BK 1448 PG 524

BOOK 10209 PG 794

SPECIAL WARRANTY DEED

FROM: JAMES W. AYERS,
Grantor

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	Williamson County: 12D-C-7.00 Davidson County: 159-209.00

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is Six Million Two Hundred Fifty-Five Thousand and No/100 Dollars ($6,255,000.00).

Bin Reames
Affiant

SUBSCRIBED AND SWORN TO before me, this the 1st day of ~~September~~ October, 1996.

Connie L. Edwards
Notary Public

My Commission Expires: 1/25/97

FOR AND IN CONSIDERATION OF the sum of Six Million Two Hundred Fifty-Five Thousand and No/100 Dollars ($6,255,000.00), the receipt

and sufficiency of which are hereby acknowledged, JAMES W. AYERS, an individual resident of Parsons, Tennessee (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 located partially in Williamson County, State of Tennessee, and partially 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 EMI Building, 101 Winners Circle, Brentwood, Tennessee 37027.

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.

Grantor hereby represents and warrants that the Property is not his personal residence.

And Grantor does further covenant and bind Grantor, his heirs, 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 my hand as of the 30th day of September, 1996.

GRANTOR:

JAMES W. AYERS

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, R. CLAYBOURNE PETREY, JR., a Notary Public of said County and State, JAMES W. AYERS, the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at Office, this 30th day of September, 1996.

Notary Public

My Commission Expires: September 18, 1999

Exhibit A to Special Warranty Deed

Property Description

Being a parcel of land partially in Nashville, Second Civil District, Davidson County, Tennessee, and partially in the City of Brentwood, Fifteenth Civil District, Williamson County, Tennessee, located at the northerly terminus of Winners Circle, being Lot No. 13, as shown on the plan of Section 7, Maryland Farms, as of record in Plat Book 8, page 39, Register's Office for Williamson County, Tennessee, and Surveyor's Certificate of Correction in Book 421, page 120, Register's Office for Williamson County, Tennessee, and Book 5800, page 90, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

Beginning at an iron pin on the southerly right-of-way line of Old Hickory Boulevard, said iron pin being westerly 1,838.62 feet from the westerly right-of-way line of Westpark Drive;

Thence leaving said right-of-way line with the westerly line of Lot No. 14 as shown on said plan of Section 7, Maryland Farms, S14°05'47"W 557.51 feet to an iron pin in the northerly terminus of Winners Circle:

Thence with said terminus and the northerly line of Lot No. 29 as shown on the plan of Section 21, Maryland Farms, as of record in Plat Book 9, page 61, Register's Office for Williamson County, Tennessee, N86°17'00"W 334.00 feet to a point in a drain;

Thence with said drain the following calls:

N12°11'42"E 215.27 feet to an iron pin;

N16°14'33"E 59.00 feet to an iron pin;

N41°55'26"E 46.80 feet to an iron pin;

S82°56'48"E 14.20 feet to an iron pin;

N17°42'53"E 144.70 feet to an iron pin;

N02°31'06"E 40.80 feet to an iron pin;

N09°26'37"W 51.22 feet to an iron pin in the southerly right-of-way line of Old Hickory Boulevard.

Thence, with said right-of-way line S88°08'32"E 324.48 feet to the point of beginning.

Containing 174,480 square feet or 4.00 acres more or less.

Together with an exclusive easement for ingress and egress along the western line of Tract 1 as shown on survey of Ragan, Smith, Murphy & Associates, dated June 14, 1982, and described as follows:

Beginning at an iron pin located at the southeast corner of the above described tract; thence, South 86 deg. 17'00" East 25 feet to a point; thence, North 14 deg. 05' 47" East 557.51 feet; thence, North 88 deg. 08' 32" West 25 feet to a point in the eastern boundary of Tract 2; thence, along said boundary South 14 deg. 05' 47" West 557.51 feet to the point of beginning, all forming a generally rectangular parcel 25 feet wide and 557.5 feet long.

Being the same property conveyed to James W. Ayers by Special Warranty Deed from First American National Bank, a national banking association in Book 966, page 328 of the Register's Office of Williamson County, Tennessee and in Book 8588, page 474 of the Register's Office of Davidson County, Tennessee.

The foregoing metes and bounds description is derived from the as-built survey prepared for Highwoods/Forsyth Limited Partnership by Wendell H. Talley, Sr. (Tennessee Registered Land Surveyor No. 785) dated April 25, 1991 and last revised September 24, 1996, said surveyor's address being c/o Barge, Waggoner, Sumner & Cannon, 162 Third Avenue North, Nashville, Tennessee 37219.

Exhibit B to Special Warranty Deed

Encumbrances

BOOK 10209 PG 799

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

2. Matters shown on the Plan of record in Book 8, page 39, Register's Office for Williamson County, Tennessee, and Surveyor Certificate of Correction of record in Book 421, page 120, said Register's Office.

3. Matters shown on the Plan of record in Book 5800, page 90, said Register's Office.

4. Limitations contained in the Warranty Deed of record in Book 508, page 402, Register's Office for Williamson County, Tennessee, and in Book 6455, page 468, Register's Office for Davidson County, Tennessee.

5. Declaration of Covenants, Conditions, Lien, Easements and Restrictions, including, but not limited to, easements, assessments, special assessments, charges and liens, contained in an instrument of record in Book 635, page 680, Register's Office for Williamson County, Tennessee, and in Book 7079, page 59, Register's Office for Davidson County, Tennessee, and as supplemented in Book 1354, page 658, Register's Office for Williamson County, Tennessee, and in Book 9896, page 386, Register's Office for Davidson County, Tennessee.

State of Tennessee, County of WILLIAMSON
Received for record the 01 day of
OCTOBER 1996 at 11:41 AM. (REC# 194429)
Recorded in official records
Book 1448 Page 524- 529
Notebook 57 Page 18
State Tax $23143.50 Clerks Fee $ 1.00,
Recording $ 24.00, Total $ 23168.50,
Register of Deeds SADIE WADE
Deputy Register SHERRY ANDERSON

0552 10/01 0102 03CHECK 24.00

96 OCT -1 PM 1:23

IDENTIFICATION REFERENCE
PICK-UP

02311445