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BOOK 10273 PG 915

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	104-6-111.00

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 improved property known as "3401 West End Avenue Office Building" located at 3401 West End Avenue, 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 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

NOTARY PUBLIC

My Commission Expires: 1/25/97

EXHIBIT A

Property Description

ALL THAT TRACT OR PARCEL OF LAND KNOWN AS LOT NUMBERS 9, 10, 11, 12, 13 & 14 ON THE PLAN OF BRANSFORD REALTY COMPANY'S WEST END HEIGHTS OF RECORD IN BOOK 332, PAGES 124 AND 125, REGISTER'S OFFICE, DAVIDSON COUNTY, TENNESSEE, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE POINT OF INTERSECTION OF THE SOUTHEASTERLY RIGHT-OF-WAY LINE OF WEST END AVENUE (HAVING A 100' RIGHT-OF-WAY WIDTH) AND THE SOUTHWESTERLY RIGHT-OF-WAY LINE OF ORLEANS DRIVE (HAVING A 50' RIGHT-OF-WAY WIDTH), AND RUNNING THENCE SOUTH 70°37'12" EAST ALONG SAID RIGHT-OF-WAY LINE OF ORLEANS DRIVE 50.74 FEET TO AN IRON PIN, SAID POINT BEING THE TRUE POINT OF BEGINNING.

FROM THE POINT OF BEGINNING AS THUS ESTABLISHED, RUNNING THENCE SOUTH 70°37'12" EAST ALONG SAID RIGHT-OF-WAY LINE OF ORLEANS DRIVE 78.28 FEET TO AN IRON PIN, RUNNING THENCE ALONG AN ARC OF A CURVE TO THE RIGHT AN ARC DISTANCE OF 89.55 FEET, SAID ARC HAVING A RADIUS OF 60.29 FEETAND BEING SUBTENDED BY A CHORD BEARING SOUTH 28°04'08.5" EAST A CHORD DISTANCE OF 81.55 FEET TO AN IRON PIN ON THE WESTERLY RIGHT-OF-WAY LINE OF ACKLEN AVENUE (HAVING A 50' RIGHT-OF-WAY WIDTH), RUNNING THENCE ALONG SAID RIGHT-OF-WAY LINE SOUTH 14°28'55" WEST 238.41 FEET TO AN IRON PIN, RUNNING THENCE ALONG THE ARC OF A CURVE TO THE LEFT AN ARC DISTANCE OF 226.93 FEET, SAID ARC HAVING A RADIUS OF 555.39 FEET AND BEING SUBTENDED BY A CHORD BEARING SOUTH 02°46'36" WEST A CHORD DISTANCE OF 225.35 FEET TO AN IRON PIN, THENCE LEAVING SAID RIGHT-OF-WAY LINE AND RUNNING NORTH 50°12'11" WEST 423.50 FEET TO AN IRON PIN WHICH IS LOCATED ON THE SOUTHEASTERLY RIGHT-OF-WAY LINE OF WEST END AVENUE, RUNNING THENCE ALONG SAID RIGHT-OF-WAY LINE NORTH 41°00'40" EAST 357.58 FEET TO AN IRON PIN, RUNNING THENCE ALONG THE ARC OF A CURVE TO THE RIGHT AN ARC DISTANCE OF 53.88 FEET, SAID ARC HAVING A RADIUS OF 45.16 FEET AND BEING SUBTENDED BY A CHORD BEARING NORTH 75°11'44" EAST A CHORD DISTANCE OF 50.74 FEET TO AN IRON PIN WHICH IS LOCATED ON THE SOUTHWESTERLY RIGHT-OF-WAY LINE OF ORLEANS DRIVE, SAID POINT BEING THE TRUE POINT OF BEGINNING, SAID TRACT (CONTAINING 2.633 ACRES) BEING SHOWN AS 3401 WEST END AVENUE, NASHVILLE, TENNESSEE, ON THAT CERTAIN AS-BUILT SURVEY PREPARED FOR ROCK REAL ESTATE PARTNERS NO. 3 (NASHVILLE), L.P.; BY MICHAEL V. HOLMES & ASSOCIATES, INC., CERTIFIED BY MICHAEL V. HOLMES, TENNESSEE REGISTERED LAND SURVEYOR NO. 213, DATED MARCH 15, 1982, last revised March 4, 1996.

Being the same property conveyed to Highwoods/Forsyth Limited Partnership by Quitclaim Deed from 3401 Associates, L.P., of record in Book 9998, page 473, Register's Office for Davidson County, Tennessee.

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

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

EXHIBIT B

ENCUMBRANCES

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

2. Deed of Trust given to Frank Freels, as Trustee, recorded in Book 9099, page 65, which Deed of Trust is now securing First Union National Bank of North Carolina, by virtue of Assignment recorded in Book 9998, page 477, Register's Office for Davidson County, Tennessee.

   Together with the following supporting document(s):
   (a) Assumption Agreement of record in Book 9998, page 480, said Register's Office.
   (b) Financing Statement securing First Union National Bank of North Carolina recorded under No. E-0035486.

3. All matters shown on Survey No. 80-030, dated 3/15/82, last revised 3/4/96, prepared by H & H Land Surveying, Inc.

4. Rights of tenants in possession under unrecorded leases.

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IDENTIF. ↑ REFERENCE

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RELIA Z. NELSON II REGISTER
DAVIDSON COUNTY, TN.

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