

This document prepared by and
~~after recording return to:~~
Edmund S. Pittman, Esquire
McGuire, Woods, Battle & Boothe, LLP
One James Center
901 East Cary Street
Richmond, Virginia 23219

SPECIAL WARRANTY DEED

THIS DEED is made as of this 28th day of May, 1998, between
CIRCUIT INVESTORS-CARMAX LIMITED PARTNERSHIP, a Texas limited
partnership, having an address at 8411 Preston Road, 8th Floor,
Dallas, Texas 75225 ("Grantor") and GORDON FOOD SERVICE, INC., a
Michigan corporation, having an address at 333 50th Street, S.W.,
P.O. Box 1787, Grand Rapids, Michigan 49501-1787 ("Grantee").

WITNESSETH

Grantor, for and in consideration of Ten Dollars (\$10.00)
and other good and valuable consideration, the receipt and
sufficiency of which are hereby acknowledged, does hereby grant,
transfer and convey, with Special Warranty of Title, unto
Grantee, its successors and assigns, all that certain lot, piece
or parcel of land lying and being in the Village of Countryside,
County of Cook, State of Illinois and more particularly described
on Exhibit A attached hereto and incorporated herein by this
reference (the "Property"), 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 equity, of, in and to the Property.

The Property is conveyed to Grantee subject to (i) real
estate taxes and assessments not yet due and payable, (ii)
easements, conditions and restrictions of record to the extent
the same are applicable to the Property and (iii) such matters as
would be disclosed by a true and accurate survey of the Property.

Furthermore, for so long as Grantor or Circuit City Stores,
Inc., a Virginia corporation ("Circuit City"), or its or their
successors or assigns own and operate the property described on
Exhibit B attached hereto and incorporated herein by this
reference (the "Circuit City Property"), or any portion thereof,
Grantee and its successors and assigns shall not use or permit
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

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IN WITNESS WHEREOF, Grantor has executed this Deed as of the date first above written.

CIRCUIT INVESTORS-CARMAX LIMITED PARTNERSHIP, a Texas limited partnership

By: Circuit General Partner #4, Inc., a Texas corporation General Partner

By: [Signature]

Name: Bill J. Baslog
President

Title: _____

[CORPORATE SEAL]

By: [Signature]

Name: Joe C. Longbotham
Vice-President

Title: _____



\$50
REAL ESTATE
TRANSFER TAX
0298

MAIL TO: JAMES B. DOEZEMA
TOLLEY, VANDENBOSCH, WALTON
KOROLEWICZ & BRENGLE P.C.
5650 FOREMOST DRIVE S.E.
GRAND RAPIDS, MI.

49546-7081

TAX BILL TO: GORDON FOOD SERVICE
P.O. BOX 1787
GRAND RAPIDS, MI.

49501-1787

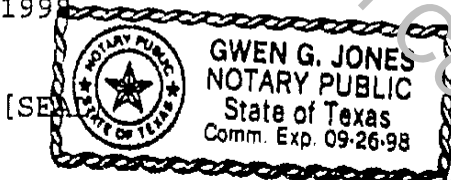
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STATE OF Texas
COUNTY OF Dallas

I, the undersigned, a Notary Public, do hereby certify that Bil G. Blum, known to me to be the President of CIRCUIT GENERAL PARTNER #4, INC, a Texas corporation, and Col C. Longbottom known to me to be the V. President secretary of said corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such officers they signed and delivered the said instrument pursuant to authority given by said corporation, as their free and voluntary act, and as the free and voluntary act and deed of said corporation, in its capacity as General Partner of Circuit Investors-Carmax Limited Partnership, a Texas limited partnership, for the uses and purposes therein set forth.

Given under my hand and official seal, this 28 day of May, 1998



Gwen G. Jones
Notary Public

My Commission Expires: 09-28-98

Dallas County Clerk's Office

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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 486.49 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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EXHIBIT BCIRCUIT 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 NORTHLINE OF SAID LOT 10; THENCE SOUTH 89 51' 00" EAST ON SAID PARALLEL LINE, 128.00 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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