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0020758605

502/0052 32 001 Page 1 of 10
2002-07-11 10:36:12
Cook County Recorder 39.00

This instrument prepared by:

William J. Ralph, Esq.
Winston & Strawn
35 West Wacker Drive, Suite 4200
Chicago, IL 60601-9703



After recording return to:

Steven C. Stickler, Esq.
Simpson Thacher Bartlett
425 Lexington
New York, NY 10017

SPECIAL WARRANTY DEED

7941005, D2, CB 10F3

This Indenture, made as of the 25th day of June, 2002, between **6400 SHAFER COURT, L.L.C.**, a Delaware limited liability company, having an address at c/o Prime Group Realty, L.P., 77 West Wacker Drive, 39th Floor, Chicago, Illinois 60601 ("Grantor"), and **BRE/SHAFER COURT L.L.C.**, a Delaware limited liability company having an address at c/o **BLACKSTONE REAL ESTATE ADVISORS L.P.**, 345 Park Avenue, New York, NY 10154 ("Grantee").

10 CP

WITNESSETH

That Grantor, for and in consideration of the sum of Ten and 00/100 Dollars (\$10.00) and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and confessed, hereby conveys and warrants specially unto Grantee the following described real property and rights and interests in real property situate, lying and being in Cook County, Illinois, to wit:

See Exhibit "A" attached hereto and incorporated herein by reference

(The foregoing real property together with all improvements and fixtures located thereon and other property and rights described below are sometimes collectively referred to herein as the "Property.")

Together with all of the right, title and interest of Grantor, if any, in and to the following as the same pertains to the Property: (a) all improvements and fixtures located thereon, (b) all hereditaments, easements, rights-of-way, streets and appurtenances thereunto belonging, or in anyway 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 either in

BOX 333-CTI

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law or equity, of, in or to the above-described property: TO HAVE AND TO HOLD the Property, unto Grantee, its successors and assigns forever.


The conveyance of the Property is subject only to those encumbrances set forth on Exhibit "B" attached hereto and incorporated herein by reference, without intending to reimpose same.

And Grantor hereby covenants, promises and agrees with said Grantee, its successors and assigns, that Grantor has not done, or suffered to be done, anything whereby the Property hereby granted is, or may be, in any manner encumbered or changed, except as provided in Exhibit "B". Grantor hereby warrants the title to the property, subject to the matters set forth on Exhibit "B" and will defend against all persons lawfully claiming or to claim the same by, through or under the Grantor.

SIGNATURE PAGE FOLLOWS

STATE TAX

STATE OF ILLINOIS



JUL.-9.02


REAL ESTATE TRANSFER TAX
DEPARTMENT OF REVENUE

0000032141

REAL ESTATE TRANSFER TAX
0021950
FP 102508

COUNTY TAX

COOK COUNTY
REAL ESTATE TRANSACTION TAX



JUL.-9.02

REVENUE STAMP

0000032245

REAL ESTATE TRANSFER TAX
0020975
FP 102802

20758605

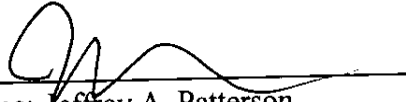
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IN WITNESS WHEREOF, Grantor has hereunto executed this Special Warranty Deed as of the day and year first above written.

6400 SHAFER COURT, L.L.C., a Delaware limited liability company

By: PRIME GROUP REALTY, L.P., a Delaware limited partnership, as Administrative Member

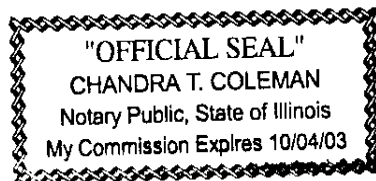
By: PRIME GROUP REALTY TRUST, a Maryland real estate investment trust, Its Managing General Partner

By: 
Name: Jeffrey A. Patterson
Title: Co-President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS

I, Chandra J. Coleman, the undersigned, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY THAT Jeffrey A. Patterson, personally known to me to be the Co-President of Prime Group Realty Trust, a Maryland Real Estate Investment Trust, the Managing General Partner of Prime Group Realty, L. P., a Delaware limited partnership, an Administrative Member of 6400 SHAFER COURT, L.L.C., a Delaware limited liability company, personally known to me to be the same person whose name is subscribed to the foregoing instrument as such appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act and as the free and voluntary act of said trust, limited partnership and limited liability company, for the uses and purposes therein set forth.

