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**MORTGAGE AMENDMENT AND CROSS-DEFAULT
AGREEMENT**

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THIS MORTGAGE AMENDMENT AND CROSS-DEFAULT AGREEMENT (the "Agreement") is made and entered into as of this 21st day of July, 1989 by and among the following parties:

LASALLE NATIONAL BANK, not personally, but solely as Trustee under Trust Agreement dated October 14, 1988 and known as Trust No. 113863 (the "Wheeling Trust");

LASALLE NATIONAL BANK, not personally but solely as Trustee under Trust Agreement dated November 14, 1988 and known as Trust No. 113939 (the "Streamwood Trust");

CCCOM WHEELING LIMITED PARTNERSHIP, an Illinois limited partnership (the "Wheeling Beneficiary"), being the sole beneficiary of the Wheeling Trust;

CCCOM OLD CHURCH PLAZA LIMITED PARTNERSHIP, an Illinois limited partnership (the "Streamwood Beneficiary"), being the sole beneficiary of the Streamwood Trust;

CAR CARE CENTERS OF MIDAMERICA, INC., an Illinois corporation, MICHAEL BARRY RUSSELL, ROBERT L. STOVALL, NORMAN O. STAVR, MICHAEL M. MULLEN and STEPHEN L. SCHLADER (individually, a "Guarantor", and collectively, the "Guarantors"); and

IRVING FEDERAL SAVINGS AND LOAN ASSOCIATION, a corporation organized under the laws of the United States ("Lender");

R E C I T A L S:

A. Lender, the Wheeling Trust and the Wheeling Beneficiary are parties to a certain Construction Loan Agreement dated May 18, 1989 (the "Wheeling Loan Agreement") pursuant to which the Wheeling Trust and the Wheeling Beneficiary agreed to borrow from Lender an amount not to exceed the sum of \$2,480,000 (which amount, together with all other indebtedness owing pursuant to the Wheeling Loan Documents, as hereinafter defined, is herein called the "Wheeling Loan") for the purpose of financing the cost of (a) the acquisition of certain real property located in Wheeling, Cook County, Illinois and legally described on Exhibit A-1 attached hereto (the "Wheeling Property") and (b) the construction of certain buildings and improvements on the Wheeling Property.

B. The Wheeling Loan is jointly and severally guaranteed by the Guarantors and is secured (i) by a Mortgage and Security Agreement (the "Wheeling Mortgage") dated May 18, 1989 made by the Wheeling Trust in favor of Lender and recorded in the Office of the Recorder of Deeds of Cook County, Illinois on May 19, 1989 as Document No. 89227420, which Wheeling Mortgage covers all of the Wheeling Property, and (ii) by certain other documents as more particularly described in the Wheeling Loan Agreement, all of which are hereinafter called the "Wheeling Loan Documents."

C. Lender, the Streamwood Trust and the Streamwood Beneficiary are simultaneously herewith entering into a Construction Loan Agreement (the "Streamwood Loan Agreement") pursuant to which the Streamwood Trust and the Streamwood Beneficiary have agreed to borrow from Lender an amount not to exceed the sum of \$5,120,000 (which amount, together with all other indebtedness owing pursuant to the Streamwood Loan Documents, as

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TRUSTEES OF THE COOK COUNTY BOARD OF SUPERVISORS

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and the Board of Supervisors of Cook County, Illinois, do hereby certify that the within and foregoing is a true and correct copy of the original as the same appears on the records of the Board of Supervisors of Cook County, Illinois.

Witness my hand and seal of office at Chicago, Illinois, this _____ day of _____, 19____.

County Clerk

and the Board of Supervisors of Cook County, Illinois, do hereby certify that the within and foregoing is a true and correct copy of the original as the same appears on the records of the Board of Supervisors of Cook County, Illinois.

Witness my hand and seal of office at Chicago, Illinois, this _____ day of _____, 19____.

County Clerk

and the Board of Supervisors of Cook County, Illinois, do hereby certify that the within and foregoing is a true and correct copy of the original as the same appears on the records of the Board of Supervisors of Cook County, Illinois.

