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 BJP

Davidson County DEEDQC
Recvd: 09/30/04 11:13 5pgs
Fees:27.00 Taxes:0.00
20040930-0117803

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 BRAZOS 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 partly in the City of LaVergne, Rutherford County and partly in Metropolitan Nashville, Davidson 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 * ~~Book 328, page 2609, in~~ the Davidson County, Tennessee Register's Office and under Deed Book 328, page 2609, in the Rutherford County, Tennessee Register's Office..

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)

*Instrument No. 20031028-0158863

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

NAME AND ADDRESS OF GRANTEE:

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

TAX PARCEL IDENTIFICATION NUMBER: Rutherford map 17 page 29

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, Michael J. Czopek, 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, partly in the 3rd Civil District of Rutherford County, City of Lavergne, Tennessee, and partly in the Second Civil District of Metropolitan Nashville, Davidson County, Tennessee; lying between Heil-Quaker Boulevard and Interstate 24 and being more particularly described as follows:

Beginning at a point on the southerly right-of-way line of Heil-Quaker Boulevard (60-foot R.O.W.); said point being witnessed by a P.K. nail in the concrete curb of a box culvert that is N 59° 03' 37" E, 3.64 feet; said point is also 1191.31 feet, more or less, south of the south end of the southwesterly return curve at the intersection of Heil-Quaker Boulevard and Firestone Parkway (80-foot R.O.W.) as measured along the southerly right-of-way line of Heil-Quaker Boulevard. Said point also being the easterly property corner or Lot No. 1 - Interchange City Industrial Park Section 29 as of record in Plat Book 5210, Page 350, Register's Office of Davison County, Tennessee and proceeding as follows:

1. Southeastwardly with the southerly right-of-way line of Heil-Quaker Boulevard, having a 909.95-foot radius curve to the left, a distance of 479.70 feet to an iron pin set; said curve has a chord bearing and distance of S 36° 34' 49" E, 474.17 feet; thence,

2. Leaving said right-of-way line, with a severance and lease line, S 43° 30" 45" W, 455.19 feet to a railroad spike set on the northerly right-of-way line of Interstate 24; thence,

3. With the northerly right-of-way line of Interstate 24, N 46° 30' 38" W, 337.00 feet to an existing concrete highway monument at the southeasterly corner of property devised to Mary King by Will of G. W. Johnson, deceased, of record in Will Book 49, Page 241, County Court for Davidson County, the said Mary King having since died, leaving as her heir-at-law, Isabella Wilson; thence,

4. Leaving said right-of-way line, with the easterly property line of the Wilson tract, N 01° 08' 09" E, 135.64 feet to an existing iron pin; thence,

5. N 46° 31' 31" W, 160.21 feet to an existing iron pin in the center of the West Branch of Hurricane Creek, in the southeasterly property line of the said Lot No. 1 - Interchange City Industrial Park Section 29; thence,

6. With the southeasterly property line of Lot 1, N 59° 03' 37" E, 453.40 feet to the point of beginning and containing 239,821 square feet or 5.51 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 1375 Heil-Quaker Boulevard, LaVergne, Tennessee.