Given under my hand and Notarial Seal this 14th day of June, 2002.



Chandra J. Coleman
Notary Public
My commission expires: 10/04/03

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EXHIBIT A

LEGAL DESCRIPTION

Property Address: 6400 Shafer Court, Illinois

Permanent Index No.:

Property of Cook County Clerk's Office

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6400 Shafer Court

LEGAL DESCRIPTION

Property of Cook County Clerk's Office

THAT PART OF LOT 6 IN GERHART HUBER ESTATE DIVISION IN SECTION 3, TOWNSHIP 40 NORTH AND SECTION 34, TOWNSHIP 41 NORTH, BOTH IN RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN LYING EASTERLY OF AND ADJOINING THE EASTERLY LINE OF SHAFER COURT ACCORDING TO THE DEED TO THE VILLAGE OF ROSEMONT, ILLINOIS, DATED AUGUST 11, 1975 AND RECORDED AS DOCUMENT 23397010 AND LYING WEST OF AND ADJOINING A LINE DRAWN SOUTH AT RIGHT ANGLES TO THE NORTH LINE OF SAID LOT 6, TO THE SOUTH LINE OF SAID LOT 6 FROM A POINT ON SAID NORTH LINE OF LOT 6, WHICH IS 487.69 FEET WEST OF THE INTERSECTION OF SAID NORTH LINE OF LOT 6 WITH THE CENTER LINE OF RIVER ROAD, IN COOK COUNTY, ILLINOIS

PIN: 12-03-100-015

ADDRESS: 6400 Shafer Court, Rosemont, Illinois 60018

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EXHIBIT B

PERMITTED EXCEPTIONS

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AW 6.

1. TAXES FOR THE YEAR (S) 2001 AND 2002
2002 TAXES ARE NOT YET DUE OR PAYABLE.

1A. NOTE: 2001 FIRST INSTALLMENT IS PAID.
NOTE: 2001 FINAL INSTALLMENT NOT YET DUE OR PAYABLE

PERM TAX#	PCL	YEAR	1ST INST	STAT
12-03-100-015-0000	1 OF 1	2001	\$448,744.02	PAID

7. ASSIGNMENT OF LEASES AND RENTS RECORDED JUNE 2, 1998 AS DOCUMENT NO. 98459104 MADE BY 6400 SHAFER COURT, L. L. C., A DELAWARE LIMITED LIABILITY COMPANY TO NOMURA ASSET CAPITAL CORPORATION, A DELAWARE CORPORATION.

ASSIGNMENT TO THE CAPITAL COMPANY OF AMERICA LLC RECORDED SEPTEMBER 18, 1998 AS DOCUMENT 98833542

ASSIGNMENT OF MORTGAGE TO LASALLE BANK NATIONAL ASSOCIATION FORMERLY KNOW LASALLE NATIONAL BANK AS TRUSTEE FOR THE REGISTERED HOLDERS OF CAPCO AMERICA SECURITIZATION CORPORATION COMMERCIAL MORTGAGE PASS-THROUGH CERTIFICATES

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CHICAGO TITLE INSURANCE COMPANY

OWNER'S POLICY (1992)

SCHEDULE B

1401 007941005 D1

**EXCEPTIONS FROM COVERAGE
(CONTINUED)**

DATED FEBRUARY 1, 1995 AND LAST RESURVEYED JULY 26, 2001.

- AB 12. EASEMENT IN FAVOR OF COMMONWEALTH EDISON COMPANY, AND ITS/THE IR 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. 0011029895, AFFECTING THE LAND AS DEPICTED AND DESCRIBED ON EXHIBIT A AS ATTACHED THERETO.

Property of Cook County Clerk's Office

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CHICAGO TITLE INSURANCE COMPANY

OWNERS/LOAN POLICY PROFORMA ADD EXCEPTIONS

POLICY NO.: 1401 007941005 D1

IN ADDITION TO THE MATTERS SET FORTH IN SCHEDULE B, THE TITLE TO THE ESTATE OR INTEREST IN THE LAND DESCRIBED OR REFERRED TO IN SCHEDULE A IS ALSO SUBJECT TO THE FOLLOWING MATTERS:

~~AF 6. THIS EXCEPTION HAS BEEN AMENDED FOR PROFORMA PURPOSES ONLY AND IS BASED ON THE ASSUMPTION THAT WE WILL RECEIVE CONFIRMATION THAT NONE OF THE TENANTS HAVE AN OPTION OR RIGHT TO PURCHASE THE LAND.~~

RIGHTS OF THOSE TENANTS, AS SET FORTH ON THE RENT ROLL ATTACHED TO ALTA STATEMENT DATED ~, AS TENANTS ONLY, NONE OF WHICH HAVE AN OPTION TO PURCHASE THE PREMISES OR A RIGHT OF FIRST REFUSAL AFFECTING THE PREMISES.

