BK 1458 PG 350

SPECIAL WARRANTY DEED

BOOK 10245 PG 775

FROM: Principal Mutual Life Insurance Company, Grantor

TO: Highwoods/Tennessee Holdings, L.P., Grantee

This instrument was prepared by:
Robert Roepsch
Principal Mutual Life Insurance Company
711 High Street
Des Moines, IA 50392

Address New Owner(s) as Follows:

c/o Highwoods Properties, Inc.
2100 West End Avenue
Suite 950
Nashville, TN 37203

Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes

Grantee

Map-Parcel Numbers

Tract I
Map 11A - Group C
Control Map 12D
Parcel 16.00

Map 159, Parcel 218

Tract II
Map 8M - Group C
Control Map 12D
Parcel 18.00

Map 159, Parcel 113

96 NOV -1 AM 10:57
FELIX Z. ... REGISTER
DAVIDSON COUNTY, TN.

PICK-UP

0242427
IDENTIF. & REFERENCE

STATE OF TENNESSEE
COUNTY OF Davidson

The actual consideration or value, whichever is greater, for this transfer is Sixteen Million Seven Hundred Fifty Thousand and 00/100 Dollars ($16,750,000.00).

W. Brian 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 LAKE CO. TENN. EXPIRES

My Commission Expires 5-23-98

FOR AND IN CONSIDERATION of the sum of Sixteen Million Seven Hundred Fifty Thousand and 00/100 Dollars ($16,750,000.00), the receipt and sufficiency of which are hereby acknowledged, Principal Mutual Life Insurance Company, an Iowa 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 certain tracts or parcels of land in Williamson County and 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 (a) Harpeth on the Green III, 105 Westpark Drive, Maryland Farms Office Park, Brentwood, Tennessee (with respect to Tract I as reflected on Exhibit A hereto), and (b) Harpeth on the Green IV, 100 Westwood Place, Maryland Farms Office Park, Brentwood, Tennessee (with respect to Tract II as reflected on Exhibit A hereto).

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 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 the Grantee, its successors and assigns against the lawful claims of all persons whomsoever claiming by, through or under Grantor (other than claims arising from the matters set forth on Exhibit "B" hereto), but not further or otherwise. This conveyance is expressly made subject to the matters set forth on Exhibit "B" hereto.

Witness my hand this 29th day of October, 1996, to be effective as of October 31, 1996.

GRANTOR:

PRINCIPAL MUTUAL LIFE INSURANCE COMPANY, an Iowa corporation

By: R L Winear (Seal)
R. L. Winear
Director
Corporate Real Estate

By: Ronald B Tenkin (Seal)
Ronald B. Tenkin
Director
Commercial Real Estate
Closing/Loan Administration

BR:kvz:s:reo761:swdw 10/9/96

BK 1458 PG 352

STATE OF IOWA)
)
COUNTY OF POLK)

BOOK 10245 PG 777

On this 29th day of October, 1996, before me, a Notary Public in and for said County, personally appeared R. L. Minear and Ronald B. Franklin to me personally known to be the identical persons whose names are subscribed to the instrument, who being each by me duly sworn did say that they are the Director, Corporate Real Estate and Director, Commercial Real Estate Closing/Loan Administration, respectively, of PRINCIPAL MUTUAL LIFE INSURANCE COMPANY, an Iowa corporation, and that the seal affixed to the said instrument is the seal of said corporation, and that said instrument was signed and sealed on behalf of the said corporation by authority of its Board of Directors, and the aforesaid officers each acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by each of them voluntarily executed.

Sharon E. Rodish
Notary Public in and for Polk County Iowa

SHARON E. RODISH
MY COMMISSION EXPIRES
July 8, 1999

Exhibit A
(WILLIAMSON COUNTY PORTION)
Phase III
Tract I

Being a tract of land in the 15th Civil District of Williamson County, Brentwood, Tennessee, and being known as Lot 16-C as recorded by Final Plat of Maryland Farms - Section 9 in Plat Book 8, page 131, and as per the Surveyor's Certificate of Correction as recorded in Book 628, page 2, Register's Office for Williamson County, Tennessee, and being more particularly described as follows:

