FAT

Davidson County DEEDWARR
Recvd: 10/29/07 16:12 5 pg:
Fees:28.00 Taxes:32375.00

20071029-0127645

STATE OF Texas
COUNTY OF Harris

THE ACTUAL CONSIDERATION OR VALUE WHICHEVER IS GREATER, FOR THE TRANSACTION IS $8,750,000.00

SUBSCRIBED AND SWORN TO BEFORE ME THIS DATE

Edna Mayan-Nelson 10/23/07

Rebecca Gay Johnston
NOTARY PUBLIC

REBECCA GAY JOHNSTON
Notary Public, State of Texas
My Commission Expires
August 20, 2008

MY COMMISSION EXPIRES: 8-20-08

SPECIAL WARRANTY DEED

After Recording Return to and

THIS INSTRUMENT PREPARED BY:
Ann Kustoff, Esq.
Duke Realty Corporation
3950 Shackleford Road, Suite 300
Duluth, GA 30096

ADDRESS NEW OWNER(S) AS FOLLOWS:	SEND TAX BILLS TO NEW OWNER AT:	MAP PARCEL NUMBER:
Haywood Oaks Eight Investors, Ltd. 1110 North Post Oak Road Suite 170 Houston, TX 77002	Haywood Oaks Eight Investors, Ltd. 1110 North Post Oak Road Suite 170 Houston, TX 77002	148-10-0 135.00

FOR AND IN CONSIDERATION of the sum of ten dollars, cash in hand paid by the hereinafter named grantee, and other good and valuable considerations, the receipt of which is hereby acknowledged, **DUKE REALTY LIMITED PARTNERSHIP**, an Indiana limited partnership, hereinafter called the **GRANTOR** has bargained and sold, and by these presents do transfer and convey unto **HAYWOOD OAKS EIGHT INVESTORS, LTD.**, a Texas limited partnership, hereinafter called the GRANTEE, its heirs and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described in **Exhibit A** attached hereto (the "Land") and all privileges, rights, easements, hereditaments and appurtenances thereto belonging, and all right, title and interest of Grantor in and to any streets, alleys, passages and other rights of way included therein or adjacent thereto (before or after the vacation thereof), together with all buildings, structures and improvements located upon the Land, including Grantor's interest, if any, in all systems, facilities, fixtures, machinery, equipment and conduits to provide fire protection, security, heat, exhaust, ventilation, air conditioning, electrical power, light, plumbing, refrigeration, gas, sewer and water thereto.

BEING the same property conveyed to Duke Realty Limited Partnership, by Deed of Record in Book 9125, Page 559, Register's Office for Davidson County, Tennessee.

This is ☑ improved unimproved property, known as 3800 Ezell Road, Nashville, TN 37221.

This conveyance is subject to the Permitted Exceptions attached hereto as Exhibit B and made a part hereof.

TO HAVE AND TO HOLD the said improved tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEE(S), their heirs and assigns, forever, and GRANTOR does covenant with the said GRANTEE(S) that GRANTOR is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered, except only for those encumbrances set forth on Exhibit B attached hereto and made a part hereof, and GRANTOR does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the said land to the said GRANTEE(S), their successors and assigns, against the lawful claims of all persons, claiming by, through or under GRANTOR. Whenever used, the singular number shall include the plural, the plural the singular, and the use of any genders shall be applicable to all genders.

WITNESS, this the 23rd day of October _____, 2007.

DUKE REALTY LIMITED PARTNERSHIP,
an Indiana limited partnership

By: Duke Realty Corporation, an Indiana corporation, its general partner

By: _____
Name: John R. Gaskin
Title: Senior Vice President

NOTARY ACKNOWLEDGEMENT

STATE OF Georgia

COUNTY OF Gwinnett

Before me, the undersigned, a Notary Public within and for said County and State, the within named John R. Gaskin, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Senior Vice President of Duke Realty Corporation, the general partner of Duke Realty Limited Partnership, the within named bargainor, a partnership, and that he as such Senior Vice President, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the partnership by himself as Senior Vice President of Duke Realty Corporation, the general partner.

WITNESS my hand and official seal at Gwinnett County, Georgia, this 19th day of October, 2007.