<BLD CONFERENCE;
HEARTLAND GOLF INC.;
KANBAY, INC.;
AMERICAN EXPRESS TRAVEL;
COMPUTER HORIZONS CO.;
AHI INTERNATIONAL CO.;
ASSOCIATION OF FLIGHT;
STATE FARM MUTUAL;
MCSHANE CONSTRUCTION;
CARLSON MARKETING GROUP;
MILLER AND COMPANY;
INTERNATIONAL HOUSEWARES;
AIRLINE PILOTS ASSOCIATION;
AUTOMATIC DATA PROCESSING;
STONEHARD, INC.;
INTERNATIONAL FLAVOR;
LOVELACE AND ASSOCIATES.

OWNER'S POLICY (1992)
SCHEDULE B

1401 007941005 D1

EXCEPTIONS FROM COVERAGE
(CONTINUED)

SERIES 1998-D7 RECORDED MARCH 28, 2001 AS DOCUMENT 0010246222

LOAN ASSUMPTION AGREEMENT MADE BY 6400 SHAEFER COURT, L.L.C., BRE/SHAHER COURT L.L.C. AND LASALLE BANK NATIONAL ASSOCIATION FORMERLY KNOWN LASALLE NATIONAL BANK AS TRUSTEE FOR CAPCO AMERICA SECURITIZATION CORPORATION, COMMERCIAL MORTGAGE PASS-THROUGH CERTIFICATES SERIES 1998-D7 RECORDED - AS DOCUMENT NUMBER -.

- J 8. EASEMENT IN, UPON, UNDER, OVER AND ALONG THE LAND, TO INSTALL AND MAINTAIN ALL EQUIPMENT FOR THE PURPOSE OF SERVING THE LAND AND OTHER PROPERTY WITH ELECTRIC SERVICE, TOGETHER WITH THE RIGHT OF ACCESS TO SAID EQUIPMENT, AS CREATED BY GRANT TO THE COMMONWEALTH EDISON COMPANY, RECORDED AUGUST 7, 1979 AS DOCUMENT 25087330.

- N 9. SECURITY INTEREST OF NOMURA ASSET CAPITAL CORPORATION, SECURED PARTY, IN CERTAIN DESCRIBED CHATTELS ON THE LAND, AS DISCLOSED BY FINANCING STATEMENT NAMING 6400 SHAEFER COURT AS DEBTOR AND RECORDED JUNE 2, 1998 AS DOCUMENT NO. 98459105.

ASSIGNMENT TO THE CAPITAL COMPANY OF AMERICA L. L. C., RECORDED FEBRUARY 7, 2001 AS DOCUMENT 0010101812

ASSIGNMENT TO LASALLE BANK NATIONAL ASSOCIATION FORMERLY KNOWN AS LASALLE NATIONAL BANK AS TRUSTEE FOR THE REGISTERED HOLDERS OF CAPCO AMERICA SECURITIZATION CORPORATION COMMERCIAL MORTGAGE PASS-THROUGH CERTIFICATES SERIES 1998-D7 RECORDED FEBRUARY 7, 2001 AS DOCUMENT 0010101813 RECORDED

- V 10. NOTE: THE FOLLOWING ITEM, WHILE APPEARING ON THIS COMMITMENT/POLICY, IS PROVIDED SOLELY FOR YOUR INFORMATION.

THE FOLLOWING ENVIRONMENTAL DISCLOSURE DOCUMENT(S) FOR TRANSFER OF REAL PROPERTY APPEAR OF RECORD WHICH INCLUDE A DESCRIPTION OF THE LAND INSURED OR A PART THEREOF:

DOCUMENT NUMBER: 98459102 DATE OF RECORDING: JUNE 2, 1998

- Y 11. RIGHTS OF PARTIES TO MAINTAIN UNDERGROUND TELEPHONE CABLES, SANITARY SEWERS, WATER MAINS, STORM SEWERS, DRAINS, HYDRANT, AND GAS PIPE LINES LOCATED ON THE PROPERTY AS DEPICTED ON SURVEY NUMBER 77314-A PREPARED BY JOHN P. TICE