Beginning at an existing iron pin on the Westerly right-of-way line of Westpark Drive, a 90-foot wide road, as recorded by the Final Plat of Maryland Farms - Section 3 in Book 8, page 9, Register's Office for Williamson County, Tennessee; said pin being 276.99 feet along said right-of-way line northwardly and eastwardly of the easterly common property corner to Lot 16-B as recorded by the Final Plat of Maryland Farms - Section 9 and Lot No. 8 as recorded by the Final Plat of Maryland Farms - Section 3 in Book 8, page 9, Register's Office for Williamson County, Tennessee; said pin also being the northeasterly property corner of Lot No. 16-B; thence leaving said right-of-way line with the northerly property line of said Lot No. 16-B, North 56 degrees 23 minutes 51 seconds West 90.28 feet to an existing iron pin; thence North 86 degrees 17 minutes 00 seconds West 161.02 feet to an existing P.K. nail; thence with a 12-foot radius curve to the left a distance of 13.69 feet to an existing P.K. nail; said curve has a chord bearing and distance North 53 degrees 35 minutes 44 seconds West 12.96 feet, thence North 86 degrees 17 minutes 00 seconds West 172.50 feet to an existing iron pin; thence South 3 degrees 43 minutes 00 seconds West 34.00 feet to an existing iron pin; thence North 86 degrees 17 minutes 00 seconds West 320.50 feet to an existing iron pin; thence South 3 degrees 43 minutes 00 seconds West 62.96 feet to an existing iron pin; said pin being on the Northerly property line of Lot No. 17, as recorded by the Final Plat of Maryland Farms - Section 10 in Book 8, page 71, Register's Office for Williamson County, Tennessee; thence with the Northerly property line of Lot No. 17, North 85 degrees 57 minutes 00 seconds West 62.66 feet to an existing iron pin; thence North 4 degrees 03 minutes 00 seconds East 396.52 feet to an existing iron pin on the Davidson/Williamson County Line; said pin being the Northwesterly property corner of the herein described tract; thence with said County line, South 86 degrees 06 minutes 46 seconds East 490.36 feet to an existing iron pin; said pin being the Northwesterly property corner of Lot No. 16-A; thence with the Westerly property line of Lot No. 16-A, South 3 degrees 43 minutes 00 seconds West 29.45 feet to a point; thence North 86 degrees 17 minutes 00 seconds West 9.50 feet to a point; thence South 3 degrees 43 minutes 00 seconds West 62.00 feet to a point; thence South 86 degrees 17 minutes 00 seconds East 0.50 feet to a point thence South 3 degrees 43 minutes 00 seconds West 62.00 feet to a point; thence North 86 degrees 17 minutes 00 seconds West 0.50 feet to a point; thence South 3 degrees 43 minutes 00 seconds West 107.00 feet to a point; thence South 86 degrees 17 minutes 00 seconds East 91.00 feet to a point; thence South 3 degrees 43 minutes 00 seconds West 7.00 feet to a point; thence South 86 degrees 17 minutes 00 seconds East

163.57 feet to a point; thence South 56 degrees 23 minutes 51 seconds East 100.42 feet to an existing iron pin on the Westerly right-of-way line of said Westpark Drive; thence with said right-of-way line in a southwardly and westwardly direction with a 520.00 foot radius curve to the left, a distance of 38.01 feet to the point of beginning; said curve has a chord bearing and distance South 33 degrees 36 minutes 09 seconds West 38.00 feet and containing 4.01 acres, more or less.

TOGETHER WITH all of the rights and interest appurtenant thereto by virtue of that Reciprocal Access and Cross Parking Easement of record in Book 842, page 195, Register's Office for Williamson County, Tennessee, and Book 8077, page 228, Register's Office for Davidson County, Tennessee.

Exhibit A
(DAVIDSON COUNTY PORTION)
Phase III
Tract I (continued)

Being a tract of land in the First Civil District of Metropolitan Nashville, Davidson County, Tennessee, and being more fully described as follows:

Beginning at an existing iron pin at the Northerly common property corner of Lot No. 16-A and 16-C, as recorded by the Final Plat of Maryland Farms - Section 9 in Book 8, page 131, and as per the Surveyor's Certificate of Correction as recorded in Book 628, page 2, Register's Office for Williamson County, Tennessee; said point also being located on the Davidson-Williamson County line; thence with the Northerly property line of Lot 16-C and said County line, North 86 degrees 06 minutes 46 seconds West 490.36 feet to an existing iron pin; thence leaving said county line, North 4 degrees 03 minutes 00 seconds East 53.48 feet to a point on the Southerly right-of-way line of Old Hickory Boulevard, a 120 foot wide road, as recorded by the Right-Of-Way Dedication Plat in Book 5200, page 480, Register's Office for Davidson County, Tennessee; thence with the Southerly right-of-way line of said road, South 88 degrees 11 minutes 57 seconds East 490.32 feet to a point; thence leaving said right-of-way line South 3 degrees 43 minutes 00 seconds West 71.33 feet to the point of beginning and containing 0.70 acres, more and less.

