QUITCLAIM DEED 9998-473

FROM: 3401 Associates, L.P., a Tennessee limited partnership, Grantor

TO: Highwoods/Forsyth Limited Partnership, a North Carolina limited partnership, Grantee

This instrument was prepared by:
W. Fred Williams
Farris, Warfield & Kanaday
Third National Financial Center
Suite 1900
424 Church Street
Nashville, Tennessee 37219

Address New Owner(s) as Follows:	Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes	Map-Parcel Numbers
3100 Smoketree Court Raleigh, North Carolina 27604 Attn: Ronald P. Gibson	Same	104-6-111.00

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration for this transfer is Zero Dollars ($-0-).

Ronald P. Gibson
Affiant

Sworn to and subscribed before me, this 29th day of March, 1996.

Cathy H. Pruitt
Notary Public

My Commission Expires: 3/22/97

NOTARY PUBLIC AT LARGE STATE OF TE

RECITALS:

WHEREAS, prior to the date hereof, all of the partners of 3401 ASSOCIATES, L.P., a Tennessee limited partnership (the "Grantor"), have assigned their partnership interest in Grantor to HIGHWOODS/FORSYTH LIMITED PARTNERSHIP, a North Carolina limited partnership (the "Grantee"), in exchange for a partnership interest in Grantee; and

WHEREAS, the sole remaining owner of the general and limited partnership interest in Grantor is Grantee, and Grantee desires that Grantor be dissolved and its assets distributed in liquidation thereof;

WHEREAS, under Tennessee law, a partnership must consist of two or more persons, and as set forth above, Grantee is the only owner of the general and limited partnership interest in Grantor,

and therefore, by law, Grantor is unable to exist as a partnership and must dissolve; and

WHEREAS, by operation of law, and further at the election of Grantee to dissolve and liquidate Grantor, Grantor has dissolved and has commenced to wind up its business and liquidate, and this Quitclaim Deed is made as a liquidating distribution to the sole owner of the general and limited partnership interest in Grantor, and Grantee (as the sole remaining owner of the general and limited partnership interest in Grantor) executes this Quitclaim Deed to effectuate such liquidating distribution.

NOW, THEREFORE, in full liquidation of the Grantor, and for and in consideration of the sum of Zero Dollars ($-0-), the receipt and sufficiency of which are hereby acknowledged, Grantor does quitclaim unto Grantee, its successors and assigns, all of Grantor's rights, title and interest in and to a certain tract or parcel of land in Davidson County, State of Tennessee, more particularly described on Exhibit A attached hereto and incorporated herein by this reference (the "Property").

The Property is improved property known as "3401 West End Avenue Office Building," located at 3401 West End Avenue, Nashville, Davidson County, Tennessee.

The Property is conveyed subject to such limitations, restrictions and encumbrances as may affect the Property.

Witness my hand as of the 1st day of April, 1996.

3401 ASSOCIATES, L.P.

By: Highwoods/Forsyth Limited Partnership, its sole general and sole limited partner

By: Highwoods Properties, Inc., its general partner

By: _____

Title: _____

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Cathy H. Pruitt, a Notary Public of said County and State, personally appeared Harold P. Gibson, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged him self to be President of Highwoods Properties, Inc., a corporation, the general partner of Highwoods/Forsyth Limited Partnership, sole limited and general partner of 3401 ASSOCIATES, L.P., the within named bargainor, a limited partnership, and that he as such President executed the foregoing instrument for the purposes therein contained, by signing the name of him self as President of Highwoods Properties, Inc., the general partner of Highwoods/Forsyth Limited Partnership, the sole limited and general partner of 3401 ASSOCIATES, L.P.

Witness my hand and seal, at Office, this 29th day of March, 1996.

