Box 41

BOOK 10273 PG 905

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

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 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 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 himself 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 himself 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 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 Highwoods/Forsyth Limited Partnership, a North Carolina limited partnership, by Special Warranty Deed from James W. Ayers, of record in Book 10209, page 794, Register's Office for Davidson County, Tennessee, and in Book 1448, page 524, Register's Office for Williamson County, Tennessee.

The above description is the same as that contained in the prior deed.

EXHIBIT B

ENCUMBRANCES

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

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

3. City of Brentwood taxes for 1996, unpaid, but not delinquent until March 1, 1997.

4. 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.

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

6. 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.

7. 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.

8. Subject to the liens of any unpaid assessments and/or special assessments.

9. Rights of others in and to the common elements.

10. All matters shown on the plat of the "As-Built Survey - Sparrow Building" by Wendell H. Talley, Jr., Tenn. RLS No. 785, Barge, Waggoner, Sumner & Cannon, dated 4-5-91, last revised 9-24-96, File No. 7508-27.

11. Rights of tenants in possession under unrecorded leases.

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IDENTIF. ↑ REFERENCE
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FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TN.
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