Being the same property conveyed to Principal Mutual Life Insurance Company by deed of record in Book 1039, page 925, Register's Office for Williamson County, Tennessee and Deed of Correction in Book 1073, page 463, Register's Office for Williamson County, Tennessee, and in Book 8829, page 131, Register's Office for Davidson County, Tennessee, and Deed of Correction in Book 8944, page 6, Register's Office for Davidson County, Tennessee.

BR/ak/s:reo761/descript
10/8/96

Exhibit A
(DAVIDSON AND WILLIAMSON COUNTY)
Phase IV
Tract II

Being a tract of land in the Second Civil District of Metro Nashville, Davidson County, Tennessee, and in the 15th Civil District of Williamson County, Tennessee, and within the City of Brentwood, Tennessee, said tract being Lot 49, Maryland Farms, Section 41, as shown on the Plat of record in Plat Book 12, page 140, and Plat Book 13, page 144, Register's Office for Williamson County, Tennessee, and being more fully described as follows:

Beginning at an iron pin on the North right-of-way line of Westwood Place at the Northwest corner of Lot 17 in Section 10, Maryland Farms, as recorded in Book 8, page 71, Register's Office for Williamson County, Tennessee, and preceding as follows:

Westwardly with the North right-of-way line of Westwood Place, 76.13 feet with the arc of a curve to the left that has a radius of 50 feet, and a chord bearing and distance of North 62 degrees 59 minutes 53 seconds West 68.99 feet to an iron pin; thence leaving Westwood Place, North 16 degrees 37 minutes 04 seconds West 10.00 feet to an iron pin; thence North 03 degrees 52 minutes 10 seconds East 66.45 feet to an iron pin; thence North 85 degrees 57 minutes 00 seconds West 361.50 feet to an iron pin on the East margin of Section 7, Maryland Farms, as recorded in Book 8, page 39, Register's Office for Williamson County, Tennessee; thence with said margin North 1 degree 51 minutes 28 seconds East 322.00 feet to an iron pin on the South right-of-way line of Old Hickory Boulevard, a 120 foot road; thence with said line South 88 degrees 08 minutes 32 seconds East 602.18 feet to an iron pin at the Northwest corner of Lot 16-C of Section 9, Maryland Farms, as recorded in Book 8, page 131, Register's Office for Williamson County, Tennessee; thence with the West line of Lot 16-C, South 04 degrees 03 minutes 00 seconds West 440.30 feet to an iron pin on the North line of Lot 17; thence with said line, North 85 degrees 57 minutes 00 seconds West 144.01 feet to an iron pin; thence South 70 degrees 37 minutes 18 seconds West 18.14 feet to the beginning and containing 219,242 square feet or 5.03 acres, more or less.

Being the same property conveyed to Principal Mutual Life Insurance Company by deed of record in Book 1039, page 931, Register's Office for Williamson County, Tennessee, and Deed of Correction in Book 1073, page 469, Register's Office for Williamson County, Tennessee and Book 8829, page 126, Register's Office of Davidson County, Tennessee, and Deed of Correction in Book 8944, page 1, Register's Office for Davidson County, Tennessee.

BR:kvz:s:reo762:descript
10/8/96

EXHIBIT B

1. Standby fees and taxes for the current year and subsequent years, and subsequent assessments for prior years due to change in/and usage or ownership.

2. Lien of 1996 State and Williamson County taxes.

3. Lien of 1996 City of Brentwood taxes.

4. Lien of 1996 Davidson County Metro taxes.

5. Declaration of Protective Covenants for Maryland Farms, dated January 1, 1987, of record in book 7079, page 59, Register's Office for Davidson County, Tennessee, and Book 635, page 680, Register's Office for Williamson County, Tennessee.

6. Supplement to Declaration of Protective Covenants for Maryland Farms, dated December 20, 1995, of record in Book 9896, page 396, Register's Office for Davidson County, Tennessee, and in Book 1354, page 658, Register's Office for Williamson County, Tennessee.

7. Public utility and drainage easements 10 feet in width on the westerly line and southwestern most corner of said tract, minimum set back lines of 15 feet on the northerly line, 20 feet on the westerly line, 30 feet along Westpark Drive, and 15 feet on the southwestern most corner of said tract; water and sewer line easement 10 feet in width across the southerly portions of said tract with an 8 inch sewer line located within easement; public utility and drainage easement 25 feet in width along the line fronting Westpark Drive, all as shown on the plat of record in Book 8, page 131, as amended in Book 628, page 2, Register's Office for Williamson County, Tennessee (Lot 16-C).