Cathy H. Pruitt
Notary Public

My Commission Expires: 3/22/97

NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

0166120
IDENTIFICATION REFERENCE

96 APR -1 PM 3:23

EXHIBIT A

Property Description

ALL THAT TRACT OR PARCEL OF LAND KNOWN AS LOT NUMBERS 9, 10, 11, 12, 13 & 14 ON THE PLAN OF BRANSFORD REALTY COMPANY'S WEST END HEIGHTS OF RECORD IN BOOK 332, PAGES 124 AND 125, REGISTER'S OFFICE, DAVIDSON COUNTY, TENNESSEE, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE POINT OF INTERSECTION OF THE SOUTHEASTERLY RIGHT-OF-WAY LINE OF WEST END AVENUE (HAVING A 100' RIGHT-OF-WAY WIDTH) AND THE SOUTHWESTERLY RIGHT-OF-WAY LINE OF ORLEANS DRIVE (HAVING A 50' RIGHT-OF-WAY WIDTH), AND RUNNING THENCE SOUTH 70°37'12" EAST ALONG SAID RIGHT-OF-WAY LINE OF ORLEANS DRIVE 50.74 FEET TO AN IRON PIN, SAID POINT BEING THE TRUE POINT OF BEGINNING.

FROM THE POINT OF BEGINNING AS THUS ESTABLISHED, RUNNING THENCE SOUTH 70°37'12" EAST ALONG SAID RIGHT-OF-WAY LINE OF ORLEANS DRIVE 78.28 FEET TO AN IRON PIN, RUNNING THENCE ALONG AN ARC OF A CURVE TO THE RIGHT AN ARC DISTANCE OF 89.55 FEET, SAID ARC HAVING A RADIUS OF 60.29 FEETAND BEING SUBTENDED BY A CHORD BEARING SOUTH 28°04'08.5" EAST A CHORD DISTANCE OF 81.55 FEET TO AN IRON PIN ON THE WESTERLY RIGHT-OF-WAY LINE OF ACKLEN AVENUE (HAVING A 50' RIGHT-OF-WAY WIDTH), RUNNING THENCE ALONG SAID RIGHT-OF-WAY LINE SOUTH 14°28'55" WEST 238.41 FEET TO AN IRON PIN, RUNNING THENCE ALONG THE ARC OF A CURVE TO THE LEFT AN ARC DISTANCE OF 226.93 FEET, SAID ARC HAVING A RADIUS OF 555.39 FEET AND BEING SUBTENDED BY A CHORD BEARING SOUTH 02°46'36" WEST A CHORD DISTANCE OF 225.35 FEET TO AN IRON PIN, THENCE LEAVING SAID RIGHT-OF-WAY LINE AND RUNNING NORTH 50°12'11" WEST 423.50 FEET TO AN IRON PIN WHICH IS LOCATED ON THE SOUTHEASTERLY RIGHT-OF-WAY LINE OF WEST END AVENUE, RUNNING THENCE ALONG SAID RIGHT-OF-WAY LINE NORTH 41°00'40" EAST 357.58 FEET TO AN IRON PIN, RUNNING THENCE ALONG THE ARC OF A CURVE TO THE RIGHT AN ARC DISTANCE OF 53.88 FEET, SAID ARC HAVING A RADIUS OF 45.16 FEET AND BEING SUBTENDED BY A CHORD BEARING NORTH 75°11'44" EAST A CHORD DISTANCE OF 50.74 FEET TO AN IRON PIN WHICH IS LOCATED ON THE SOUTHWESTERLY RIGHT-OF-WAY LINE OF ORLEANS DRIVE, SAID POINT BEING THE TRUE POINT OF BEGINNING, SAID TRACT (CONTAINING 2.633 ACRES) BEING SHOWN AS 3401 WEST END AVENUE, NASHVILLE, TENNESSEE, ON THAT CERTAIN AS-BUILT SURVEY PREPARED FOR ROCK REAL ESTATE PARTNERS NO. 3 (NASHVILLE), L.P., BY MICHAEL V. HOLMES & ASSOCIATES, INC., CERTIFIED BY MICHAEL V. HOLMES, TENNESSEE REGISTERED LAND SURVEYOR NO. 213, DATED MARCH 15, 1982, last revised March 4, 1996.

Being the same property conveyed to 3401 Associates, L.P. by Deed from The Equitable Life Assurance Society of the United States, of record in Book 9099, page 59, Register's Office for Davidson County, Tennessee.

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED