BOOK 10138 PG 858

Box 41

SPECIAL WARRANTY DEED

FROM: Vantage Associates, a Tennessee general partnership, **Grantee**

TO: HIGHWOODS/FORSYTH LIMITED PARTNERSHIP, a North Carolina limited partnership, **Grantee**

This instrument was prepared by:
W. Fred Williams, Esq.
Farris, Warfield & Kanaday
424 Church St., Suite 1900
SunTrust Center
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**
Highwoods/Forsyth Limited Partnership c/o Highwoods/Eakin & Smith 2100 West End Avenue Suite 950 Nashville, TN 37203	Same	107-127 **Field Book Number** 3DZ85930

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is Four Million Five Hundred Thousand and No/100 Dollars ($4,500,000.00).

W. Bin Reaves
Affiant

SUBSCRIBED AND SWORN TO before me, this the 31st day of July, 1996.

Connie L. Edwards
Notary Public

My Commission Expires: 1/25/97

224396.2 7/30/96

PICK-UP
96 JUL 31 AM 11:38
FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TN.

IDENTIF. & REFERENCE

0209228

FOR AND IN CONSIDERATION OF the sum of Four Million Five Hundred Thousand and No/100 Dollars ($4,500,000.00), the receipt and sufficiency of which are hereby acknowledged, VANTAGE ASSOCIATES, a Tennessee general partnership composed of Carl Gibbs Smith, Jr. and James V. Hunt (the "**Grantor**"), has bargained and sold, and by these presents does transfer and convey unto HIGHWOODS/FORSYTH LIMITED PARTNERSHIP, a North Carolina limited partnership (the "**Grantee**"), its successors and assigns 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 Century City Plaza I, 51 Century Boulevard, Nashville, Tennessee 37214.

This conveyance is expressly made subject to those matters more specifically set forth on Exhibit B attached hereto and incorporated herein by this reference.

TO HAVE AND TO HOLD the Property with the appurtenances, estate, title and interest thereto belonging to Grantee, its successors and assigns forever.

And Grantor does covenant with Grantee that Grantor is lawfully seized and possessed of the Property in fee simple and Grantor has a good right to convey the Property.

And Grantor does further covenant and bind Grantor, its successors and assigns to warrant and forever defend the title to the Property to Grantee, its successors and assigns against the lawful claims of all persons whomsoever claiming by, through or

under Grantor, but not further or otherwise, except as to those matters set forth on Exhibit B, to which this conveyance is expressly made subject.

Witness our hands as of the 31st day of July, 1996.

GRANTOR:

VANTAGE ASSOCIATES, a Tennessee general partnership

By: Carl Gibbs Smith Jr.
Carl Gibbs Smith, Jr., general partner

By: James V. Hunt
James V. Hunt, general partner

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Connie L. Edwards, a Notary Public of said County and State, personally appeared Carl Gibbs Smith, Jr., with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be a partner of Vantage Associates, the within named bargainor, a Tennessee general partnership, and that he as such partner executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by himself as partner.

Witness my hand and seal, at Office in Nashville, this 31st day of July, 1996.

Connie L. Edwards
Notary Public

My Commission Expires: 1/25/97

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Connie L. Edwards, a Notary Public of said County and State, personally appeared James V. Hunt, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be a partner of Vantage Associates, the within named bargainor, a Tennessee general partnership, and that he as such partner executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by himself as partner.

Witness my hand and seal, at Office in Nashville, this 31st day of July, 1996.

Connie L. Edwards
Notary Public

My Commission Expires: 1/25/97

EXHIBIT A

Property Description

Being a parcel of land in Nashville, First Civil District, Fourteenth Councilmanic District, Davidson County, Tennessee, being Lot D-1 shown on the subdivision of Century City Lot D, as of record in Book 6250, Page 338, and amended in Book 8869, Page 137, Register's Office Davidson County, Tennessee, and being more particularly described as follows:

BEGINNING at an iron pin in the easterly right-of-way of McGavock Pike, said pin being the common corner of Lots D-1 and D-2, and further described as being 514.25 feet southerly from the centerline of Century Boulevard;

THENCE, along said easterly right-of-way of McGavock Pike, N 08° 05' 22" E, 419.25 feet to a point lying at the southeasterly intersection of McGavock Pike and Century Boulevard;

THENCE, leaving said right-of-way with a curve to the right, 78.54 feet to a point in the southerly right-of-way of Century Boulevard, said curve having a radius of 50.00 feet, a central angle of 90° 00' 00", a tangent distance of 50.00 feet and a chord of N 53° 05' 22" E, 70.71 feet;

