
For Recording Purposes

After Recording, Return to:

W. Thomas Cable
367 West Memorial Drive
Dallas, Georgia 30132

STATE OF GEORGIA

COUNTY OF FULTON

QUITCLAIM DEED

THIS DEED, made this 20th day of August, 2007, between THE CITY OF ATLANTA, a municipal corporation of the State of Georgia, as party of the first part, hereinafter called "Grantor" and PAULDING COUNTY, GEORGIA a political subdivision of the State of Georgia, by and through its Board of Commissioners, as party of the second part, hereinafter called "Grantee" (the terms Grantor and Grantee to include their respective heirs, successors and assigns where the context hereof requires or permits),

WITNESSETH THAT: Grantor, for and in consideration of the sum of EIGHT HUNDRED FIFTEEN THOUSAND AND NO/100 DOLLARS (\$815,000.00), and other good and valuable considerations, in hand paid at and before the sealing and delivery of these presents, the receipt, adequacy and sufficiency of which being hereby acknowledged by Grantor, has bargained, sold and conveyed, and by these presents does hereby bargain, sell, remise, release, and forever quitclaim unto Grantee all the right, title, interest, claim or demand which the said Grantor has, or may have had, in and to the real property described in Exhibit "A" attached hereto and made a part hereof (the "Property"), together with all the rights, members and appurtenances to the Property in anywise appertaining or belonging thereto.

THIS CONVEYANCE is made subject to those matters described on Exhibits "B" attached hereto.

TO HAVE AND TO HOLD the Property unto the said Grantee, so that neither the said Grantor, nor any other person or persons claiming under Grantor shall at any time, claim or demand any right, title or interest to the Property or its appurtenances.

IN WITNESS WHEREOF, Grantor has signed and sealed this Deed the day and year first above written.

Signed, sealed and delivered in the presence of:

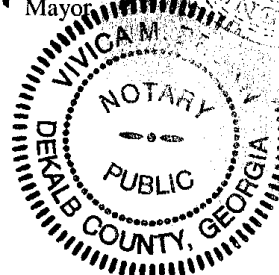
THE CITY OF ATLANTA

ATTEST: Rhonda Daughin Johnson
Municipal Clerk

By: Shirley Franklin
Shirley Franklin
Mayor

Yvica M. Brown
Notary Public

Commission Expiration Date: Notary Public, DeKalb County, Yvica M. Brown
My Commission Expires, Oct. 7, 2007
[AFFIX NOTARIAL SEAL]



APPROVED:

[Signature]
AVIATION GENERAL MANAGER

RECOMMENDED:

[Signature]
CHIEF OPERATING OFFICER

APPROVED AS TO FORM:

Yvica M. Brown
SR. ASSISTANT CITY ATTORNEY

APPROVED:

[Signature]
CHIEF PROCUREMENT OFFICER

EXHIBIT "A"

Being all that tract or parcel of land lying in the Land Lots 303, 304, 327, & 374, Nineteenth District, Third Section, Paulding County, Georgia and being more particularly described as follows:

Beginning at a point, said point being a one half inch reinforcing rod found at the corner common to Land Lots 258, 259, 302, and 303 and the TRUE POINT OF BEGINNING; Thence from said TRUE POINT OF BEGINNING as previously established and running along the northerly line of Land Lot 303, South 88 degrees 07 minutes 09 seconds East, a distance of 791.68 feet to concrete monument found; Thence continuing along the northerly line of land lots 303 and 304, South 88 degrees 08 minutes 51 seconds East, a distance of 1878.40 feet to an iron pin set at the corner common to Land Lots 256, 257, 304, & 305; Thence running along the easterly line of Land Lot 304, South 01 degrees 17 minutes 30 seconds West, a distance of 1329.71 feet to a 1 inch open top pipe found; Thence running along the easterly line of Land Lots 327 & 374, South 01 degrees 17 minutes 37 seconds West, a distance of 2595.36 feet to a ½ inch reinforcing rod found at the corner common to Land Lots 374, 375, 396 and 397; Thence running along the southerly line of Land Lot 374, South 88 degrees 31 minutes 20 seconds West, a distance of 1334.59 feet to an iron pin set at the corner common to Land Lots 373, 374, 397 and 398; Thence running along the westerly line of Land Lot 374, North 00 degrees 25 minutes 26 seconds West, a distance of 1305.23 feet to a ½ inch open top pipe found at the corner common to Land Lots 327, 328, 373 and 374; Thence running along the westerly line of Land Lot 327, North 01 degrees 38 minutes 20 seconds East, a distance of 1287.95 feet to a ½ inch open top pipe found at the corner common to Land Lots 303, 304, 327 and 328; Thence running along the southerly line of Land Lot 303, South 87 degrees 11 minutes 23 seconds West, a distance of 1305.47 feet to an iron pin set at the corner common to Land Lots 302, 303, 328 and 329; Thence running along the westerly line of Land Lot 303, North 01 degrees 20 minutes 08 seconds East, a distance of 1320.08 feet to a ½ inch reinforcing rod found at the corner common to Land Lots 258, 259, 302 and 303 and the TRUE POINT OF BEGINNING.

