BOOK 10244 PG 496

280546
Box 35

GENERAL WARRANTY DEED

FROM:	Cumberland Museums, Grantor	This instrument was prepared by:
TO:	Highwoods/Tennessee Holdings, L.P., a Tennessee limited partnership, Grantee	Lea W. Stouffer Farris, Warfield & Kanaday Suite 1900 SunTrust Center Nashville, TN 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 132-1.00 Field Book Numbers
c/o Highwoods/Eakin & Smith 2100 West End Avenue Suite 950 Nashville, TN 37203	Same	6DA-58300

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is Seven Hundred Fifty Five Thousand and 00/100 Dollars ($755,000.00).

W. Bin Reames
Affiant

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

Julie A. Carson
Notary Public

JULIE A. CARSON NOTARY PUBLIC DAVIDSON COUNTY TENNESSEE AT LARGE

My Commission Expires: 5-23-98

FOR AND IN CONSIDERATION OF the sum of Seven Hundred Fifty Five Thousand and 00/100 Dollars ($755,000.00), the receipt and sufficiency of which are hereby acknowledged, Cumberland Museums (formerly known as Nashville Children's Museum Association), a

Tennessee corporation (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto Highwoods/Tennessee Holdings, L.P., a Tennessee 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 unimproved property known as Lot 1, Grassmere Business Park, Section 1, Trousdale Drive, Nashville, Tennessee 37211.

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 the Grantee, its successors and assigns forever.

And Grantor does covenant with the Grantee that Grantor is lawfully seized and possessed of the Property in fee simple, Grantor has a good right to convey the Property, and the Property is unencumbered and unrestricted except as to those matters set forth on Exhibit B, to which this conveyance is expressly made subject.

Grantor does further covenant and bind Grantor, its successors and assigns to warrant and forever defend the title to the Property to the Grantee, its successors and assigns against the lawful claims of all persons whomsoever except as to those matters set

forth on Exhibit B, to which this conveyance is expressly made subject.

Witness its hand as of the 31st day of October, 1996.

CUMBERLAND MUSEUMS

By: Art Victorine
Art Victorine,
Chairman of the Board

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, JULIE A. CARSON, a Notary Public of said County and State, personally appeared Art Victorine, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Chairman of the Board (or other officer authorized to execute the instrument) of CUMBERLAND MUSEUMS, the within named bargainor, a corporation, and that he as such Chairman of the Board executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Chairman of the Board.

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

Julie A. Carson
Notary Public

JULIE A. CARSON NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TN

My Commission Expires: 5-23-98

EXHIBIT A

Property Description

Grassmere 6.13
Description

Being a parcel of land in Nashville, First Civil District, Thirtieth Councilmanic District, Davidson County, Tennessee, located on the easterly side of Trousdale Drive between Elysian Fields Road and Grassmere Park, being lot no. 1 as shown on the plan of Grassmere, Section One, as of record in Book 5200, Page 596, R.O.D.C. and being more particularly described as follows:

BEGINNING at a point in the easterly right-of-way line of Trousdale Drive, said point being the northerly terminus of a curve return to the northerly right-of-way line of Elysian Fields Road;

THENCE, with said easterly right-of-way line N 39° 28' E 746.11 feet to a point;

THENCE, leaving said right-of-way line with the southerly right-of-way line of Grassmere Park the following calls:

With a curve to the right 47.12 feet to a point, said curve having a central angle of 90° 00' 00", a radius of 30.0 feet, a tangent of 30.00 feet, and a chord of N 84° 28' 00" E 42.43 feet;

S 50° 32' 00" E 79.72 feet to a point;

With a curve to the left 76.97 feet to a point, said curve having a central angle of 13° 21' 50", a radius of 330.00 feet, a tangent of 38.66 feet and a chord of S 57° 12' 54" E 76.80 feet;

THENCE, leaving said right-of-way line with the westerly line of lot no. 2, as shown on said plan of Grassmere, Section One, S 00° 09' 00" W 553.29 feet to a point in the northerly right-of-way line of Elysian Fields Road;

THENCE, with said right-of-way line the following calls:

N 89° 51' 00" W 363.45 feet to a point;

N 86° 33' 00" W 256.80 feet to a point;

With a curve to the right 65.99 feet to the point of beginning, said curve having a central angle of 126° 00' 33",

a radius of 30.00 feet, a tangent of 58.90 feet, and a chord of N 23° 32' 19" W 53.46 feet.