Witness my hand and seal of office at Chicago, Illinois, this _____ day of _____, 19____.

County Clerk

and the Board of Supervisors of Cook County, Illinois, do hereby certify that the within and foregoing is a true and correct copy of the original as the same appears on the records of the Board of Supervisors of Cook County, Illinois.

Witness my hand and seal of office at Chicago, Illinois, this _____ day of _____, 19____.

County Clerk

and the Board of Supervisors of Cook County, Illinois, do hereby certify that the within and foregoing is a true and correct copy of the original as the same appears on the records of the Board of Supervisors of Cook County, Illinois.

Witness my hand and seal of office at Chicago, Illinois, this _____ day of _____, 19____.

County Clerk

and the Board of Supervisors of Cook County, Illinois, do hereby certify that the within and foregoing is a true and correct copy of the original as the same appears on the records of the Board of Supervisors of Cook County, Illinois.

Witness my hand and seal of office at Chicago, Illinois, this _____ day of _____, 19____.

County Clerk

8345033

Property of Cook County Clerk's Office

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hereinafter defined, is herein called the "Streamwood Loan") for the purpose of financing the cost of (a) the acquisition of certain real property located in Streamwood, Cook County, Illinois and legally described on Exhibit A-2 attached hereto (the "Streamwood Property") and (b) the construction of certain improvements on the Streamwood Property.

D. The Streamwood Loan is jointly and severally guaranteed by the Guarantors and is secured (i) by a Mortgage and Security Agreement (the "Streamwood Mortgage") of even date herewith made by the Streamwood Trust in favor of Lender and recorded in the Office of the Recorder of Deeds of Cook County, Illinois, on 7-26-89, 1989, as Document No. 89342034, which Streamwood Mortgage covers all of the Streamwood Property, and (ii) by certain other documents as more particularly described in the Streamwood Loan Agreement, all of which are hereinafter called the "Streamwood Loan Documents."

E. In order to induce Lender to make the Streamwood Loan, each party hereto has agreed to amend the Wheeling Mortgage, the other Wheeling Loan Documents, the Streamwood Mortgage and the other Streamwood Loan Documents, (i) to cause the Wheeling Loan to be cross-defaulted with the Streamwood Loan, and (ii) to cause the Streamwood Loan to be cross-defaulted with the Wheeling Loan, all on the terms and conditions more particularly provided in this Agreement.

NOW, THEREFORE, in consideration of the foregoing premises, the parties agree as follows:

1. Cross-Defaults.

(a) Any default under the Streamwood Mortgage, the note secured by the Streamwood Mortgage or any of the other Streamwood Loan Documents shall, at Lender's election, be deemed a default under the Wheeling Loan Documents.

(b) Any default under the Wheeling Mortgage, the note secured by the Wheeling Mortgage or any of the other Wheeling Loan Documents shall, at Lender's election, be deemed a default under the Streamwood Loan Documents.

2. Confirmatory Documents.

The Wheeling Trust, the Streamwood Trust, the Wheeling Beneficiary, the Streamwood Beneficiary and the Guarantors shall each execute such confirmatory documents as Lender may reasonably request in order to implement the purpose and intent of this Agreement.

8. Notices.

Any notices required or permitted hereunder or pursuant to the aforementioned Loan Documents may be given in accordance with the notice provisions of such Loan Documents.

4. Exculpation of Trustees.

This instrument is executed by the respective Trustees, not personally, but solely as Trustees of the respective Trusts in the exercise of the power and authority conferred upon and vested in them as such Trustees (and each Trustee hereby warrants that it possesses full power and authority to execute this instrument), and it is expressly understood and agreed that nothing herein shall be construed as creating any liability on said Trustees personally to pay any indebtedness accruing hereunder, or to perform any covenant

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The undersigned, Clerk of Cook County, Illinois, do hereby certify that the within and foregoing is a true and correct copy of the original as the same appears in the records of the County Clerk's Office.

Witness my hand and the seal of said County at Chicago, Illinois, this _____ day of _____, 19____.

