This instrument was prepared by:

Bradley J. Taylor, Esq.
McCullough Sherrill, LLP
1409 Peachtree Street, N.E.
Atlanta, Georgia 30309

SEND TAX NOTICE TO:

JDN Realty Corporation
359 East Paces Ferry Road
Suite 400
Atlanta, Georgia 30305

MAP NUMBER:
102

PARCEL NUMBER:
14, 16

QUITCLAIM DEED OF DISSOLUTION
(Marketplace/Charlotte Pike - Nashville, Tennessee)

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00) cash in hand paid by the hereafter named Grantee, and for other good and valuable consideration, the receipt and sufficiency of which consideration are hereby acknowledged, **JDN REALTY INVESTMENT, L.P.**, a Georgia limited partnership, (hereinafter referred to as the "Grantor"), has bargained and sold, and by these presents does remise, quitclaim and convey unto **JDN REALTY CORPORATION**, a Maryland corporation (hereinafter referred to as the "Grantee"), in fee simple, a certain tract or parcel of land situated in Davidson County, Tennessee, which tract or parcel of land (hereinafter referred to as the "Property") is more particularly described on **Exhibit "A"** which is attached hereto and made a part hereof by this reference.

STATE OF GEORGIA
COUNTY OF FULTON

I, or we, hereby swear or affirm that to the best of Affiant's knowledge, information and belief, the actual consideration for this transfer is $0.00.

Subscribed and sworn before me this
the 25 day of June, 1999.

Notary Public

My Commission Expires:_____

Notary Public, Gwinnett County, Georgia
My Commission Expires April 6, 2002

[NOTARY SEAL]

"AFFIANT"

JDN REALTY INVESTMENT, L.P., a Georgia limited partnership

By: JDN REALTY CORPORATION, a Maryland corporation, its General Partner

By: _____
Title: WILLIAM J KERLEY
CHIEF FINANCIAL OFFICER

Attest: _____
Title: ELANI L JONES
VICE PRESIDENT - ASST SECRETARY
DIRECTOR OF PROPERTY MANAGEMENT

[CORPORATE SEAL]

This Deed of Dissolution is given solely for the purpose of perfecting title in the real estate to evidence the conveyance of the Property to the Grantee as part of the dissolution of the Grantor, and the resultant conveyance of assets (including the Property) from the Grantor to its sole partner, the Grantee, which dissolution of Grantor is evidenced by the Certificate of Cancellation of Certificate of Limited Partnership to be filed on or before June 28, 1999, with the State of Georgia Secretary of State, a copy of which is attached hereto as **Exhibit "B"** and incorporated herein by this reference.

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed for it and in its name by its duly authorized officers and its seal to be hereunto affixed, as of the 28th day of June, 1999.

"GRANTOR":

JDN REALTY INVESTMENT, L.P., a Georgia limited partnership

By: JDN REALTY CORPORATION, a Maryland corporation, its General Partner

By: _____
WILLIAM J. KERLEY

Title: CHIEF FINANCIAL OFFICER

Attest: _____

Title: LEILANI L. JONES
VICE PRESIDENT, ASST SECRETARY
DIRECTOR OF PROPERTY MANAGEMENT

[CORPORATE SEAL]

JDN REALTY CORPORATION
CORPORATE SEAL
MARYLAND

497578.1/31.399

STATE OF GEORGIA

COUNTY OF FULTON

Personally appeared, before me, a Notary Public at large for the State aforesaid, William J Kerley and Leilani L. Jones of JDN REALTY CORPORATION, a Maryland corporation, the General Partner of JDN REALTY INVESTMENT, L.P., a Georgia limited partnership, with whom I am personally acquainted, and who acknowledged that they executed the within instrument for the purposes therein contained and who further acknowledged that they are CFO and VP/Ass't Sec'y, respectively, of JDN REALTY CORPORATION, a Maryland corporation, the General Partner of JDN REALTY INVESTMENT, L.P., a Georgia limited partnership, and are authorized to execute this instrument on behalf of said corporation and limited partnership.

Witness my hand and official seal this 25 day of Jan es, 1999.

