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Lexington County ROD Debra H. Gunter
DEED Bk:Pg 8070:105

Prepared by:
ConocoPhillips Company

Upon Recordation Return to:
Bellios Properties, LLC
4177 E. Buchanan Drive
Columbia, South Carolina 29206

LIMITED WARRANTY DEED

Site No. 2708113

STATE OF SOUTH CAROLINA)
COUNTY OF LEXINGTON)

TITLE TO REAL ESTATE
LIMITED WARRANTY DEED

GRANTEE'S ADDRESS: 4177 E. Buchanan Drive
Columbia, South Carolina 29206

KNOW ALL MEN BY THESE PRESENTS, that **CIRCLE K STORES INC., a Texas corporation** ("Grantor"), for and in consideration of the sum of Ten Dollars (\$10.00) and other valuable considerations, to it in hand paid at and before the sealing of these presents, by **BELLIOS PROPERTIES, LLC**, a South Carolina limited liability company ("Grantee"), the receipt and sufficiency of which whereof is hereby acknowledged, hereby grants, bargains, sells and releases unto the said Grantee, its successors and assigns all that certain piece, parcel or tract of land located in the County of Lexington, State of South Carolina, as more particularly described on Exhibit "A" attached hereto and by this reference made a part hereof, together with the tenements, hereditaments and appurtenances to the said premises belonging, or in anywise incident or appertaining.

The above described property is being conveyed subject to the matters set forth on Exhibit "B" attached hereto and by this reference made a part hereof.

TO HAVE AND TO HOLD, all and singular the premises above mentioned unto the Grantee, its successors and assigns forever.

And the Grantor does hereby bind itself and its successors to warrant and forever defend all and singular the premises unto the Grantee, its successors and assigns, against it and its successors and assigns.

IN WITNESS WHEREOF, Grantor has caused these presents to be executed in its name by Kathryn A. Krecke, its Vice President, and its corporate seal to be hereto affixed this 15th day of April, in the year of our Lord two thousand and three.

Signed, Sealed and Delivered)
in the Presence of)

CIRCLE K STORES INC.
a Texas corporation

STATE OF ARIZONA)
COUNTY OF MARICOPA)

ACKNOWLEDGMENT

I, Toni Jones, a Notary Public for Arizona, do hereby certify that Circle K Stores, Inc., a Texas corporation, by Kathryn A. Krecke, its Vice President, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and seal this 1st day of April, 2003.

Toni Jones (SEAL)
Notary Public for Arizona
My commission expires:



EXHIBIT B

(Use Restrictions)

Grantee acknowledges that for a period of fifteen (15) years after the recording of this instrument, neither Grantee, its successors, assigns, legal representatives, lessees, or sublessees shall use the Real Property for or allow the Real Property to be used for:

- (a) The sale of any food or food products, dairy products, soft drinks, beer, wine or other alcoholic beverages, except as may be sold through vending machines or as may be sold by a sit-down or take-out restaurant operating at the Real Property.
- (b) The sale of cigarettes and other tobacco products; or
- (c) The storage or sale of motor vehicle fuels.

In the event these restrictions are violated, Grantor, its successors or assigns shall have the right to pursue any remedy available in law or equity against Grantee or its successors or assigns, specifically including, the right to enjoin the offending use of the Real Property. These restrictions shall run with the land.

EXHIBIT A

All that certain piece, parcel or tract of land, together with the improvements thereon, situate, lying and being on the southern side of St. Andrews Road as shown and delineated by Plat prepared for The Southland Corporation, by Belter & Associates, Inc., dated December 14, 1979. Said property having the following boundaries and measurements to wit:

Beginning at an iron at the intersection of the Southern right-of-way of St. Andrews' Road and the Western right-of-way of Woodland Hills Road, said iron being the point of beginning; thence running along the Western right-of-way of Woodland Hills Road South $02^{\circ}51'$ East a distance of 155.20 feet to an iron pin; thence running North $84^{\circ}27'$ West a distance of 203.0 feet to an iron pin; thence running North $03^{\circ}20'$ West a distance of 187.90 feet to an iron pin on the Southern right-of-way of St. Andrews Road South $85^{\circ}23'$ East a distance of 75.45 feet to an iron pin; thence continuing along the Southern right-of-way of St. Andrews Road South $70^{\circ}25'$ East a distance of 137.85 feet to an iron pin and the point of beginning.

