Box 41
#3

BOOK 10273 PG 901

SPECIAL WARRANTY DEED

FROM: HIGHWOODS/FORSYTH LIMITED PARTNERSHIP, a North Carolina limited partnership, **Grantor**

TO: W. FRED WILLIAMS, TRUSTEE, **Grantee**

This instrument was prepared by:
W. Fred Williams
Farris, Warfield & Kanaday
SunTrust 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
c/o Farris, Warfield & Kanaday SunTrust Center 424 Church St., Suite 1900 Nashville, TN 37219	Same	95-16-18.00 95-16-37.00

NO TRANSFER TAX IS DUE ON THIS CONVEYANCE PURSUANT TO TENNESSEE CODE ANNOTATED SECTION 67-4-409(a)(3)(F) AND NO OATH OF VALUE IS REQUIRED PURSUANT TO TENNESSEE CODE ANNOTATED SECTION 67-4-409(a)(5).

PURSUANT TO the terms of that certain Trust Agreement dated as of November 27, 1996, by and between HIGHWOODS/FORSYTH LIMITED PARTNERSHIP, a North Carolina limited partnership ("Grantor"), and W. FRED WILLIAMS, TRUSTEE ("Grantee"), and for and in consideration of the creation of the beneficial interest in trust pursuant to such Trust Agreement (and no monetary consideration), the receipt and sufficiency of which is hereby acknowledged, Grantor has bargained and sold, and by these presents does transfer and convey unto Grantee, his successors and assigns, with full power to sell, transfer, mortgage, encumber and convey without the joinder of any beneficiary, 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 unimproved property located at 2626 Elm Hill Pike in Nashville, Davidson County, Tennessee.

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, his 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, his 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 its hand as of the 27th day of November, 1996.

GRANTOR:

HIGHWOODS/FORSYTH LIMITED PARTNERSHIP, a North Carolina limited partnership

By: Highwoods Properties, Inc., its general partner

By: Brian Reames

Title: Vice President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Connie L. Edwards, a Notary Public of said County and State, personally appeared Brian Reames, 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 Vice President of Highwoods Properties, Inc., a corporation, the general partner of HIGHWOODS/FORSYTH LIMITED PARTNERSHIP, the within named bargainor, a North Carolina limited partnership, and that he as such Vice President executed the foregoing instrument for the purposes therein contained by signing the name of him self as Vice President of Highwoods Properties, Inc., the general partner of HIGHWOODS/FORSYTH LIMITED PARTNERSHIP.

Witness my hand and seal, at Office, this 27th day of November, 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, located on the northerly side of Elm Hill Pike, being Lot 2 as shown on the Plan of Phase II, Lakeview Ridge Office Park of record in Book 9700, Page 279, R.O.D.C.

Containing 778,233 square feet or 17.87 acres, more or less.

Being part of the same property conveyed to Highwoods/Forsyth Limited Partnership by Quitclaim Deed from Ridge Development, LLC, of record in Book 9998, page 490, Register's Office for Davidson County, Tennessee and being the same property conveyed to Highwoods/Forsyth Limited Partnership by Special Warranty Deed from Allen Thomas and wife, Betty E. Thomas, of record in Book 10203, page 889, Register's Office for Davidson County, Tennessee.

This property description was prepared from a plat prepared by Mark E. Sawyer of Barge, Waggoner, Sumner and Cannon, Inc., Tennessee License Number 1649, which plat is entitled Phase II Lakeview Ridge Office Park, of record in Book 9700, page 279, Register's Office of Davidson County, Tennessee.

EXHIBIT B

ENCUMBRANCES

1. Davidson County taxes for 1996, unpaid, but not delinquent until March 1, 1997.

2. Septic tank and overflow field easement as set forth in instrument recorded in Book 4316, page 362, Register's Office for Davidson County.

3. Sanitary sewers and/or storm drainage easement and any temporary construction easement(s) as set forth in instrument recorded in Book 4365, page 649, said Register's Office.

4. Sanitary sewers and/or storm drainage easement and any temporary easement(s) as set forth in instrument recorded in Book 4671, page 267, said Register's Office.

5. Drainage Easement(s) as set forth in instrument recorded in Deed Book 4908, page 950, said Register's Office.

6. All matters shown on Plat recorded in Book 9700, page 279, said Register's Office.

7. Declaration of Reciprocal Easements and Restrictive Covenants of record in Book 6677, page 218, said Register's Office, as amended in Book 7070, page 707, said Register's Office.

8. Storm Water Detention Agreement of record in Book 6677, page 212, said Register's Office.

9. Slope and Drainage Easement as set forth in instrument recorded in Deed Book 4915, page 452, said Register's Office.

10. Sanitary sewers and/or storm drainage easement and any temporary construction easement(s) as set forth in instrument recorded in Book 4807, page 934, said Register's Office.

11. Conveyances of sewer mains of record in Book 7240, pages 657 and 661, said Register's Office.

12. Survey Number 9040-04, dated 5/8/95, last revised 3/28/96, prepared by Barge, Waggoner, Sumner & Cannon, Inc., Surveyors, including but not limited to the following:

    (a) Mislocated fences in the easterly, westerly and northerly portions of the subject property.
    (b) Asphalt drive encroaches onto the northwesterly portion of the subject property.
    (c) Power poles, power and telephone lines and guy wires in southeasterly portion as shown on said survey.
    (d) Underground utilities have not been located.
    (e) 10' Waterline Easement in southwesterly portion.
    (f) 10' Sewer Easement and 20' Sewer and Drainage Easement in southeasterly portion.

    All as more particularly shown on said survey.

0250814
IDENTIF. ↑ REFERENCE
96 NOV 27 PM 2:50
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.
0020 11/27 0101 03CHECK 16.00