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/PARCEL NUMBER:

19-14

QUITCLAIM DEED OF DISSOLUTION
(Northcreek Commons - Goodlettsville, 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: DANIEL 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: _____
LEILANI L. JONES

Title: VICE PRESIDENT, ASST SECRETARY
DIRECTOR OF PROPERTY MANAGEMENT

[CORPORATE SEAL]

JDN REALTY CORPORATION
CORPORATE SEAL
MARYLAND

497562.1/31.399

STATE OF GEORGIA

COUNTY OF FULTON

Personally appeared, before me, a Notary Public at large for the State aforesaid, William J. Kerley and Leilani 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 V.P./Asst 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 June, 1999.

Kathy Heppner
Notary Public

My Commission Expires:

Notary Public, Gwinnett County, Georgia
My Commission Expires April 24, 2000

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

EXHIBIT "A"
Legal Description

Lot 1A

A tract of land in the Second Civil District of Metropolitan Nashville, Davidson County, Tennessee, being Lot 1A as shown on a plan prepared by Ragan-Smith-Associates, Inc. dated June 14, 1995, and recorded in Plat Book 9700, Page 1, Register's Office for Davidson County, Tennessee and described according to a survey made by Ragan-Smith-Associates, Inc., dated November 14, 1994, Job No. 77-263/4730 as follows:

Beginning at an existing iron pin at the northerly end of the southeast return curve at the intersection of Long Hollow Pike (84 foot right-of-way) and Northcreek Boulevard (90 foot right of way); thence,

1. With the east right-of-way of Long Hollow Pike, N 34°53'04" E 622.43 feet to a point in the center of Mansker Creek; thence,

2. Leaving said right-of-way line with the center of Mansker Creek, S 52°10'58" E, 295.00 feet to a point in the center of Mansker Creek; thence,

3. Continuing along the center of Mansker Creek, S 82°30'57" E, 178.20 feet to a point; thence,

4. S 73°09'46" E, 213.00 feet to a point; thence,

5. S 25°13'36" E, 97.87 feet to a point; thence,

6. Leaving the center of Mansker Creek and with the common line of Lot 1B, South 51°15'02" W, 342.39 feet passing a witness iron pin set at 87.59 feet to a set iron pin; thence,

7. S 34°53'10" W, 161.97 feet to a set iron pin; thence,

8. S 54°23'35" E, 75.96 feet to a set iron pin; thence,

9. S 10°18'19" E, 82.33 feet to a set iron pin; thence,

10. S 79°41'41" W, 275.86 feet to a set iron pin; thence,

11. S 36°00'29" W, 17.34 feet to a set iron pin; thence,

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12. With a 71.00 foot radius curve to the left a distance of 106.72 feet; said curve having a chord bearing and distance of S 07°03'00" E, 96.95 feet, to a set iron pin; thence,

13. S 50°06'38" E, 5.39 feet to a set iron pin; thence,

14. S 39°53'22" W, 32.00 feet to a set iron pin; thence,

15. N 50°06'38" W, 44.52 feet to a set iron pin; thence,

16. With a 56.00 foot radius curve to the left a distance of 46.27 feet; said curve has a chord bearing and distance of N 73°46'52" W, 44.97 feet to a set iron pin; thence,

17. S 82°32'55" W, 83.97 feet to a set iron pin in the east right-of-way of Northcreek Boulevard; thence,

18. Northwesterly with the east right-of-way of Northcreek Boulevard and a 561.52 foot radius curve to the left, a distance of 492.47 feet, said curve has a chord bearing and distance of N 29°59'13" W, 476.84 feet to an existing PK nail; thence,

19. Continuing with the east right-of-way of Northcreek Boulevard, N 55°06'56" W, 45.00 feet to an existing iron pin; thence,

20. Continuing with the east right-of-way of Northcreek Boulevard along a 25.00 foot radius curve to the right a distance of 39.27 feet, said curve has a chord bearing and distance of N 10°06'56" W, 35.36 feet to the point of beginning.

Said tract or parcel of land contains 11.782 acres (513,219 square feet), more or less, as shown on that certain ALTA/ACSM Land Title Survey prepared for JDN Realty Corporation and Chicago Title Insurance Company, prepared by Marshall H. Ragan (Tennessee Registered Land Surveyor No. 332) of Ragan-Smith-Associates, Inc., 315 Woodland Street, Nashville, Tennessee 37206, dated November 14, 1994, most recently revised July 25, 1995.

Being the same property conveyed by JDN Realty LP, Inc. to JDN Realty Investment, L.P. by Quitclaim Deed of record at Book 11252, Page 616, Register's Office for Davidson County, Tennessee.

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Together with easements contained in Reciprocal Access and Cross Parking Easement of record in Book 7245, page 968, said Register's Office, as amended by instrument of record in Book 9901, page 794, said Register's Office.

TOGETHER WITH ALL RIGHT, TITLE AND INTEREST IN THAT CERTAIN

Declaration of Restrictive Covenants and Owner's Association for North Creek Commercial Park, Goodlettsville, Davidson County, Tennessee, of record in Book 7118, page 938, Register's Office for Davidson County, Tennessee, as amended by First Amendment of record in Book 7245, page 958, Second Amendment in Book 8195, page 337, and Third Amendment in Book 9780, page 183, said Register's Office.

0604696

IDENTIF. & REFERENCE

99 JUN 28 PM 12:42

BILL GARNETT REGISTER
DAVIDSON COUNTY, TN.

4983 06/28 0101 03CHECK 30.00

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EXHIBIT "B"

CERTIFICATE OF CANCELLATION

OF

CERTIFICATE OF LIMITED PARTNERSHIP

To the Secretary of State
State of Georgia

BOOK 11545 PAGE 390

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

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