#7
Box 41

BOOK 10273 PG 919

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	95-16-36.00

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 a part of the "Lakeview Ridge Office Park" located at 2620 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 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 in Nashville, First Civil District, Fourteenth Councilmanic District, Davidson County, Tennessee, located on the northerly side of Elm Hill Pike, east of Emery Drive, being Lot No. 1 as shown on the plan of Lakeview Ridge Office Park as of record in Book 6250, page 669, R.O.D.C., as amended in Book 6200, page 707, R.O.D.C., and being more particularly described as follows:

BEGINNING at a point in the northerly right-of-way line of Elm Hill Pike, said point being easterly 266 feet, more or less, from the easterly right-of-way line of Emery Drive and said point also being the southeasterly corner of Lakeland Subdivision, as of record in Book 2133, Page 15, R.O.D.C.;

THENCE, leaving said right-of-way line with the easterly line of said Lakeland Subdivision, N 01° 30′ 07" E, 165.28 feet to a point;

THENCE, continuing with said line N 02° 12′ 40" E, 358.50 feet to a point;

THENCE, leaving said line with a southerly line of property conveyed to Lakeview Associates by deed of record in Book 6532, Page 314, R.O.D.C. the following calls:

S 88° 02′ 07" E, 284.00 feet to a point;
S 76° 21′ 47" E, 26.61 feet to a point;
S 12° 34′ 53" W, 13.20 feet to a point;
S 77° 25′ 07" E, 170.00 feet to a point;
S 88° 02′ 07" E, 130.00 feet to a point;

THENCE, with a westerly line of said Lakeview Associates property S 10° 08′ 46" W, 292.57 feet to a point;

THENCE, continuing with said line S 01° 50′ 13" E, 168.68 feet to a point in the northerly right-of-way line of Elm Hill Pike;

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

With a curve to the right 186.77 feet to a point, said curve having a central angle of 03° 48′ 06", a radius of 2,814.78 feet, a tangent of 93.42 feet and a chord of N 89° 56′ 10" W, 186.73 feet;

N 88° 02′ 07" W, 30.48 feet to a point;
S 01° 57′ 53" W, 10.00 feet to a point;
N 88° 02′ 07" W, 357.36 feet to the point of beginning.

Containing 289,828 square feet or 6.65 acres more or less.

Being the same property conveyed to Highwoods/Forsyth Limited Partnership by Quitclaim Deed from Lakeview Ridge, L.P., of record in Book 9998, page 456, Register's Office for Davidson County, Tennessee.

Together with an easement for a common driveway as described in the 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.

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

EXHIBIT B

ENCUMBRANCES

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

2. Covenants, conditions, restrictions, reservations, easements, liens for assessments, options, powers of attorney, and limitations on title set forth in restrictions recorded in Book 6677, page 218, Register's Office for Davidson County, as amended in Book 7070, page 707, said Register's Office, and in any allied instrument(s) referred to in said restrictions.

3. Easement(s) to Metropolitan Government of Nashville and Davidson County, as set forth in instrument recorded in Book 4671, page 267, said Register's Office.

4. Easement(s) to Metropolitan Government of Nashville and Davidson County, as set forth in instrument recorded in Book 4908, page 950, said Register's Office.

5. All matters shown on Plat recorded in Book 6250, page 669, as amended by Book 6200, page 707, including but not limited to:

   (a) Restrictions as set forth in Owner's Certificate.
   (b) A 35' permanent drainage easement along the southerly line of said tract, as of record in Book 4908, page 950, said Register's Office.
   (c) A 20' easement for sanitary sewers containing a 30' sanitary sewer line in the southeasterly corner of said tract, as of record in Book 4671, page 267, said Register's Office.
   (d) A 10' drainage easement in the southeasterly portion of said tract.
   (e) A detention easement of unspecified dimensions in the northeasterly portion of said tract.
   (f) A 20' easement for sanitary sewers containing a proposed 8" sanitary sewer line running across the easterly portion of said tract.
   (g) A ramp in the southeast corner of said tract.
   (h) A 10' easement for public utility purposes running across the easterly and central portions of said tract located within a 24 foot ingress and egress easement.
   (i) Two (2) Nashville Electric Service anchor easements located adjacent to the northerly margin of Elm Hill Pike and notes on the plat which state that "The requirements of ordinance 084-142 will apply to the recording of this subdivision plat. All existing buildings to be demolished. Each owner or successive owner shall have a nonexclusive easement over the property of the other within the Declaration of Reciprocal Easements and Restrictive Covenants of record in Book 6677, page 218, Register's Office for Davidson County, Tennessee. To be developed in accordance with the Metropolitan Zoning Ordinance. This plat is being recorded as part of P.U.D. enacted by zoning proposal no. 291-84-U. Access shall be permitted only at points shown."

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

7. All matters shown on Survey Number 9040-04, last revised 3/28/96, prepared by Barge, Waggoner, Sumner & Cannon, Surveyors, including but not limited to the following:

   (a) Telephone Box in the southwesterly corner of the subject property.
   (b) Drainage System surrounding the Main Building.

   All as more particularly shown on said survey.

8. Memorandum of Lease by and between Lakeview Ridge, L.P., a Tennessee limited partnership and The Kroger Co. in Book 9245, page 464, being the subject of Non-Disturbance, Attornment and Subordination Agreement of record in Book 9263, page 760, said Register's Office.

9. Terms and provisions of unrecorded lease to Centex-Rodgers Company being the subject of Subordination, Non-Disturbance and Attornment Agreement of record in Book 9263, page 754, said Register's Office.

10. Deed of Trust given to D. Shannon LeRoy, as Trustee, recorded in Book 9234, page 536, said Register's Office, which Deed of Trust is now securing First Union National Bank of North Carolina, by virtue of Assignment recorded in Book 9998, page 460, said Register's Office.

    Together with the following supporting documents:
    (a) Financing Statement of record in Book 9234, page 555, said Register's Office.
    (b) Assignment of Leases of record in Book 9234, page 558, said Register's Office.
    (c) UCC-1 filed with the Tennessee Secretary of State at File No. 276419.
    (d) Assumption Agreement of record in Book 9998, page 463, said Register's Office.
    (e) Financing Statement securing First Union National Bank of North Carolina recorder under No. E0035485.

11. Rights of tenants in possession under unrecorded leases.

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IDENTIF. ↑ REFERENCE

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FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

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