8. Drainage easement 20 feet in width running North and South across the Easterly portion of said tract; drainage easements 15 feet in width across the Northeasterly corner of said tract and intersecting with the aforementioned 20 foot drainage easement; minimum building set back lines of 51 feet on the Northerly, Westerly, Southerly and Easterly lines, and 60 feet along Westwood Place; easement 20 feet in width across the Southeasterly corner of said tract; public utility and drainage easement 20 feet in width along the line fronting Westwood Place; and a 0.72 reserve parcel for additional parking for proposed lot 50 on the Westerly portion of said tract, all as shown on the plat of record in Book 12, page 140, Register's Office for Williamson County, Tennessee (Lot 49).

9. The plat of record in Plat Book 13, page 144, Register's Office for Williamson County, Tennessee, voids vacates and supersedes the reserve parcel for parking on Lot No. 49, as shown on the plat of record in Plat Book 12, page 140, Register's Office for Williamson County, Tennessee (Lot 49).

10. The survey of Ragan-Smith-Murphy & Associates, Inc., dated September 3, 1996, as last revised on October 29, 1996, shows in addition to the items set out above, a 15 foot minimum building set back line from the southern and easterly lines, and 15 inch reinforced concrete pipe drainage lines across the southerly and northerly portions of the property. Said survey also shows that the concrete sidewalk serving the building located on Tract I extends across a portion of the 10 foot sanitary sewer easement and that the plaza area serving Tract I and adjoining property, extends across the 15 foot minimum building set back line along the easterly line (Lots 16-C).

11. The survey of Ragan-Smith-Murphy & Associates, Inc. dated September 3, 1996, as last revised on October 29, 1996, shows in addition to the items set out above, a 15 inch, 18 inch, and 24 inch concrete pipe drainage lines across the Southeasterly and Westerly portions of the property, and a 6-inch sewer line connecting the building to the sewer line in the sewer easement along Westwood Place. Said survey also shows that the concrete sidewalk serving the building extends across a portion of the 20 foot drainage easement (Lot 49).

12. Subordination, Non-Disturbance and Attornment Agreement executed by Maryland Farms Harpeth III, Principal Mutual Life Insurance Company and Alcoa Fujikura, Ltd., dated January 9, 1990, of record in Book 829, page 145, Register's Office for Williamson County, Tennessee (Lot 16-C).

13. Subordination, Non-Disturbance and Attornment Agreement executed by Marland Farms Harpeth III, Principal Mutual Life Insurance Company and Empire Berol Corporation, dated January 9, 1990, of record in Book 829, page 153, Register's Office for Williamson County Tennessee, (Lot 16-C).

14. Subordination, Non-Disturbance and Attornment Agreement executed by Maryland Farms Harpeth III, Principal Mutual Life Insurance Company and Philip Morris USA, dated January 9, 1990, of record in Book 829, page 161, Register's Office for Williamson County, Tennessee (Lot 16-C).

15. Subordination, Non-Disturbance and Attornment Agreement of record in Book 833, page 993, and Book 834, page 1, Register's Office for Williamson County, Tennessee (Lot 49).

16. Reciprocal Access and Parking Easement of record in Book 842, page 195, Register's Office for Williamson County, Tennessee, and Book 8077, page 228, Register's Office for Davison County, Tennessee, for Lots 16-A, 16-B and 49 (Lot 16-C).

17. Reciprocal Access and Parking Easement of record in Book 842, page 195, Register's Office for Williamson County, Tennessee, and Book 8077, page 228, Register's Office for Davison County, Tennessee, for Lots 16-A, 16-B and 16-C (Lot 49).

18 All laws, regulations, and ordinances of municipal and other governmental authorities relating to the herein described property.

BR:kvz:s:reo761:exhb1
10/25/96

State of Tennessee, County of WILLIAMSON
Received for record the 31 day of
OCTOBER 1996 at 4:25 PM. (RECH 197811)
Recorded in official records
Book 1458 Page 350- 359
Notebook 57 Page 88
State Tax $61975.00 Clerks Fee $ 1.00,
Recording $ 40.00, Total $ 62016.00,
Register of Deeds SADIE WADE
Deputy Register BRENDA KING

6846 11/01 0101 03CHECK 40.00