This being the same property conveyed to Circle K Properties, Inc., now known as by merger Circle K Stores, Inc., by Deed of Circle K General, Inc., dated July 26, 1993, and recorded September 13, 1993, in Record Book 2695 at Page 9.

TMS: 003697-02-009

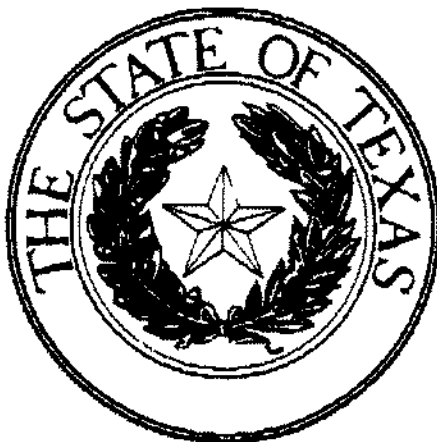
Exhibit



The State of Texas

SECRETARY OF STATE

I, ELTON BOMER, Secretary of State of Texas, DO HEREBY CERTIFY that Articles of Merger of CIRCLE K STORES INC, a TEXAS corporation, and CIRCLE K PROPERTIES, INC., a DELAWARE corporation, were filed in this office on OCTOBER 6, 1997, for which a certificate of merger was issued; and that according to the terms of the merger the surviving corporation is CIRCLE K STORES INC, a TEXAS corporation.



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on February 1, 1999.

Elton Bommer
Secretary of State

BAM

STATE OF SOUTH CAROLINA
COUNTY OF RICHLAND

AFFIDAVIT

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PERSONALLY appeared before me the undersigned, who being duly sworn, deposes and says:

1. I have read the information on this affidavit and I understand such information.
2. The property being transferred is known as all those certain pieces, parcels or tracts of land situate, lying and being in the Lexington County, South Carolina _____, was transferred by Circle K. Stores Inc. to Bellios Properties, LLC on April 2, 2003.
3. Check one of the following: The deed is
 - (a) X subject to the deed recording fee as a transfer for consideration paid or to be paid in money or money's worth.
 - (b) _____ subject to the deed recording fee as a transfer between a corporation, a partnership, or other entity and a stockholder, partner, or owner of the entity, or is a transfer to a trust or as a distribution to a trust beneficiary.
 - (c) _____ exempt from the deed recording fee because (See information section of affidavit):
(If exempt, please skip items 4 - 7, and go to item 8 of this affidavit.)
4. Check one of the following if either item 3(a) or item 3(b) above has been checked (See information section of this affidavit):
 - (a) X The fee is computed on the consideration paid or to be paid in money or money's worth in the amount of \$640,000.
 - (b) _____ The fee is computed on the fair market value of the realty which is _____.
 - (c) _____ The fee is computed on the fair market value of the realty as established for property tax purposes which is _____.
5. Check Yes _____ or No X to the following: A lien or encumbrance on the land, tenement, or realty before the transfer and remained on the land, tenement, or realty after the transfer. If "Yes," the amount of the outstanding balance of this lien or encumbrance is: _____.
6. The deed recording fee is computed as follows:
 - (a) Place the amount listed in item 4 above here: 640,000
 - (b) Place the amount listed in item 5 above here: 0.00
(If no amount is listed, place zero here.)
 - (c) Subtract Line 6(b) from Line 6(a) and place result here: 640,000
7. The deed recording fee due is based on the amount listed on Line 6(c) above and the deed recording fee due is: \$2,368.00
8. As required by Code Section 12-24-70, I state that I am a responsible person who was connected with the transaction as: Purchaser.
9. I understand that a person required to furnish this affidavit who willfully furnishes a false or fraudulent affidavit is guilty of a misdemeanor and, upon conviction, must be fined not more than one thousand dollars or imprisoned not more than one year, or both.