Clerk of Cook County, Illinois

and advisory purposes only in order to comply with the provisions of the Illinois Public Access Act, 65 ILCS 170/0.01, and the Illinois Public Access Act, 65 ILCS 170/0.02.

When this document was filed, it was not possible to determine whether or not it was a public document as defined in the Illinois Public Access Act, 65 ILCS 170/0.01, and the Illinois Public Access Act, 65 ILCS 170/0.02.

In order to comply with the provisions of the Illinois Public Access Act, 65 ILCS 170/0.01, and the Illinois Public Access Act, 65 ILCS 170/0.02, this document has been made available to the public in accordance with the provisions of the Illinois Public Access Act, 65 ILCS 170/0.01, and the Illinois Public Access Act, 65 ILCS 170/0.02.

This document was filed in the County Clerk's Office on _____ day of _____, 19____, and is available to the public in accordance with the provisions of the Illinois Public Access Act, 65 ILCS 170/0.01, and the Illinois Public Access Act, 65 ILCS 170/0.02.

and of determining whether or not it was a public document as defined in the Illinois Public Access Act, 65 ILCS 170/0.01, and the Illinois Public Access Act, 65 ILCS 170/0.02.

and of determining whether or not it was a public document as defined in the Illinois Public Access Act, 65 ILCS 170/0.01, and the Illinois Public Access Act, 65 ILCS 170/0.02.

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(either express or implied) herein contained, all such liability, if any, being expressly waived by Lender and by every person now or hereafter claiming any right or security hereunder, and that so far as said Trustees personally are concerned, the holders and the owner or owners of any indebtedness accruing hereunder shall look solely to any one or more of: (a) the respective premises and the rents, issues and profits thereof, for the payment thereof; (b) assets of the applicable Trust held under the Trust Agreement therefor; (c) the guarantees delivered to Lender in connection with the Wheeling Loan and the Streamwood Loan; or (d) enforcement of the liens and security interests created by the Wheeling Loan Documents and the Streamwood Loan Documents, each as amended hereby, and any other security given to secure said respective indebtedness.

IN WITNESS WHEREOF, the parties have executed this Agreement the day and date first above written.

LASALLE NATIONAL BANK, not personally
but solely as Trustee of Trust
No. 113863

By: *Joseph M. Long*
Title: VICE PRESIDENT

Attest: *Thomas J. Allen*
Title: ASSISTANT SECRETARY

LASALLE NATIONAL BANK, not personally
but solely as Trustee of Trust
No. 112939

By: *Joseph M. Long*
Title: VICE PRESIDENT

Attest: *Thomas J. Allen*
Title: ASSISTANT SECRETARY

CCCOM WHEELING LIMITED PARTNERSHIP, an
Illinois limited partnership

By: Car Care Centers of Midamerica,
Inc., an Illinois corporation,
its sole general partner

By: *M. Bruce Russell*
Title: PRESIDENT

Attest: *[Signature]*
Title: SECRETARY

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CCCOM OLD CHURCH PLAZA LIMITED PARTNERSHIP, an Illinois limited partnership

By: Car Care Centers of Midamerica, Inc., an Illinois corporation, its sole general partner

By: M. Barry Russell
Title: President

Attest: [Signature]
Title: SECRETARY

CAR CARE CENTERS OF MIDAMERICA, INC., an Illinois corporation

By: M. Barry Russell
Title: President

Attest: [Signature]
Title: SECRET.

