL PARTNERSHIP TO GENERAL MILLS RESTAURANTS, INC., A FLORIDA CORPORATION DATED JANUARY 8, 1990 AND RECORDED SEPTEMBER 27, 1991 AS DOCUMENT NO. 91505182, DEMISING THE LAND FOR A TERM OF YEARS BEGINNING OCTOBER 7, 1991 AND ENDING OCTOBER 5, 2001, AND ALL RIGHTS THEREUNDER OF, AND ALL ACTS DONE OR SUFFERED THEREUNDER BY, SAID LESSEE OR BY ANY PARTY CLAIMING BY, THROUGH, OR UNDER SAID LESSEE.

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EXHIBIT C
LINCOLNWOOD TOWN CENTER

Lots 1, 2, 3, 4, 5, 6, 7 and 8 in Lincolnwood Town Center Subdivision, being a subdivision of part of the North Half of Section 35, Township 41 North, Range 13 East of the Third Principal Meridian in Cook County, Illinois.

Property of Cook County Clerk's Office

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