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BK 1601 PG 756

BOOK 10721 PG 562

SPECIAL WARRANTY DEED

FROM: Financial Enterprises III Limited Company, a Virginia limited liability company

TO: HIGHWOODS/TENNESSEE HOLDINGS, L.P., a Tennessee limited partnership, **Grantee**

This instrument was prepared by:
Lea W. Stouffer, Esq.
Farris, Warfield & Kanaday, PLC
424 Church St., Suite 1900
SunTrust Center
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**
Highwoods/Tennessee Holdings, L.P. c/o Highwoods/Eakin & Smith 2100 West End Avenue Suite 950 Nashville, TN 37203	Same	Map 12D Group C Parcel 8 (Williamson County) Map 159 Parcel 214 (Davidson County)

1320 12/15 0101 03CHECK 28.00

STATE OF TENNESSEE)
COUNTY OF Davidson)

The actual consideration or value, whichever is greater, for this transfer is Eight Million Six Hundred Twenty-Five Thousand and No/100 Dollars ($8,625,000.00).

W. Bin Reames
Affiant

SUBSCRIBED AND SWORN TO before me, this the 15th day of December, 1997.

Julie A. Carson
Notary Public

My Commission Expires: 5-23-98

97 DEC 15 PM 4:09
FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TN.

IDENTIF. & REFERENCE

0380275

277121.1 11/13/97

FOR AND IN CONSIDERATION OF the sum of Eight Million Six Hundred Twenty-Five Thousand and No/100 Dollars ($8,625,000.00), the receipt and sufficiency of which are hereby acknowledged, FINANCIAL ENTERPRISES III LIMITED COMPANY, a Virginia limited liability company (the "**Grantor**"), has bargained and sold, and by these presents does transfer and convey unto HIGHWOODS/TENNESSEE HOLDINGS, L.P., a Tennessee limited partnership (the "**Grantee**"), its successors and assigns a certain tract or parcel of land in Davidson County and Williamson 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 100 Winners Circle, Brentwood, 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 Grantee, its successors and assigns forever.

And Grantor does covenant with 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 Grantee, its 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.

Grantor also transfers and assigns to Grantee, its successors and assigns, all of the right, title and interest of Grantor in and to a perpetual non-exclusive easement for ingress and egress over Grantor's driveway, running generally along the boundary line between the Property conveyed hereby and adjoining tract, Lot 13, Maryland Farms, Section 7, part of which is located on the land subject to the easement retained by Winners Corporation as set forth in the deed of record in Book 7307, page 56, Register's Office for Davidson County, Tennessee, and in Book 683, page 490, Register's Office for Williamson County, Tennessee.

Witness its hand as of the 8th day of December, 1997.

GRANTOR:

FINANCIAL ENTERPRISES III LIMITED COMPANY, a Virginia limited liability company

BY: _____

TITLE: Member

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STATE OF Virginia)
COUNTY OF Henrico)

Before me, Elizabeth D. Ficchi, a Notary Public of said County and State, personally appeared Martin L. Brill, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged his self to be Member (or other officer authorized to execute the instrument) of FINANCIAL ENTERPRISES III LIMITED COMPANY, the within named bargainor, a limited liability company, and that he as such Member executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by his self as Member.

Witness my hand and seal, at Office in Henrico County, this 8th day of December, 1997.

Elizabeth D. Ficchi
Notary Public

My Commission Expires: April 01, 1999

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EXHIBIT A TO SPECIAL WARRANTY DEED

Property Description

Tract One:

A certain tract or parcel of land situated partially in the Second Civil District of Metropolitan Nashville, Davidson County, Tennessee, and partially in the 15th Civil District of Williamson County, Tennessee, being Lot No. 14, Section 7, of Maryland Farms as recorded in Plat Book 8, page 39, Register's Office, Williamson County, Tennessee, and Book 5800, page 90, Register's Office, Davidson County, Tennessee, being more particularly described as follows:

Beginning at an iron pin in the southerly right-of-way line of Old Hickory Blvd., said pin being 1582 feet more or less westerly from the westerly right-of-way line of Westpark Drive as measured along the southerly right-of-way line of Old Hickory Blvd. and also being 60 feet south of the centerline of Old Hickory Blvd.

