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:
Lea W. Stouffer
Farris, Warfield & Kanaday, PLC
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, PLC SunTrust Center 424 Church St., Suite 1900 Nashville, TN 37219	Same	Map 12D-3, Parcel 5 (Williamson County) Map 159, Parcel 221 (Davidson County)

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 to be effective as of October 1, 1997, 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 Williamson County and 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.

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 1st day of October, 1997.

GRANTOR:

HIGHWOODS/FORSYTH LIMITED PARTNERSHIP, a North Carolina limited partnership

By: Highwoods Properties, Inc., its general partner

By: W. Brian Reames

Title: Vice President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Peggy J. Tetrick, a Notary Public of said County and State, personally appeared W. 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 1st day of October, 1997.

Peggy J. Tetrick
Notary Public

My Commission Expires: March 21, 1998

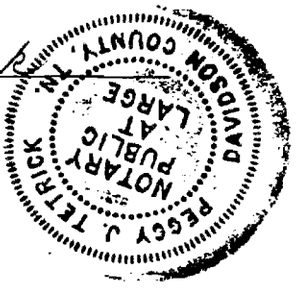


EXHIBIT A

Property Description

MARYLAND FARMS SITE

A tract of land in the 1st Civil District of Metropolitan Nashville, Davidson County, Tennessee, and the 15th Civil District of Williamson County, City of Brentwood, Tennessee, and being Lot 26 as shown on the plan entitled "Maryland Farms Section 16" as recorded in Plat Book 14, page 58, Register's Office for Williamson County, Tennessee, and also described according to a survey prepared by Ragan-Smith Associates, Inc., 315 Woodland Street, Nashville, Tennessee, dated September 25, 1996 and updated September 23, 1997, project number 78-063/5292 and being more particularly described as follows:

Beginning at an existing concrete monument on the southerly right-of-way line of Old Hickory Boulevard (a 120 foot wide road) said monument being the northwest corner of lot 13 as shown on the plan entitled "Maryland Farms Section 7" as recorded in Plat Book 8, page 39, Register's Office for Williamson County, Tennessee; thence

1. Leaving the southerly right of way line of Old Hickory Boulevard and with the westerly line of lot 13, S 08° 34' 34" E, 51.62 feet, (S 09° 24' 28" E, 51.38' recorded) to an existing concrete monument; thence

2. With said westerly line, S 03° 20' 55" W, 40.56 feet, (S 02° 31' 06" W, 40.80' recorded) to an iron pin set; thence

3. With said westerly line, S 17° 38' 12" W, 144.58 feet, (S 17° 42' 53" W, 144.70' recorded) to an existing iron pin; thence

4. With said westerly line, N 83° 16' 37" W, 14.42 feet, (N 82° 56' 48" W, 14.20' recorded) to an iron pin set; thence

5. With said westerly line, S 41° 29' 22" W, 46.32 feet, (S 41° 55' 26" W, 46.80' recorded) to an existing iron pin; thence

6. With said westerly line, S 16° 44' 53" W, 59.28 feet, (S 16° 14' 33" W, 59.00' recorded) to an existing iron pin; thence

7. With the northerly line of lot 1 as shown on the Plan entitled "Maryland Farms Section 54" as of record in Plat Book 20, page 38, Register's Office for Williamson County, Tennessee, S 85° 15' 17" W, 417.78 feet (S 85° 08' 41" W, 418.33' recorded) to an iron pin set in the northeasterly right-of-way line of the cul-de-sac curve of Continental Place; thence

8. With said northeasterly cul-de-sac curve, 50.00 feet along the arc of a curve that has a radius of 50.00 feet to an existing iron pin, said curve has a chord bearing and distance N 07° 48' 42" E, 47.94 feet, (chord bearing and distance N 07° 41' 37.5" E, 47.94' recorded); thence

9. Leaving said right-of-way line and with the southeasterly line of lot 64 as shown on the plan entitled "Maryland Farms Section 53" as of record in Plat Book 19, page 20, Register's Office for Williamson County, Tennessee, N 69° 02' 46" E, 93.92 feet (N 69° 02' 46" E, 93.95' recorded) to an existing iron pin; thence

10. With the easterly line of lot 64, N 04° 49' 26" E, 287.31 feet (N 04° 42' 35" E, 287.36' recorded) to an existing iron pin in the southerly right-of-way of Old Hickory Boulevard, thence

11. With said southerly right-of-way line, S 88° 01' 40" E, 398.76 feet (S 88° 08' 32" E, 398.58' recorded) to the point of beginning and containing 134,682 square feet or 3.092 acres, more or less, as calculated by the above courses and distances which were determined

within the precision requirements of a Class "Urban" ALTA/ACSM Land Title Survey of 1992.

Said property is located on Continental Place, Brentwood, Tennessee, 37027.

Being the same property conveyed to Highwoods/Forsyth Limited Partnership by deed from James W. Ayers of record in Book 10628, page 89, Register's Office for Davidson County, Tennessee and in Book 1573, page 103, Register's Office for Williamson County, Tennessee.

This description was taken from a survey prepared by Ragan-Smith Associates, Inc., 315 Woodland Street, Nashville, Tennessee, dated September 25, 1996 and updated September 23, 1997, project number 78-063/5292.

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

EXHIBIT B

ENCUMBRANCES

1. Williamson County taxes for 1997, a lien but not yet due and payable.

2. City of Brentwood taxes for 1997, a lien but not yet due and payable.

3. Davidson County taxes for 1997, a lien but not yet due and payable.

4. Terms, conditions, easements, rights and liens as set forth in the Declaration of Covenants, Conditions and Restrictions 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 of record in Book 9896, page 386, Book 1461, page 116, re-recorded in Book 1465, page 451, Register's Office for Davidson County, Tennessee.

5. Matters shown on the Plan of record in Book 14, page 58, said Register's Office.

6. All matters shown on the survey prepared by Jackie L. Dillehay, RLS Tenn. No. 1417, Ragan-Smith Associates, dated September 25, 1996, last updated September 23, 1997.

0361358
IDENTIFICATION REFERENCE

97 OCT 21 PM 3:36
FELIX A. ... REGISTER
DAVIDSON COUNTY, TN.

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