THIS INSTRUMENT PREPARED BY
AND AFTER RECORDING, SEND TO:

Joshua P. Hanna
Mayer, Brown, Rowe & Maw
190 South LaSalle Street
Chicago, Illinois 60603

First American Title Insurance Co.
Commercial Services
6077 Primacy Parkway Suite 121B
Memphis, TN 38119
106600 BUP

Davidson County DEEDQC
Recvd: 09/30/04 11:12 6pgs
Fees:32.00 Taxes:0.00
20040930-0117802

STATE OF TENNESSEE §
§
COUNTY OF RUTHERFORD §

QUIT-CLAIM DEED

THIS IS A QUIT-CLAIM DEED executed and delivered as of June 30, 2004 by PROLOGIS-NORTH CAROLINA LIMITED PARTNERSHIP, a Delaware limited partnership (hereinafter referred to as the "Grantor") having an address at 14100 East 35th Place, Aurora, Colorado 80011, to PROLOGIS CIMMARON FUND LP, a Delaware limited partnership (hereinafter referred to as the "Grantee"), having an address at 14100 East 35th Place, Aurora, Colorado 80011.

KNOW ALL MEN BY THESE PRESENTS:

For a consideration, the receipt and sufficiency of which is hereby acknowledged by Grantor, the Grantor does hereby quit claim and convey unto the Grantee all Grantor's right, title and interest in that certain real estate situated in the City of LaVergne, Rutherford County, Tennessee, to-wit:

See legal description attached hereto as Exhibit A.

Being a portion of the same property conveyed to Grantor by deed of record under Deed Instrument ~~Book~~ ___, ~~page~~ _____, in the ~~Rutherford~~ County, Tennessee Register's Office.
No. 20031028-0158863 Davidson

TOGETHER WITH all appurtenances thereto belonging or in anywise appertaining and all right, title and interest of Grantor in and to any and all roads, alleys and ways bounding said premises.

This conveyance is made subject to all matters of record, rights of tenants under valid leases, matters that would be disclosed by an accurate survey of the property, and taxes and assessments not yet delinquent.

TO HAVE AND TO HOLD, to the said Grantee, its successors and assigns forever.

(signature on following page)

IN WITNESS WHEREOF, the Grantor has caused this Quit-Claim Deed to be executed as of the date first set forth above.

PROLOGIS-NORTH CAROLINA LIMITED PARTNERSHIP, a Delaware limited partnership

By: ProLogis-North Carolina (1) Incorporated, a Maryland corporation, its general partner

By: _____
Name: _____
Title: Edward S. Nekritz
Managing Director
and Secretary

NAME AND ADDRESS OF GRANTEE:

ProLogis Cimmaron Fund LP
14100 East 35th Place
Aurora, Colorado 80011

TAX PARCEL IDENTIFICATION NUMBER: MAP 183, PARCEL 90

MAIL TAX BILLS TO:

Deloitte & Touche
2500 Cumberland Parkway
Suite 350
Atlanta, Georgia 30339

ACKNOWLEDGMENT

STATE OF Illinois §
§
COUNTY OF DuPage §

* Managing Director and Secretary

Before me, _____, a Notary Public in and for the County and State aforesaid, personally appeared Edward S. Nekritz, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged him/herself to be the * of ProLogis-North Carolina (1) Incorporated, the general partner of the within named bargainor, a Delaware limited partnership, and that he/she as such *, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the general partner of the within named bargainor, as such *.

WITNESS my hand and seal at office in this 30th day of June, 2004.

"OFFICIAL SEAL"
Michael J. Czopek
Notary Public, State of Illinois
My Commission Exp. 05/08/2008

Notary Public

My commission expires: 5/8/2008

(SEAL)

VALUE AFFIDAVIT

STATE OF Illinois §
§
COUNTY OF DuPage §

I, affiant, hereby swear or affirm that, to the best of my knowledge, information, and belief, the actual consideration for this transfer is $0.

PROLOGIS-NORTH CAROLINA LIMITED PARTNERSHIP, a Delaware limited partnership

By: ProLogis-North Carolina (1) Incorporated, a Maryland corporation, its general partner

By: Edward S. Nekritz
Name: Edward S. Nekritz
Title: Managing Director and Secretary

Subscribed and sworn before me this 30th day of June, 2004.

Notary Public

My Commission expires: 5/8/2008

"OFFICIAL SEAL"
Michael J. Czopek
Notary Public, State of Illinois
My Commission Exp. 05/08/2008

EXHIBIT A

Legal Description

A tract of land in the Second Civil District of Metropolitan Nashville, Davidson County, Tennessee, being Lot No. 1 as shown on the Final Plat of Interchange City Industrial Park - Section XXVIII as of record in Plat Book 5210, Page 297, Register's Office of Davidson County, Tennessee and being more particularly described as follows:

Beginning at an existing iron pin on the westerly right-of-way line of Heil-Quaker Boulevard (60-foot R.O.W.) that is 225.63 feet south of the south end of the southwesterly return curve at the intersection of Firestone Parkway (80-foot R.O.W.) and Heil-Quaker Boulevard as measured along the westerly right-of-way line of Heil-Quaker Boulevard; said iron pin also being the southerly property corner of a tract of land deeded to Interchange City Associates, Ltd. as of record in Deed Book 6381, Page 227, R.O.D.C., Tennessee and proceeding as follows:

1. Southwestwardly, with the westerly right-of-way line of Heil-Quaker Boulevard, having a 909.45-foot radius curve to the left a distance of 471.73 feet to an existing iron pin at the northeasterly property corner of Lot No. 2 as shown on the Final Plat of Interchange City Industrial Park - Subdivision of Lot 215B as of record in Plat Book 7900, Page 222, R.O.D.C., Tennessee, said curve has a chord bearing and distance of S 24° 18' 27" W, 466.455 feet; thence,

2. Leaving said right-of-way line, with the northerly property line of Lot No. 2, N 70° 09' 48" W a distance of 207.82 feet to an existing iron pin; thence,

3. S 86° 40' 15" W a distance of 124.35 feet to an existing iron pin in the easterly property line of Lot No. 1 (Plat Book 7900, Page 222); said iron pin being the common northerly property corner between Lots 1 and 2; thence,

4. With the northeasterly property line of Lot No. 1 (Plat Book 7900, Page 222), N 45° 58' 49" W a distance of 170.42 feet to an existing iron pin at the southerly property corner of Lot No. 1 as shown on the Final Plat of Section XXI - Interchange City Industrial Park as of record in Plat Book 5210, Page 88, R.O.D.C., Tennessee; thence,

5. With the easterly property line of Lot No. 1 (Plat Book 5210, Page 88), in part, N 14° 21' 44" E a distance of 477.00 feet to an existing iron pin in the southerly property line of a tract of land deeded to Interchange City Associates, Ltd. as of record in Deed Book 6381, Page 227, R.O.D.C., Tennessee; thence,

6. With the southerly property line of the Interchange City Associates, Ltd. tract, S 76° 05' 27" E a distance of 395.05 feet to an existing iron pin; thence,

7. S 46° 56' 06" E a distance of 181.23 feet to the point of beginning and containing 261,475 square feet or 6.003 acres, more or less.

This description was prepared from an ALTA/ACSM Land Title Survey by Ragan-Smith-Associates, Inc., Job No. 84-095/4273; dated 7-15-93 and certified by John O. Spry, RLS #727.

The property described herein is also known as improved property located at 1435 Heil-Quaker Boulevard, La Vergne, Tennessee.