1. With the easterly line of Lot No. 14 S 1° 51' 28" W, 557.00 feet to an iron pin; thence,

2. With the south line of Lot 14 N 86° 17' 00" W, 375.00 feet to a P.K. nail in the center of Winners Circle and being the southerly common corner of Lots 13 and 14 of the above-noted plan; thence,

3. With the common line between Lots 13 and 14 N 14° 05' 47" E, 557.51 feet to an iron pin on the southerly right-of-way line of Old Hickory Blvd.; thence,

4. With the southerly right-of-way line of Old Hickory Blvd. S 88° 08' 32" E, 256.62 feet to the point of beginning and containing 174,292 square feet or 4.0 acres.

Tract Two:

A tract of land in the City of Brentwood, Fifteenth Civil District of Williamson County, Tennessee, and being more particularly described as follows:

Beginning at an existing iron pin at the northeasterly corner of Winners Circle, a 50-foot wide road, as shown on the final plat of Maryland Farms, Section 7, of record in Plat Book 8, page 39, Register's Office for said County; said pin also being on the southerly property line of Lot No. 14, Maryland Farms, Section 7 and proceeding as follows: leaving said right-of-way line with said southerly property line south 86° 17' 00" East, 14.00 feet to an iron pin (new); thence leaving said southerly property line with a

severance line of the herein described tract the J. T. Ward property in Will Book 41, page 969, Register's Office for said County, south 48° 43' 00" West, 19.80 feet to an iron pin (new) on the easterly right-of-way line of Winners Circle; thence with the easterly right-of-way line of said road in a northwardly direction of north 03° 43' 00" East, 14.00 feet to the point of beginning and containing 98 square feet, more or less.

Being the same property conveyed to Financial Enterprises III Limited Company, a Virginia limited liability company, by deed from Rowe Properties - Brentwood Limited Partnership, a Virginia limited partnership, in Book 9044, page 706, Register's Office of Davidson County, Tennessee, and in Book 1103, page 797, Register's Office for Williamson County, Tennessee.

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

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EXHIBIT B TO SPECIAL WARRANTY DEED

Permitted Exceptions

1. Davidson County real property taxes, a lien due and payable but not delinquent until March 1, 1998.

2. Williamson County real property taxes, a lien due and payable but not delinquent until March 1, 1998.

3. Brentwood City real property taxes, a lien due and payable but not delinquent until March 1, 1998.

4. ALL matters shown on Plat recorded in Book 8, page 39 and as corrected in Book 421, page 120, Register's Office for Williamson County, Tennessee and Book 5800, page 90, Register's Office for Davidson County, Tennessee.

5. Terms and provisions of lease of record in Book 808, page 936, as assigned in Book 820, page 431, Register's Office for Williamson County, Tennessee.

6. Terms and provisions of lease, Memorandum of which is recorded in Book 8172, page 913, Register's Office for Davidson County, Tennessee and Book 863, page 219, as amended by 892, page 751, Register's Office for Williamson County, Tennessee.

7. Covenants, conditions, restrictions, reservations, easements, liens for assessments, options, powers of attorney, and limitations on title set forth in restrictions recorded in Book 7079, page 59, as amended by Book 9896, page 386, Register's Office for Davidson County, Tennessee and Book 635, page 680, as amended by Book 1354, page 658, Register' Office for Williamson County, Tennessee.

8. Easement(s) as set forth in instrument recorded in Book 420, page 931, Register's Office for Williamson County, Tennessee.

9. Nonexclusive driveway easement and rights to maintain existing light standards and underground wiring as set forth in Book 508, page 402, Register's Office for Williamson County, Tennessee and Book 6455, page 468, Register's Office for Davidson County, Tennessee.

State of Tennessee, County of WILLIAMSON
Received for record the 15 day of
DECEMBER 1997 at 2:38 PM. (RECH 246328)
Recorded in official records
Book 1601 Page 756- 762
Notebook 59 Page 71
State Tax $31912.50 Clerks Fee $ 1.00,
Recording $ 28.00, Total $ 31941.50,
Register of Deeds SAMUEL [illegible]
Deputy Register DARLENE ELEY

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