Box 41

9

SPECIAL WARRANTY DEED

BOOK 10273 PG 929

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	Map 107, Parcel 127

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 Century City Plaza I, 51 Century Boulevard, 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, being Lot D-1 shown on the subdivision of Century City Lot D, as of record in Book 6250, Page 338, and amended in Book 8869, Page 137, Register's Office Davidson County, Tennessee, and being more particularly described as follows:

BEGINNING at an iron pin in the easterly right-of-way of McGavock Pike, said pin being the common corner of Lots D-1 and D-2, and further described as being 514.25 feet southerly from the centerline of Century Boulevard;

THENCE, along said easterly right-of-way of McGavock Pike, N 08° 05' 22" E, 419.25 feet to a point lying at the southeasterly intersection of McGavock Pike and Century Boulevard;

THENCE, leaving said right-of-way with a curve to the right, 78.54 feet to a point in the southerly right-of-way of Century Boulevard, said curve having a radius of 50.00 feet, a central angle of 90° 00' 00", a tangent distance of 50.00 feet and a chord of N 53° 05' 22" E, 70.71 feet;

THENCE, with said southerly right-of-way of Century Boulevard, S 81° 54' 38" E, 66.77 feet to a point;

THENCE, continuing with said right-of-way with a curve to the right, 387.68 feet to a point, said curve having a radius of 350.21 feet, a central angle of 63° 25' 34", a tangent distance of 216.41 feet and a chord of S 50° 11' 51" E, 368.19 feet;

THENCE, continuing with said right-of-way S 18° 29' 04" E, 37.53 feet to the common corner to Lots D-1 and D-2;

THENCE, leaving said right-of-way of Century Boulevard with the common line between said lots, S 53° 05' 22" W, 342.44 feet to a point;

THENCE, continuing with said common line, S 81° 54' 38" E, 204.63 feet to an iron pin in the easterly right-of-way of McGavock Pike, the point of beginning.

Containing 158,994 square feet or 3.65 acres, more or less.

BEING the same property conveyed to Highwoods/Forsyth Limited Partnership, a North Carolina limited partnership, by Special Warranty Deed from Vantage Associates, a Tennessee General Partnership, of record in Book 10138, page 858, Register's Office for Davidson County, Tennessee.

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

EXHIBIT B

ENCUMBRANCES

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

2. All matters shown on the plat recorded in Book 6250, page 338, said Register's Office, as amended at Book 8869, page 137, said Register's Office.

3. Covenants, conditions, restrictions, reservations, easements, liens for assessments, options, powers of attorney, and limitations on title set forth in restrictions recorded in Book 6504, page 723, said Register's Office, as amended in Book 8048, page 30, said Register's Office, and in any allied instrument(s) referred to in said restrictions.

4. Agreement for Common Driveway, Shared Parking and Utility Easements of record in Book 6504, page 751, said Register's Office, as amended in Book 7516, page 119, said Register's Office.

5. Rights of tenants in possession under unrecorded leases.

0250820
IDENTIF. ↑ REFERENCE

96 NOV 27 PM 2:52
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

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