Michael Barry Russell
MICHAEL BARRY RUSSELL

Robert L. Stovall
ROBERT L. STOVALL

Norman G. Stava
NORMAN G. STAVA

Michael M. Molien
MICHAEL M. MOLLEN

[Signature]
STEPHEN L. SCHLADER

IRVING FEDERAL SAVINGS AND LOAN ASSOCIATION, a corporation organized under the laws of the United States of America

By: Frank Schmal
Title: SECRET

Property of Cook County Clerk's Office

COOK COUNTY, ILLINOIS
FILED FOR RECORD

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CHIEF OF POLICE

PROPERTY OF COOK COUNTY CLERK'S OFFICE

PROPERTY OF COOK COUNTY CLERK'S OFFICE

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STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, Kathy Pacana, a Notary Public in and for said County, in the State aforesaid, do hereby certify that JOSEPH W. LANG and Rosemary Collins, who are personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such VICE PRESIDENT and ASSISTANT SECRETARY, respectively, of LASALLE NATIONAL BANK (the "Bank"), appeared before me this day in person and acknowledged that they signed and delivered the said instrument as their own free and voluntary acts and as the free and voluntary act of said Bank, as Trustee of Trust No. 113863, for the uses and purposes therein set forth.

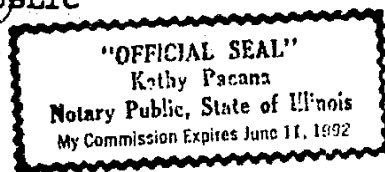
GIVEN under my hand and notarial seal, this 24th day of July, 1989.

July

Kathy Pacana

NOTARY PUBLIC

(SEAL)



STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, Kathy Pacana, a Notary Public in and for said County, in the State aforesaid, do hereby certify that JOSEPH W. LANG and Rosemary Collins, who are personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such VICE PRESIDENT and ASSISTANT SECRETARY, respectively, of LASALLE NATIONAL BANK (the "Bank"), appeared before me this day in person and acknowledged that they signed and delivered the said instrument as their own free and voluntary acts and as the free and voluntary act of said Bank, as Trustee of Trust No. 113939, for the uses and purposes therein set forth.

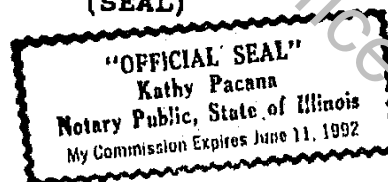
GIVEN under my hand and notarial seal, this 25th day of July, 1989.

July

Kathy Pacana

NOTARY PUBLIC

(SEAL)



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IN SENATE, January 11, 1900.

REPORT OF THE

COMMISSIONERS OF THE

LAND OFFICE

FOR THE YEAR 1899.

ALBANY, N. Y., 1900.

Property of Cook County Clerk's Office

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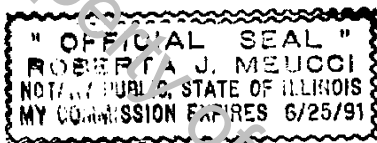
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STATE OF ILLINOIS)
) SS.
COUNTY OF C O O K)

I, ROBERTA J. MEUCCI, a Notary Public in and for said County, in the State aforesaid, do hereby certify that M. BARRY RUSSELL and STEPHEN L. SCHLADER, who are personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such PRESIDENT and SECRETARY, respectively, of CAR CARE CENTERS OF MIDAMERICA, INC., an Illinois corporation (the "Corporation"), being the sole general partner of CCCOM WHEELING LIMITED PARTNERSHIP, an Illinois limited partnership (the "Partnership"), appeared before me this day in person and acknowledged that they signed and delivered the said instrument as their own free and voluntary acts, as the free and voluntary act of the Corporation and as the free and voluntary act of the Partnership.

GIVEN under my hand and notarial seal, this 24TH day of JULY, 1989.



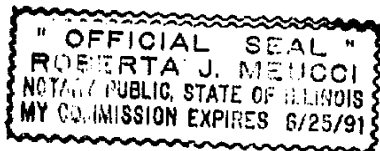
Roberta J. Meucci
NOTARY PUBLIC

(SEAL)

STATE OF ILLINOIS)
) SS.
COUNTY OF C O O K)

I, ROBERTA J. MEUCCI, a Notary Public in and for said County, in the State aforesaid, do hereby certify that M. BARRY RUSSELL and STEPHEN L. SCHLADER, who are personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such PRESIDENT and SECRETARY, respectively, of CAR CARE CENTERS OF MIDAMERICA, INC., an Illinois corporation (the "Corporation"), being the sole general partner of CCCOM OLD CHURCH PLAZA LIMITED PARTNERSHIP, an Illinois limited partnership (the "Partnership"), appeared before me this day in person and acknowledged that they signed and delivered the said instrument as their own free and voluntary acts, as the free and voluntary act of the Corporation and as the free and voluntary act of the Partnership.