Notary Public
Notary Public, Gwinnett County, Georgia
My Commission Expires April 6, 2003

My Commission Expires:

[NOTARY SEAL]

NAME AND ADDRESS OF PROPERTY OWNER:

JDN Realty Corporation
359 East Paces Ferry Road, Suite 400
Atlanta, Georgia 30305

NAME AND ADDRESS OF PERSON OR ENTITY RESPONSIBLE FOR PAYMENT OF REAL ESTATE TAXES:

JDN Realty Corporation
359 East Paces Ferry Road, Suite 400
Atlanta, Georgia 30305

0604695
IDENTIF. + REFERENCE
99 JUN 28 PM 12:41
BILL GARNETT REGISTER
DAVIDSON COUNTY, TN.
06/28 0101 03CHECK 30.00

497578.1/31.399

EXHIBIT "A"

Legal Description

All that tract or parcel of land being that certain tract or parcel of land located in Davidson County, State of Tennessee, and being more particularly described as follows according to a Subdivision Plat for JDN Development Company, Inc., Wal-Mart Stores, Inc. and Chicago Title Insurance Company, by Trenton D. Turk, Registered Land Surveyor Tennessee No. 1735 of GeoSurvey, Ltd., dated May 2, 1997, last revised August 18, 1998, and being more particularly described as follows:

BEGINNING at a point located at the intersection of the northerly right-of-way line of River Road (as presently located) and the northwesterly right-of-way line of Charlotte Pike/U.S. 70 (as presently located) and running thence along said northerly right of way of River Road along the arc of a curve to the right, said arc having a radius of 2323.54 feet and an arc length of 146.73 feet and being subtended by a chord bearing South 87°38'44" West a chord distance of 146.71 feet to a point;

Thence continuing along said northerly right of way line of River Road South 85°50'11" West a distance of 119.96 feet to a point;

Thence leaving said northerly right of way line of River Road run North 14°27'31" East a distance of 546.33 feet to a point;

Thence North 74°09'18" West a distance of 496.05 feet to an open top pipe set;

Thence North 04°40'48" East a distance of 1012.07 feet to a point;

Thence South 85°15'56" East a distance of 223.71 feet to a point;

Thence South 04°44'04" West a distance of 252.01 feet to a point;

Thence South 85°16'12" East a distance of 215.00 feet to a point;

Thence run along the arc of a curve to the right, said arc having a radius of 90.00 feet and an arc length of 141.38 feet and being subtended by a chord bearing South 40°16'04" East a chord distance of 127.28 feet to a point;

Thence South 04°44'04" West a distance of 7.38 feet to a point;

Thence South 85°16'47" East a distance of 75.00 feet to a point;

Thence South 85°16'47" East a distance of 116.05 feet to a point;

Thence South 04°44'04" West a distance of 48.09 feet to a point;

Thence South 85°15'56" East a distance of 474.55 feet to a point;

Thence run along the arc of a curve to the right, said arc having a radius of 1549.00 feet and an arc length of 347.73 feet and being subtended by a chord bearing South 12°27'59" West a distance of 347.00 feet to a point;

Thence South 18°53'50" West a distance of 141.22 feet to a point;

Thence South 67°45'36" East a distance of 81.37 feet to a point;

Thence South 74°35'15" East a distance of 51.38 feet to a point;

Thence South 28°04'19" East a distance of 69.83 feet to a point;

Thence North 89°46'06" West a distance of 103.85 feet to a point;

Thence South 21°00'21" West a distance of 101.29 feet to a point;

Thence South 56°39'42" West a distance of 120.45 feet to a point;

Thence South 65°56'56" West a distance of 71.40 feet to a point;

Thence South 48°00'00" West a distance of 135.84 feet to a point;

Thence South 31°06'52" West a distance of 154.52 feet to a point;

Thence South 28°41'27" East a distance of 84.01 feet to a point located on the northerly right of way line of Charlotte Pike/U.S. 70;

Thence along the arc of a curve to the right, said arc having a radius of 1502.41 feet and an arc length of 30.40 feet and being subtended by a chord bearing South 61°06'39" West a chord distance of 30.40 feet to a point;

Thence South 89°12'20" West a distance of 75.51 feet to a point;

Thence South 65°00'00" West a distance of 115.00 feet to a point;

Thence South 26°29'42" West a distance of 38.71 feet to a point and the POINT OF BEGINNING.

Said tract or parcel of land containing 26.839 acres and being identified as the Wal-Mart Tract and Shops Tract according to aforesaid plat of survey.