BELLIOS PROPERTIES, LLC

By: Katrina B. Bellios

Name: Katina B. Bellios

Title: Sole Member

SWORN to before me this 2ndday of April, 2003Judy Anne Shalby
Notary Public for South Carolina
My Commission Expires: 02-10-08

INFORMATION

Except as provided in this paragraph, the term "value" means "the consideration paid or to be paid in money or money's worth for the realty." Consideration paid or to be paid in money's worth includes, but is not limited to, other realty, personal property, stocks, bonds, partnership interest and other intangible property, the forgiveness or cancellation of a debt, the assumption of a debt, and the surrendering of any right. The fair market value of the consideration must be used in calculating the consideration paid in money's worth. Taxpayers may elect to use the fair market value of the realty being transferred in determining fair market value of the consideration. In the case of realty transferred between a corporation, a partnership, or other entity and a stockholder, partner, or owner of the entity, and in the case of realty transferred to a trust or as a distribution to a trust beneficiary, "value" means the realty's fair market value. A deduction from value is allowed for the amount of any lien or encumbrance existing on the land, tenement, or realty before the transfer and remaining on the land, tenement, or realty after the transfer. Taxpayers may elect to use the fair market value for property tax purposes in determining fair market value under the provisions of the law.

Exempted from the fee are deeds:

- (1) transferring realty in which the value of the realty, as defined in Code Section 12-24-30, is equal to or less than one hundred dollars;
- (2) transferring realty to the federal government or to a state, its agencies and departments, and its political subdivisions, including school districts;
- (3) that are otherwise exempted under the laws and Constitution of this State or of the United States;
- (4) transferring realty in which no gain or loss is recognized by reason of Section 1041 of the Internal Revenue Code as defined in Section 12-6-40(A);
- (5) transferring realty in order to partition realty as long as no consideration is paid for the transfer other than the interests in the realty that are being exchanged in order to partition the realty;
- (6) transferring an individual grave space at a cemetery owned by a cemetery company licensed under Chapter 55 of Title 39;
- (7) that constitute a contract for the sale of timber to be cut;
- (8) transferring realty to a corporation, a partnership, or a trust in order to become, or as, a stockholder, partner, or trust beneficiary of the entity provided no consideration is paid for the transfer other than stock in the corporation, interest in the partnership, beneficiary interest in the trust, or the increase in value in such stock or interest held by the grantor. However, except for transfers from one family trust to another family trust without consideration, the transfer of realty from a corporation, a partnership, or a trust to a stockholder, partner, or trust beneficiary of the entity is subject to the fee even if the realty is transferred to another corporation, a partnership, or trust;
- (9) transferring realty from a family partnership to a partner or from a family trust to a beneficiary, provided no consideration is paid for the transfer other than a reduction in the grantee's interest in the partnership or trust. A "family partnership" is a partnership whose partners are all members of the same family. A "family trust" is a trust, in which the beneficiaries are all members of the same family. "Family" means the grantor, the grantor's spouse, parents, grandparents, sisters, brothers, children, stepchildren, grandchildren, and the spouses and lineal descendants of any of them, and the grantor's and grantor's spouse's heirs under a statute of descent and distribution. A "family partnership" or "family trust" also includes charitable entities, other family partnerships and family trusts of the grantor, and charitable remainder and charitable lead trusts, if all the beneficiaries are charitable entities or members of the grantor's family. A "charitable entity" means an entity which may receive deductible contributions under Section 170 of the Internal Revenue Code as defined in Section 12-6-40(A);
- (10) transferring realty in a statutory merger or consolidation from a constituent corporation to the continuing or new corporation;
- (11) transferring realty in a merger or consolidation from a constituent partnership to the continuing or new partnership; and,
- (12) that constitute a corrective deed or a quitclaim used to confirm title vested in the grantee, provided that no consideration of any kind is paid or is to be paid under the corrective or quitclaim deed.
- (13) transferring realty subject to a mortgage to the mortgagee whether by a deed in lieu of foreclosure executed by the mortgagee or deed pursuant to foreclosure proceedings.