Containing 267,128 square feet or 6.13 acres more or less.

Being part of the same property conveyed to Nashville Children's Museum Association, a Tennessee corporation (now Cumberland Museums) from Margaret Croft and Elise Croft by deed of record in Book 3765, page 248, as corrected by Deed of Correction of record in Book 3769, page 381, as amended in Book 4663, page 364, as corrected by Deed of Correction in Book 6008, page 856, Register's Office for Davidson County, Tennessee.

The foregoing metes and bounds description is derived from the survey prepared for Highwoods/Tennessee Holdings, L.P. by Wendell H. Talley, Sr. (Tennessee Registered Land Surveyor No. 785), dated 9-20-96, last revised 10-21-96, said Surveyor's address being c/o Barge, Waggoner, Sumner & Cannon, 162 Third Avenue North, Nashville, Tennessee 37219.

EXHIBIT B

Encumbrances

1. Real Property Taxes for 1996 and subsequent years.

2. Restrictive Covenants contained in an instrument of record in Book 6008, page 866, as amended in Book 6280, page 524, Register's Office for Davidson County, Tennessee.

3. All matters shown on the Plan of record in Book 5200, page 596, in said Register's Office.

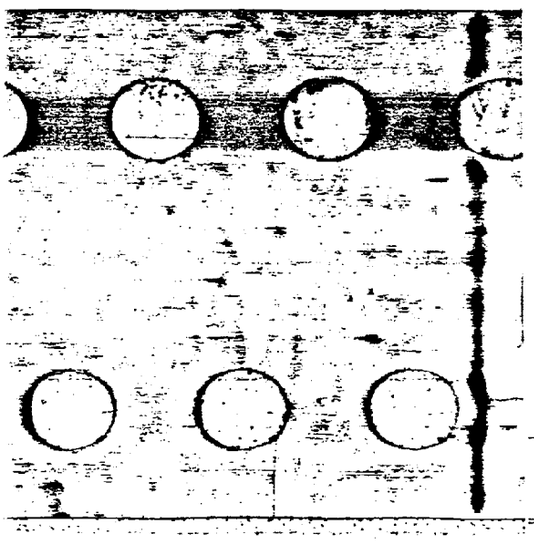
4. Agreement of record in Book 6008, page 895, in said Register's Office.

5. Agreement of record in Book 6008, page 903, in said Register's Office.

0242089
IDENTIF. ↑ REFERENCE

96 OCT 31 PM 2:12
FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TN.

6485 10/31 0101 03CHECK 2818.50



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

RECEIVED OF _____

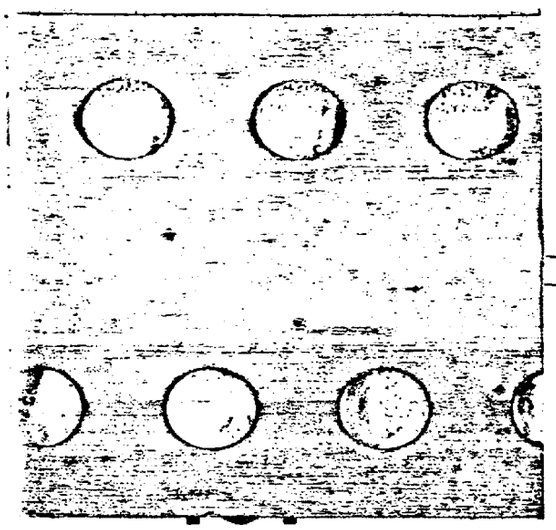
FOR _____

BOOK 10244 PG 502

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	755000.00
			CON TX	2793.50
			PRFEE	1.00
			WDEED	24.00
			TOTAL	2818.50
			CHECK	2818.50
10/31/96	01		14:14 0001	6485

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



0242089
IDENTIF. # REFERENCE

96 OCT 31 PM 2:12

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 1083431