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:

148

PARCEL NUMBER:
283, 87

QUITCLAIM DEED OF DISSOLUTION
(Antioch Center/Millcreek - Antioch, 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]

NOTARY PUBLIC GEORGIA GWINNETT COUNTY

"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: 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, ASSISTANT SECRETARY~~
DIRECTOR OF PROPERTY MANAGEMENT

[CORPORATE SEAL]

JDN REALTY CORPORATION CORPORATE SEAL MARYLAND

497558.1/31.399

STATE OF GEORGIA

COUNTY OF FULTON

Personally appeared, before me, a Notary Public at large for the State aforesaid, William J. Keeley 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/Asst. Sec., 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 Hepperson
Notary Public

My Commission Expires:_____

Notary Public, Gwinnett County, Georgia
My Commission Expires April 5, 2002

[NOTARY SEAL]

NOTARY PUBLIC GEORGIA GWINNETT COUNTY

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

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BILL GARNER
DAVIDSON COUNTY REGISTER

IDENTIF. & REFERENCE

060046697

EXHIBIT "A"

Land in Davidson County, Tennessee, being Parcel 1 on the Plan of Antioch Plaza of record in Plat Book 5200, Page 771, Register's Office for said County, more particularly described as follows:

Beginning at a point in the southerly margin of Richards Road, being the northeast corner of Parcel 86.1 on Tax Map 148 and as recorded in Book 4771, Page 876, said Register's Office; thence, with the southern margin of Richards Road, S 85° 44' 05" E, 140.93 feet; thence, with a curve to the left having a central angle of 0° 20' 42", a radius of 7143.60 feet, a chord bearing N 89° 55' 43" E, 43.01 feet and a curve length of 43.01 feet; thence, S 88° 44' 03" E, 159.11 feet to a monument in the southerly margin of Richards Road; thence, S 88° 26' 29" E, 137.29 feet to a monument in the southerly margin of Richards Road; thence, leaving Richards Road, S 04° 30' 30" W, 156.59 feet; thence, with Lori Heights Subdivision, S 37° 49' 26" E, 119.57 feet; thence, S 03° 26' 07" E, 220.85 feet to the northeast corner of Antioch Church of Christ property; thence, with the church property S 75° 59' 01" W, 434.86 feet to a point in the easterly margin of Antioch Pike; thence, N 41° 12' 36" W, 526.59 feet to a point in the easterly margin of Antioch Pike; thence, N 83° 33' 12" E, 111.60 feet to a monument being the southwest corner of Parcel 198, Tax Map 148, of record in Book 5331, Page 565, said Register's Office; thence, N 85° 08' 52" E, 92.85 feet; thence, N 87° 41' 38" E, 31.47 feet; thence, N 06° 31' 18" W, 177.35 feet to the point of beginning.

Being the same property conveyed by JDN Realty LP, Inc. to JDN Realty Investment, L.P. by Quitclaim Deed of record at Book 11248, Page 924, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

CERTIFICATE OF CANCELLATION

OF

CERTIFICATE OF LIMITED PARTNERSHIP

BOOK 11545 PAGE 395

To the Secretary of State
State of Georgia

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