Said tract or parcel of land containing 162.835 Acres.

EXHIBIT "B"

ALL MATTERS OF RECORD

PARTIAL RELEASE OF REPURC

THIS PARTIAL RELEASE OF REPURCHASE RIGHT (this "Agreement") is made and entered into this 20th day of March, 2007 (the "Effective Date"), by and among COUSINS PROPERTIES INCORPORATED, a Georgia corporation ("Cousins"), JONES COMPANY, LTD., a Georgia limited partnership ("Jones"), and TIN INC., a Delaware corporation, as successor by merger to Georgia Kraft Company ("Tin"). Cousins, Jones and Tin may sometimes be referred to individually herein as a "Party" and, collectively, as the "Parties."

RECITALS

WHEREAS, Adelphi Land Investments, Ltd. (the "Partnership") conveyed certain property located in Paulding County, Georgia (the "Property") to City of Atlanta (the "City") pursuant to that certain Limited Warranty Deed dated July 15, 1975 (the "Deed") for the purpose of constructing, operating and maintaining a "major commercial aviation airport for passengers, mail and cargo and reasonably necessary related uses" (the "Major Airport");

WHEREAS, the Partnership retained certain repurchase rights with respect to the Property, including without limitation, the right to repurchase any portion of the Property not intended to be used for the Major Airport as more particularly set forth in the Deed;

WHEREAS, the City desires to sell a portion of the Property to Paulding County, Georgia (the "County") for use as an airport that would not constitute a Major Airport;

WHEREAS, the City and the County desire for the Partnership to release its right to repurchase the portion of the Property to be conveyed to the County, which property is more particularly described in Exhibit "A" attached hereto and incorporated herein (the "County Property");

WHEREAS, the Partnership was terminated on July 27, 1985 and Cousins, Jones and Tin are the surviving partners; and

WHEREAS, the Parties agree to release their right to repurchase the County Property as more particularly set forth herein;

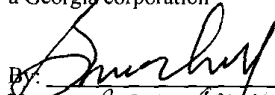
NOW, THEREFORE, for good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged by the Parties, each Party hereby releases its right to repurchase the County Property; provided, however, in no event shall this Agreement release the Parties' right to repurchase any other portion of the Property other than the County Property pursuant to the terms of the Deed.

(Signatures Appear On The Following Page)

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed the day and year first above written.

COUSINS:

**COUSINS PROPERTIES
INCORPORATED,**
a Georgia corporation

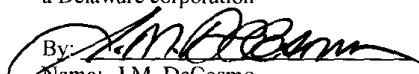
By: 
Name: Bruce Smith
Title: President Land Division

JONES:

JONES COMPANY, LTD.,
a Georgia limited partnership

TIN:

TIN INC.,
a Delaware corporation

By: 
Name: J.M. DeCosmo
Title: Group Vice President

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed the day and year first above written.

COUSINS:

**COUSINS PROPERTIES
INCORPORATED,**
a Georgia corporation

By: _____
Name: _____
Title: _____

JONES:

JONES COMPANY, LTD.,
a Georgia limited partnership

Robert Jones
General Partner

Adell M. Jones
Representative General Partner

Sandra J. Cooper
Representative General Partner

Benson M. Jones
Member Jones P.O.A. General Partner

Sam E. Jones
Representative General Partner

TIN:

TIN INC.,
a Delaware corporation

By: _____
Name: _____
Title: _____

EXHIBIT "A"

County Property

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