GIVEN under my hand and notarial seal, this 24TH day of JULY, 1989.



Roberta J. Meucci
NOTARY PUBLIC

(SEAL)

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IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the Court at Chicago, Illinois, this _____ day of _____, 19____.

Property of Cook County Clerk's Office



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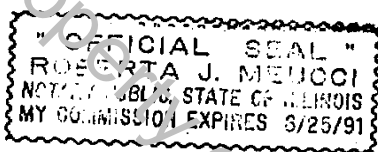
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STATE OF ILLINOIS)
) SS.
COUNTY OF C O O K)

I, ROBERTA J. MEUCCI, a Notary Public in and for said County, in the State aforesaid, do hereby certify that M. BARRY RUSSELL and STEPHEN L. SCHLADEN, who are personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such PRESIDENT and SECRETARY, respectively, of CAR CARE CENTERS OF MIDAMERICA, INC., an Illinois corporation (the "Corporation") appeared before me this day in person and acknowledged that they signed and delivered the said instrument as their own free and voluntary acts and as the free and voluntary act of the Corporation.

GIVEN under my hand and notarial seal, this 24TH day of JULY, 1989.



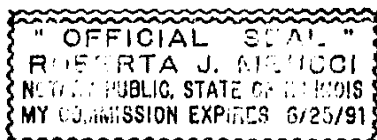
Roberta J. Meucci
NOTARY PUBLIC

(SEAL)

STATE OF ILLINOIS)
) SS.
COUNTY OF C O O K)

I, ROBERTA J. MEUCCI, a Notary Public in and for said County, in the State aforesaid, do hereby certify that MICHAEL BARRY RUSSELL, who is 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 he signed and delivered the said instrument as his own free and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal, this 24TH day of JULY, 1989.



Roberta J. Meucci
NOTARY PUBLIC

(SEAL)

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THE COURT OF COMMON PLEAS IN AND FOR THE COUNTY OF COOK, ILLINOIS
DO HEREBY CERTIFY THAT THE ABOVE IS A TRUE AND CORRECT COPY OF THE
ORIGINAL FILED IN THE OFFICE OF THE CLERK OF SAID COURT, AT CHICAGO,
ILLINOIS, ON THIS _____ DAY OF _____, 19____.

Property of Cook County Clerk's Office

FILED IN THE OFFICE OF THE CLERK OF THE COURT OF COMMON PLEAS IN AND FOR THE COUNTY OF COOK, ILLINOIS, AT CHICAGO, ILLINOIS, ON THIS _____ DAY OF _____, 19____.

CLERK OF COURT
(NAME)

83345038

STATE OF ILLINOIS)
) SS.
COUNTY OF C O O K)

I, ROBERTA J. MEUCCI, a Notary Public in and for said County, in the State aforesaid, do hereby certify that ROBERT L. STOVALL, who is 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 he signed and delivered the said instrument as his own free and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal, this 24TH day of JULY, 1989.

Roberta J. Meucci
NOTARY PUBLIC

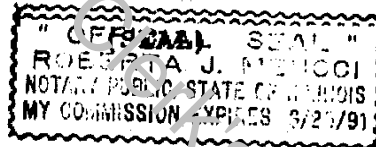


STATE OF ILLINOIS)
) SS.
COUNTY OF C O O K)

I, ROBERTA J. MEUCCI, a Notary Public in and for said County, in the State aforesaid, do hereby certify that NORMAN O. STAVA, who is 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 he signed and delivered the said instrument as his own free and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal, this 24TH day of JULY, 1989.

