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2001-06-11 16:01:49

Cook County Recorder

31.00



This document prepared by and after recording return to:

GARDNER, CARTON &
DOUGLAS
321 N. Clark Street
Suite 3400
Chicago, Illinois 60610-4795
Attn: Crystal Pruess Bush

79-14-26701

vv

MODIFICATION OF DEED RESTRICTION

THIS MODIFICATION OF DEED RESTRICTION is made as of this 27th day of May, 2001 by CC COUNTRYSIDE 98 LLC, a Maryland limited liability company ("CountrySide") and CIRCUIT CITY STORES, INC., a Virginia corporation ("Circuit City").

WITNESSETH:

WHEREAS, Circuit Investors - Carmax Limited Partnership, a Texas limited partnership ("Carmax") by Special Warranty Deed dated May 28, 1998 and recorded June 5, 1998 as Document Number 98475394 in the Office of the Recorder of Deeds of Cook County, Illinois (the "Deed") conveyed to Gordon Food Service, Inc., a Michigan corporation ("GFS") the real property legally described in Exhibit A attached hereto (the "Property"); and

WHEREAS, in the Deed, Carmax provided that for so long as either Carmax or Circuit City, or the successors or assigns of either of them, own and operate the property legally described in Exhibit B attached hereto (the "Circuit City Property"), or any portion thereof, GFS and its successors and assigns are prohibited from using or permitting the use of the Property or any portion thereof for the display, sale, service or warehousing of any form of consumer electronics, large or small household appliances, or business electronic equipment, including, but not limited to, audio or video hardware, computer hardware or software, entertainment media (including, without limitation, compact discs, cassette tapes and similar media), electronic software, cellular telephones, telex machines or copiers (collectively, the "Restricted Items"); and

WHEREAS, Carmax has conveyed title to the Circuit City Property to CountrySide; and

WHEREAS, GFS now wishes to convey the Property to Aldi Inc., an Illinois corporation ("Aldi"); and

WHEREAS, Aldi intends to use the building located on the Property (the "Building") as a grocery store, primarily dedicated to the sale of groceries, provided that a portion of the items which will be sold may include some of the Restricted Items; and

WHEREAS, CountrySide and Circuit City wish to permit Aldi to sell the Restricted Items, provided such items constitute a limited portion of all sales from the Property.

NOW THEREFORE, for and in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, CountrySide and Circuit City hereby agree for themselves and their successors and assigns, including any future

BOX 333-CTI

owner of the Circuit City Property, that as long as Aldi is the owner of the Property, or any portion thereof, Aldi may use the Property, or any portion thereof, for the display and sale of Restricted Items, provided that (i) such sales constitute not more than seven percent (7%) of the aggregate sales (measured in terms of gross revenues) of merchandise from the Property in any twelve-month period and (ii) the Restricted Items occupy not more than four hundred eighty (480) square feet of floor space in the Building. To the extent set forth in the immediately preceding sentence, the restriction in the Deed regarding the Restricted Items is hereby modified.

IN WITNESS WHEREOF, Countryside and Circuit City have executed this Modification of Deed Restriction as of the date first above set forth.

CC COUNTRYSIDE 98 LLC, a Maryland limited liability company

By: Alex Grass, its Manager

By: _____
Name: ALEX GRASS
Title: MANAGER

CIRCUIT CITY STORES, INC., a Virginia corporation

By: Benjamin B. Cummings, Jr.
Name: Benjamin B. Cummings, Jr.
Title: Vice-President-Real Estate

Property of Cook County Clerk's Office

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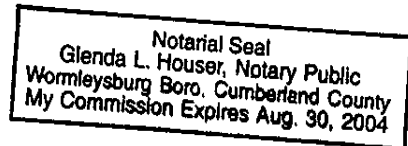
STATE OF MD

COUNTY OF Cumberland

I, the undersigned, a Notary Public in and for and residing in said County, in the State aforesaid, DO HEREBY CERTIFY that Alex Grass, who is personally known to me to be the Manager of CC Countryside, a MD corporation, and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such Manager signed and delivered the said instrument, pursuant to authority given by the Board of Directors of said corporation, as Manager of CC Countryside 98 LLC, a Maryland limited liability company ("Countside"), as free and voluntary act, and as the free and voluntary act and deed of said corporation as Manager of Countryside, for the uses and purposes therein set forth.

Given under my hand and notarial seal this 24th day of Aug, 2001.

Glenda L. Houser
Notary Public



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STATE OF VA)
) SS
COUNTY OF Henrico)

I, the undersigned, a Notary Public in and for and residing in said County, in the State aforesaid, DO HEREBY CERTIFY that Benjamin Cummings who is personally known to me to be the Vice-President of CIRCUIT CITY STORES, INC., a Virginia corporation, and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such Benjamin Cummings, ___ signed and delivered the said instrument, pursuant to authority given by the Board of Directors of said corporation, as ___ 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 notarial seal this 18 day of May, 2001.

