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Cook County Recorder 27.50

WARRANTY DEED

THE GRANTOR, DEERFIELD ASSOCIATES, L.L.C., an Illinois limited liability company, for and in consideration of the sum of Ten and No/100 (\$10.00) Dollars and for other good and valuable consideration, **CONVEYS AND WARRANTS to THE GRANTEE, CNL-BB CORP.**, a Florida corporation whose address CNL Center at City Commons, 450 South Orange Street, Orlando, Florida 32801, the real estate situated in the Village of Deerfield, County of Cook and State of Illinois, as described on Exhibit A attached hereto and made a part hereof, **TO HAVE AND TO HOLD**, subject to the matters shown on said Exhibit A, forever.



ABOVE SPACE FOR RECORDER'S USE

So long as the Lot 3 in the Final Plat of Deerfield Depot Subdivision comprising a portion of the real estate more particularly described in said Exhibit A is operated as a Bennigan's restaurant including, but not limited to, full service liquor sales, carryout and delivery service, and off-street parking incident thereto, no real estate owned, leased or controlled directly or indirectly by Grantor as of June 4, 1999 which is located within 2,500 feet in any direction from the boundary line of said Lot 3 shall be used for a Chili's, TGI Friday's or Appelbee's restaurant. The foregoing restriction shall not apply to the premises leased to Home Depot U.S.A., Inc. (or any other real estate that is located in Lot 4 in the Final Plat of Deerfield Depot Subdivision and utilized by Home Depot U.S.A., Inc. connection with its use of such leased premises) under that certain Lease executed by Grantor, as landlord, and Home Depot U.S.A., Inc., as tenant, dated February 9, 1998, as amended ("Lease"), while the Lease is in effect. A memorandum of the Lease was recorded March 9, 1998 with the Cook County Recorder ("Recorder") as Document No. 98183487 and amended by a memorandum which was recorded with the Recorder on January 7, 1999 as Document No. 99015598.

IN WITNESS WHEREOF, said GRANTOR has signed this Warranty Deed as of the 17th day of December, 1999.

DEERFIELD ASSOCIATES, L.L.C.,
an Illinois limited liability company

BY: The Harlem Irving Companies, Inc.
an Illinois corporation, the Manager thereof

BY: Donald W. Bailey
Donald W. Bailey, Vice President

[Handwritten initials]

N9901283 Cook Co. X

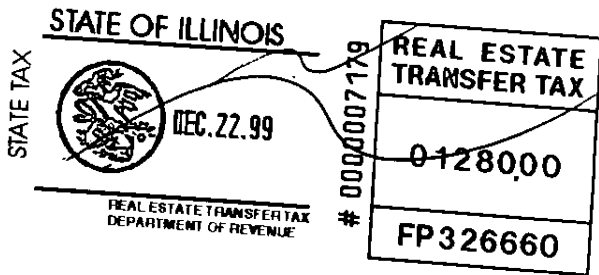
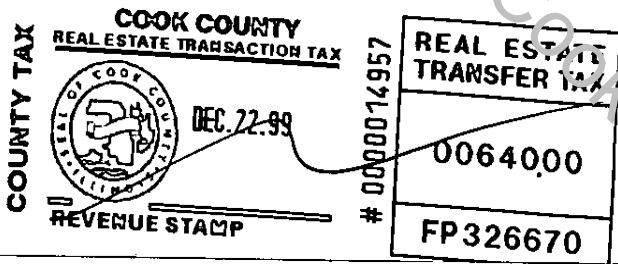
STATE OF ILLINOIS)
)
COUNTY OF COOK) SS

I, the undersigned, a notary public in and for the State and County aforesaid DO HEREBY CERTIFY that Donald W. Bailey, personally known to me to be the Vice President of The Harlem Irving Companies, Inc., an Illinois corporation, manager of DEERFIELD ASSOCIATES, L.L.C., an Illinois limited liability company, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his free and voluntary act, and as the free and voluntary act for the said corporation, for the uses and purposes therein set forth.

Given under my hand and official seal this 17th day of December, 1999.

Eileen C Lewis

Notary Public



Property of Cook County Clerk's Office

EXHIBIT A

Parcel 1

Lot 3 in the Final Plat of Deerfield Depot Subdivision, being a subdivision of part of the Northwest 1/4 of Section 4, Township 42 North, Range 12, East of the Third Principal Meridian, according to the plat thereof recorded March 9, 1998 as Document No 98183480, in Cook County, Illinois ("Deerfield Depot")

Parcel 2

Easement for the benefit of the aforesaid Lot 3 as contained in Document No. 91488781.

Parcel 3

Easements for the benefit of the aforesaid Lot 3 created under that certain Reciprocal Easement and Operating Agreement recorded March 9, 1998 as Document No. 98183483 in Cook County, Illinois, as amended by instrument recorded as Document No. 98639499 ("REOA").

The aforesaid real estate is being conveyed subject to the following:

1. Taxes for the year 1999 and subsequent years.
2. Annual maintenance assessment of Northfield under Law Docket No 70MR132, Book 437, page 531.
3. Ordinance dated December 1, 1997 and recorded March 9, 1998 as Document No, 98183481 between the Village of Deerfield and the Commuter Rail Division of the Regional Transportation Authority ("METRA") and Grantor.
4. REOA.
5. Environmental Disclosure Documents:
recorded September 20, 1991 as Document No. 91488783 (affects Parcel 2 only), and
recorded June 3, 1992 as Document No. 92388086.
6. Permanent Easement Release made by the County of Cook to METRA, dated December 22, 1997 and recorded January 15, 1998 as Document No. 98040444 referring to easements recorded as Document Nos. 91488780 and 94929184.
7. Easements as shown in the Plat of Subdivision of Deerfield Depot recorded March 9, 1998 as Document No. 98183480.
8. Permanent Right of Way, Exclusive Easement made by North Shore Gas Company in a deed to METRA dated June 1, 1992 and recorded June 3, 1992 as Document No. 92388087, as amended by Amendment to Reserved Pipeline Easement and Reserved Electrical Easement dated as of October 3, 1994 and recorded December 7, 1994 as Document No. 04022434, made by METRA and North Shore Gas Company
8. Grant to The Commonwealth Edison Company made by North Shore Gas Company in the deed described in item 8, above.
9. Easement made by North Shore Gas Company to The Commonwealth Edison Company in the Reserved Electrical Easement described in item 8, above.
10. Terms, provisions and conditions creating the easements described as Parcels 2 and 3.
11. Rights of adjoining owners to the current use of the easements described as Parcels 2 and 3.

- 12. Matters disclosed on plat of survey dated April 10, 1999 prepared by Gewalt Hamilton Associates, Inc. as No. 9608.000, sheet number 1, revised 8/30/99.
- 13. Acts done or suffered by or through the Grantee.

Street address: 649 Lake Cook Road
Deerfield, Illinois

Tax No.: 04-04-101-040

This deed was prepared by: Kathleen M. Vyborny Esq.
Law Offices, Kathleen M. Vyborny
One East Scott Street, Suite 1804
Chicago, Illinois 60610

After recording, mail to: Kathi W. Borkholder, Esq.
Lowndes, Drostic, Doster, Kantor & Reed
215 North Eola Drive
Orlando, Florida 32801

Mail tax bills to: CNL-BB Corp.
CNL Center at City Commons
450 South Orange Street
Orlando, Florida 32801



Property of Cook County Clerk's Office

Bennigan's Deerfield, Illinois