THENCE, with said southerly right-of-way of Century Boulevard, S 81° 54' 38" E, 66.77 feet to a point;

THENCE, continuing with said right-of-way with a curve to the right, 387.68 feet to a point, said curve having a radius of 350.21 feet, a central angle of 63° 25' 34", a tangent distance of 216.41 feet and a chord of S 50° 11' 51" E, 368.19 feet;

THENCE, continuing with said right-of-way S 18° 29' 04" E, 37.53 feet to the common corner to Lots D-1 and D-2;

THENCE, leaving said right-of-way of Century Boulevard with the common line between said lots, S 53° 05' 22" W, 342.44 feet to a point;

THENCE, continuing with said common line, S 81° 54' 38" E, 204.63 feet to an iron pin in the easterly right-of-way of McGavock Pike, the point of beginning.

Containing 158,994 square feet or 3.65 acres, more or less.

BEING the same property conveyed to Vantage Associates, a Tennessee General Partnership, by Special Warranty Deed from Aetna Life Insurance Company, a Connecticut Corporation, of record in Book 8811, page 481, Register's Office for Davidson County, Tennessee.

The above description was prepared by Wendell H. Talley, Sr., Tennessee Registered Land Surveyor No. 785, Barge, Waggoner, Sumner and Cannon, Inc., 162 Third Avenue North, Nashville, TN 37201.

EXHIBIT B

Permitted Exceptions

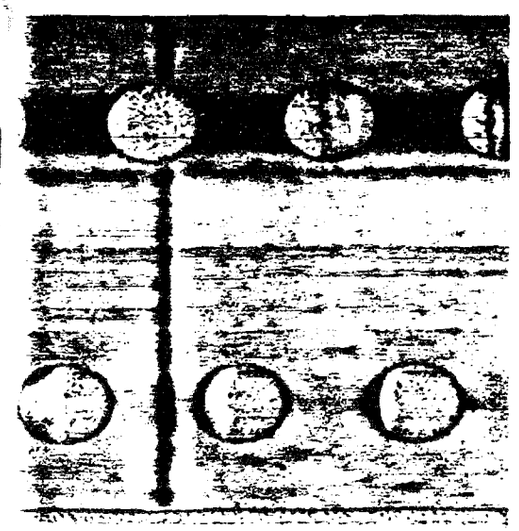
1. 1996 Taxes, a lien, not yet due and payable.

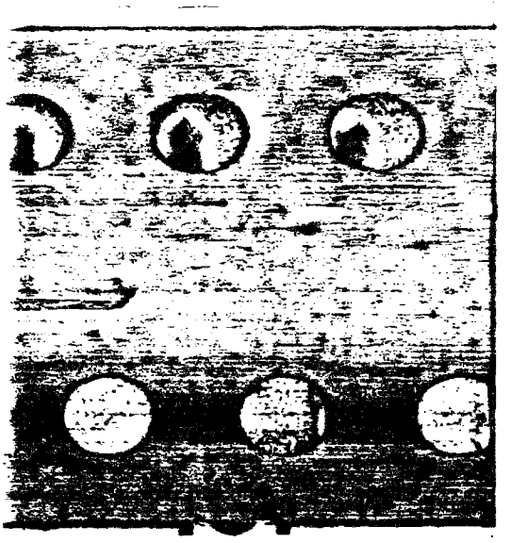
2. All matters shown on the plat recorded in Book 6250, page 338, said Register's Office, as amended at Book 8869, page 137, said Register's Office.

3. Covenants, conditions, restrictions, reservations, easements, liens for assessments, options, powers of attorney, and limitations on title set forth in restrictions recorded in Book 6504, page 723, said Register's Office, as amended in Book 8048, page 30, said Register's Office, and in any allied instrument(s) referred to in said restrictions.

4. Agreement for Common Driveway, Shared Parking and Utility Easements of record in Book 6504, page 751, said Register's Office, as amended in Book 7516, page 119, said Register's Office.

1341 07/31 0101 03CHECK 16675.00





OFFICIAL RECEIPT
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10138 PG 864

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
				CAMT 4500000.00
				CON TX 16650.00
				PRFEE 1.00
				WDEED 24.00
				TOTAL 16675.00
				CHECK 16675.00
07/31/96		01		11:40 0001 1341

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0209228
IDENTIF. # REFERENCE

96 JUL 31 AM 11:38
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1068931