Cook County Recorder

31.00

This document prepared by andafter 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 Joh 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 transfer and convey, with Special Warranty of Title, unto Grantee, its successors and assigns, all that certain lot, piece Grantee, its successors and being in the Village of Countryside, or parcel of land lying and being in the Village of Countryside, or parcel of land lying and being in the Village of Countryside, on Exhibit A attached hereto and incorporated herein by this 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 hereditaments and appurtenances thereunto belonging, or in anywise appertaining, and the reversion and reversions, remainder anywise appertaining, issues and profits thereof, and all the estate, right, title, interest, claim or demand whatsoever, of 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, reference and its successors and assigns shall not use or permit Grantee and its successors and assigns shall not use or permit the use of the Property or any portion thereof for the display, the use of the Property or any form of consumer electronics, sale, service or warehousing of any form of consumer electronic large or small household appliances, or business electronic equipment, including, but not limited to, audio or video equipment, computer hardware or software, entertainment media hardware, computer hardware or software, cassette tapes and (including, without limitation, compact discs, cassette tapes and

BOX 303-CTI

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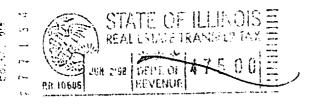
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similar media), electronic software, cellular telephones, telefax machines or copiers. In addition, for so long as Grantor or Circuit City, or their successors or assigns, own and/or operate the Circuit City Property or any portion thereof, or for so long as Purchaser, or its successors or assigns, own and/or operate the Property, Grantee and Grantor and their respective successors and assigns shall not use or permit the use of the Circuit City Property or the Property or any portions thereof for: (A) a bowling alley; (B) a billiard or bingo parlor; (C) a flea market; (D) a massage parlor; (E) a funeral home; (F) a facility for the sale of paraphernalia for use with illicit drugs; (G) a facility for the sale or display of pornographic material (as determined by community standards for the area in which the Circuit City Property and the Property are located); (H) an off-track betting parlor; I) a carnival, amusement park, or circus; (J) a gas station, car wash or auto repair or body shop; (K) a facility for the sale of new or used motor vehicles, trailers or mobile homes; (L) a skating rink; (M) an arcade, pinball or computer gaming facility or any other facility operated solely for entertainment purposes, such as a "laser tag" or "virtual reality" theme operation; (N) a banquet hall, auditorium or other place of public assembly; (0) a training or educational facility (including, without limitation, a beauty school, barber college, reading room, school or other facility catering primarily to students or trainees rather than customers); (P) a theater of any kind; or (Q) a gymnasium, sport or health club or spa. Finally, so long as Grantee, or its successors or assigns, owns and/or operates the Property, the Circuit City Property shall not be used for the sale of unprepared food items, food related warehouse type club pack items or restaurant supplies.

Permanent Real Estate Index Number: (A portion of 18-16-400-018-0000 and a portion of 18-16-400-021-0005

Street Address of Property: 9950 Joliet Road.

[SIGNATURE PAGES ATTACHED HERETO]





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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

Ву://

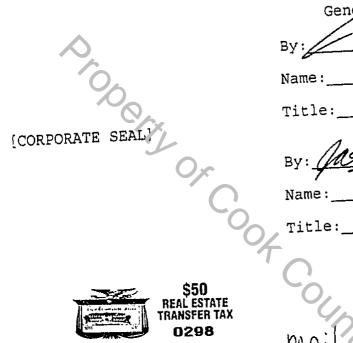
Name: Gil J. Besing

Title:_____

By: Jutter 1

Name: Jee C. Longbotham
Vice-President

Title:____



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

49546-7081

TAX BILL TO: GORDON FOOD SERVICE
P.O. BOX 1787
GRAND RAPINS, MI.
49501-1787

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STATE OF COUNTY OF WALLOW the undersigned, a Notary Public, do hereby certify that M. G. BLAND , known to me to be the Privident of CIRCUIT GENERAL PARTNER #4, INC, a Texas corporation, and C. Nongothum known to me to be the V. Privident 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 $\frac{28}{}$ day of May, THE STATE OF THE S GWEN G. JONES NOTARY PUBLIC [SEA State of Texas Comm. Exp. 09-26-98 No. -48 Contraction of the contr PARTICIPATION OF THE PARTICIPA My Commission Expires:

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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 FEIT 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, 251.24 FEET TO THE POINT OF BEGINNING. 3 8. .5)\$.24

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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 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 JOCIFT 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 L'NE 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 L'INE 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 SIGINNING; THENCE CONTINUING SOUTH 89 51' 00" EAST ALONG SAID LAS' DESCRIBED LINE, 116.55 FEET TO A POINT IN A LINE THAT IS 912.00 FFET 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 CF 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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