Roberta J. Meucci
NOTARY PUBLIC

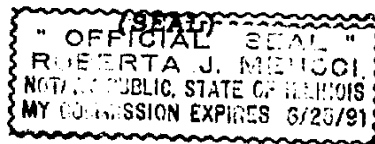


STATE OF ILLINOIS)
) SS.
COUNTY OF C O O K)

I, ROBERTA J. MEUCCI, a Notary Public in and for said County, in the State aforesaid, do hereby certify that MICHAEL M. MULLEN, who is 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 he signed and delivered the said instrument as his own free and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal, this 24TH day of JULY, 1989.

Roberta J. Meucci
NOTARY PUBLIC



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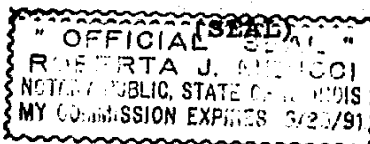
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STATE OF ILLINOIS)
) SS.
COUNTY OF C O O K)

I, ROBERTA J. MEVCCI, a Notary Public in and for said County, in the State aforesaid, do hereby certify that STEPHEN L. SCHLADER, who is 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 he signed and delivered the said instrument as his own free and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal, this 24TH day of JULY, 1989.


NOTARY PUBLIC



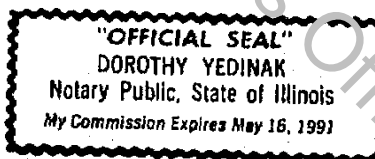
STATE OF ILLINOIS)
) SS.
COUNTY OF C O O K)

I, DOROTHY YEDINAK, a Notary Public in and for said County, in the State aforesaid, do hereby certify that FRAUK SCHWAB and ~~_____~~ who are personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such Sp. Vice President and _____ respectively, of IRVING FEDERAL SAVINGS AND LOAN ASSOCIATION (the "Bank"), appeared before me this day in person and acknowledged that they signed and delivered the said instrument as their own free and voluntary acts and as the free and voluntary act of the Bank.

GIVEN under my hand and notarial seal, this 21st day of JULY, 1989.


NOTARY PUBLIC

(SEAL)



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JAMES J. JARDINE
JAMES J. JARDINE
JAMES J. JARDINE
JAMES J. JARDINE

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EXHIBIT A-1

LEGAL DESCRIPTION OF THE
WHEELING PROPERTY

LOT 1 IN MCHENRY ROAD RESUBDIVISION, BEING A RESUBDIVISION IN THE
SOUTH EAST 1/4 OF SECTION 3, TOWNSHIP 42 NORTH, RANGE 11 EAST OF
THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PIN 03-03-400-064

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2011-01-01

STATE OF ILLINOIS
COUNTY OF COOK

IN SENATE
JANUARY 11, 2011

Property of Cook County Clerk's Office

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EXHIBIT A-2

LEGAL DESCRIPTION OF THE STREAMWOOD PROPERTY

PARCEL 1:

LOT 2 IN T.H.P. COMMERCIAL PARK, BEING A SUBDIVISION OF PART OF THE SOUTH EAST 1/4 OF SECTION 13, TOWNSHIP 41 NORTH, RANGE 9 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO PLAT RECORDED DECEMBER 9, 1988 AS DOCUMENT 88569492, IN COOK COUNTY, ILLINOIS

PARCEL 2:

A PERPETUAL, NON-EXCLUSIVE EASEMENT IN FAVOR OF PARCEL 1 FOR PEDESTRIAN AND VEHICULAR (EXCEPT FOR VEHICLES IN EXCESS OF ONE TON IN GROSS WEIGHT) INGRESS AND EGRESS OVER AND ACROSS THE VEHICULAR AISLES, DRIVEWAYS, EXITS AND ENTRANCES TO BE CONSTRUCTED ON LOT 1 IN T. H. P. COMMERCIAL PARK SUBDIVISION AFORESAID, AS CREATED BY GRANT OF EASEMENT DATED JULY 24, 1989 AND RECORDED JULY 25, 1989 AS DOCUMENT 89340317.

Address: NW Corner of Barrington Road
And Old Church Road
Streamwood IL

PIN:

06-13-403-003-0000

06-13-403-007-0000

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Property of Cook County Clerk's Office

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