Kathleen S. Jimerson
Notary Public

My Commission Expires February 29, 2004



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EXHIBIT A

PROPERTY

THAT PART OF LOT 10 IN SCHOOL TRUSTEE'S SUBDIVISION OF SECTION 16, TOWNSHIP 38 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN IN COOK COUNTY, ILLINOIS DESCRIBED AS FOLLOWS:

COMMENCING AT THE INTERSECTION OF A LINE THAT IS 484.00 FEET EAST OF THE WEST LINE OF THE SOUTHEAST QUARTER OF SAID SECTION WITH A LINE THAT IS 672.65 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE OF SAID LOT 10; THENCE SOUTH 89 51' 00" EAST ON SAID PARALLEL LINE, 311.45 FEET TO THE POINT OF BEGINNING; THENCE CONTINUING SOUTH 89 51' 00" EAST ALONG SAID LAST DESCRIBED LINE, 116.55 FEET TO A POINT IN A LINE THAT IS 912.00 FEET EAST OF SAID WEST LINE OF THE SOUTHEAST QUARTER; THENCE SOUTH 00 00' 17" EAST ON SAID LINE 466.49 FEET TO A POINT IN THE NORTHWESTERLY LINE OF JOLIET ROAD, SAID LINE BEING 33.00 FEET NORTHWESTERLY OF AND PARALLEL WITH THE CENTERLINE THEREOF; THENCE SOUTH 60 55' 17" WEST ON SAID LINE, 147.60 FEET; THENCE NORTH 00 00' 17" WEST, 284.32 FEET; THENCE SOUTH 89 51' 00" EAST, 12.45 FEET, THENCE NORTH 00 00' 17" WEST, 254.24 FEET TO THE POINT OF BEGINNING.

ADDRESS: 9950 JOLIET ROAD
COUNTRYSIDE, ILLINOIS

P.I.N.: 18-16-400-018 AND 18-16-400-021

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EXHIBIT B

CIRCUIT CITY PROPERTY

A PORTION OF LOT 10 IN SCHOOL TRUSTEE'S SUBDIVISION OF SECTION 16, TOWNSHIP 38 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN IN COOK COUNTY, ILLINOIS DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF A LINE THAT IS 484.00 FEET EAST OF THE WEST LINE OF THE SOUTHEAST QUARTER OF SAID SECTION, WITH A LINE THAT IS 672.65 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE OF SAID LOT 10; THENCE SOUTH 89 51' 00" EAST ON SAID PARALLEL LINE, 428.00 FEET TO A POINT IN A LINE THAT IS 912.00 FEET EAST OF SAID WEST LINE OF THE SOUTHEAST QUARTER; THENCE SOUTH 00 00' 17" EAST ON SAID LINE 466.49 FEET TO A POINT IN THE NORTHWESTERLY LINE OF JOLIET ROAD, SAID LINE BEING 33.00 FEET NORTHWESTERLY OF AND PARALLEL WITH THE CENTERLINE THEREOF; THENCE SOUTH 60 55' 17" WEST ON SAID LINE, 343.31 FEET TO A POINT IN THE LINE THAT IS 612.00 FEET EAST OF AND PARALLEL WITH SAID WEST LINE OF THE SOUTHEAST QUARTER; THENCE NORTH 00 00' 00" EAST ON SAID PARALLEL LINE 404.91 FEET TO A POINT IN A LINE THAT IS 901.87 FEET SOUTH OF AND PARALLEL WITH THE SAID NORTH LINE OF LOT 10; THENCE NORTH 89 51' 00" WEST ON SAID LINE 128.00 FEET TO A POINT IN A LINE THAT IS 484.00 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF THE SOUTHEAST QUARTER; THENCE NORTH 00 00' 00" EAST ON SAID LINE 229.22 FEET TO THE POINT OF BEGINNING, LESS AND EXCEPT THE FOLLOWING DESCRIBED PROPERTY:

COMMENCING AT THE INTERSECTION OF A LINE THAT IS 484.00 FEET EAST OF THE WEST LINE OF THE SOUTHEAST QUARTER OF SAID SECTION WITH A LINE THAT IS 672.65 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE OF SAID LOT 10; THENCE SOUTH 89 51' 00" EAST ON SAID PARALLEL LINE, 311.45 FEET TO THE POINT OF BEGINNING; THENCE CONTINUING SOUTH 89 51' 00" EAST ALONG SAID LAST DESCRIBED LINE, 116.55 FEET TO A POINT IN A LINE THAT IS 912.00 FEET EAST OF SAID WEST LINE OF THE SOUTHEAST QUARTER; THENCE SOUTH 00 00' 17" EAST ON SAID LINE 466.49 FEET TO A POINT IN THE NORTHWESTERLY LINE OF JOLIET ROAD, SAID LINE BEING 33.00 FEET NORTHWESTERLY OF AND PARALLEL WITH THE CENTERLINE THEREOF; THENCE SOUTH 60 55' 17" WEST ON SAID LINE, 147.60 FEET; THENCE NORTH 00 00' 17" WEST, 284.32 FEET; THENCE SOUTH 89 51' 00" EAST, 12.45 FEET; THENCE NORTH 00 00' 17" WEST, 254.24 FEET TO THE POINT OF BEGINNING.

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