453462.1/5086.56

Property Legal Description
Out-parcels
Davidson County, Tennessee

All that tract or parcel of land lying and being in the 35th Councilmanic District of Davidson County, Tennessee, and being more particularly described as follows:

Commencing from a 1" open top pipe set at the intersection of the northern right-of-way of Charlotte Pike (U. S. Highway 70, having a variable right-of-way), and the northern right-of-way of River Road (having a 40 foot right-of-way); thence following said right-of-way of Charlotte Pike North 26 degrees 29 minutes 42 seconds East, 38.71 feet to a point; thence North 65 degrees 00 minutes 00 seconds East, 115.00 feet to a point; thence North 89 degrees 12 minutes 20 seconds East, 75.51 feet to a point; thence along a curve to the right, an arc distance of 30.40 feet, said curve having a radius of 1502.41 feet and being subtended by a chord of 30.40 feet, at North 61 degrees 06 minutes 39 seconds East, to a point; said point being the TRUE POINT OF BEGINNING; thence leaving said right-of-way North 28 degrees 41 minutes 27 seconds West, 84.01 feet to a point; thence North 31 degrees 06 minutes 52 seconds East, 154.52 feet to a point; thence North 48 degrees 00 minutes 00 seconds East, 135.84 feet to a point; thence North 65 degrees 56 minutes 56 seconds East, 71.40 feet to a point; thence North 56 degrees 39 minutes 42 seconds East, 120.45 feet to a point; thence North 21 degrees 00 minutes 21 seconds East, 101.29 feet to a point; thence South 89 degrees 46 minutes 06 seconds East, 103.85 feet to a point; thence North 77 degrees 48 minutes 19 seconds East, 275.92 feet to a point; thence South 04 degrees 24 minutes 42 seconds East, 315.58 feet to a point; said point being on the northern right-of-way of Charlotte Pike; thence following said right-of-way South 74 degrees 19 minutes 41 seconds West, 213.79 feet to a point; thence South 74 degrees 19 minutes 41 seconds West, 97.26 feet to a point; thence South 80 degrees 52 minutes 35 seconds West, 131.47 feet to a point; thence along a curve to the left, an arc distance of 41.42 feet, said curve having a radius of 1502.41 feet and being subtended by a chord of 41.42 feet, at South 73 degrees 42 minutes 55 seconds West, to a point; thence along a curve to the left, an arc distance of 294.61 feet, said curve having a radius of 1502.41 feet and being subtended by a chord of 294.14 feet, at South 67 degrees 18 minutes 29 seconds West, to a point; said point being the TRUE POINT OF BEGINNING.

Said tract of land contains 4.843 Acres and is more accurately depicted on Subdivision plat prepared for JDN Development Company, Inc., Wal-Mart Stores, Inc., Chicago Title Insurance Company said survey prepared by GeoSurvey, Ltd., certified by Trenton D. Turk, PLS 1735, dated May 2, 1997.

TOGETHER WITH ALL RIGHT AND INTEREST in that certain Supplementary Declaration of Restrictive Covenants and Easements, dated November 23, 1998, by JDN Realty Corporation, a Maryland corporation, recorded at Book 11249, Page 898, Register's Office of Davidson County, Tennessee, as amended by First Amendment to Supplementary Declaration of Restrictive Covenants and Easements, dated December 17, 1998, recorded at Book 11258, Page 554, Register's Office of Davidson County, Tennessee.

Being the same property conveyed by JDN Realty LP, Inc. to JDN Realty Investment, L.P. by Quitclaim Deed of record at Book 11266, Page 445, Register's Office for Davidson County, Tennessee.

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR
PRINTING IN THIS DOCUMENT
UNSATISFACTORY WHEN RECEIVED

EXHIBIT "B"

CERTIFICATE OF CANCELLATION

OF

CERTIFICATE OF LIMITED PARTNERSHIP

To the Secretary of State
State of Georgia

BOOK 11545 PAGE 383

The undersigned, pursuant to Section 14-9-203, on behalf of the limited partnership named below, hereby certifies that:

1. The exact name of the limited partnership is **JDN REALTY INVESTMENT, L.P.**

2. The original Certificate of Limited Partnership was filed on April 17, 1998.

3. This Certificate of Cancellation is being filed because the limited partnership has been dissolved and all of the debts, liabilities and obligations of the limited partnership have been paid and discharged.

4. The effective date of cancellation shall be upon the filing of this Certificate of Cancellation by the Secretary of State.

5. The undersigned is the sole general partner in the limited partnership.

Signed on the 28th day of June, 1999.

JDN REALTY CORPORATION

By: _____

Name: WILLIAM J KERLEY

Title: CHIEF FINANCIAL OFFICER