Notary Seal present,
but could not be reproduced.

Bill Garrett
Davidson County Register of Deeds



Lynda Ann Lovelace
NOTARY PUBLIC

Notary Public, Gwinnett County, Georgia
My Commission Expires April 1, 2008

My Commission expires: _____

Exhibit A

Legal Description

Haywood Oaks Building Eight legal description

Land in Davidson County, Tennessee, being Lot No. 2, on the Amended P.U.D. boundary, "Resubdivision Haywood Oaks - South" as of record in Plat Book 7900, page 193, in the Register's Office of Davidson County, Tennessee, described according to a survey made by Gresham, Smith and Partners, dated June 28, 1993, as follows:

Beginning at an iron rod lying in the easterly margin of Ezell Road; said iron rod being the northwesterly corner of the Exxon Corporation property of record in Deed Book 8190, page 322, in said Register's Office; thence with said easterly margin North 12°40'39" East, 306.48 feet to an iron rod; thence with a non-tangent curve to the right having a central angle of 06°20'30", a radius of 1241.10 feet, an arc length of 137.37 feet, and a chord bearing and distance of North 15°50'26" East, 137.30 feet to an iron rod; thence North 19°00'40" East, 689.80 feet to an iron rod; thence with a curve to the left having a central angle of 27°59'07" a radius 250.56 feet, an arc length of 122.38 feet, and a chord bearing and distance of North 05°01'05.5" East, 121.17 feet to an iron rod lying in the westerly margin of Interstate 24; thence leaving said easterly margin of Ezell Road with the aforementioned westerly margin of Interstate 24 South 20°30'25" East, 1000.06 feet to a concrete right-of-way marker; thence South 00°36'14" West, 401.78 feet to a concrete right-of-way marker; thence South 36°03'24" West, 189.39 feet to a concrete right-of-way marker; thence South 84°08'51" West, 218.99 feet to a concrete right-of-way marker; thence North 65°08'07" West, 198.03 feet to a concrete monument being the southeasterly corner of said Exxon Corporation property; thence leaving said Interstate 24 margin with the easterly line of said Exxon Corporation property North 12°44'26" East, 173.04 feet an iron rod; thence North 74°57'24" West, 222.95 feet to the point of beginning, containing 600,625.3 square feet or 13.789 acres, more or less.

Being part of the same property conveyed to Duke Realty Limited Partnership from Duke Associates No. 54 Limited Partnership of record in Book 9125, page 559, in the Register's Office of Davidson County, Tennessee.

Exhibit B

Permitted Exceptions

1. This item has been intentionally deleted.

2. Any rights, interests or claims of parties in possession of the land not shown by the public records.

   NOTE: This exception will be deleted from the final policy provided a certified rent roll is provided and attached to said policy.

3. This item has been intentionally deleted.

4. Any lien for services, labor, or materials in connection with improvements, repairs or renovations provided before, on, or after Date of Policy, not shown by the public records.

   NOTE: This exception will be deleted from the final policy with the receipt of an appropriate owner's/seller's affidavit from Seller.

5. This item has been intentionally deleted.

6. If improvements are completed after January1 of any year the law requires supplemental assessments for the year in which improvements are completed, as defined by Statute. The Company assumes no liability for taxes assessed by correction pursuant to the provisions of TCA 67-5-603, et seq.

7. No insurance is afforded as to the acreage or square footage contained in the insured property.

8. Taxes and assessments for the year **2007** and subsequent years, which are not yet due and payable. (Map & Parcel #148-10-135.00 - 2006 taxes PAID for $92,184.77, Personal Property #107250 - 2006 taxes PAID for $520.17)

9. All matters as shown on the plat of record in Plat Book 7900, page 193, in the Register's Office for Davidson County, Tennessee.

10. Easement to Humble Oil and Refinery Co. of record in Book 4237, page 283, in the Register's Office of Davidson County, Tennessee.

11. Easement to Metropolitan Government of Nashville and Davidson County, of record in Book 6288, page 615, in the Register's Office of Davidson County, Tennessee.

12. Storm Water Detention Agreement of record in Book 7385, page 495, in the Register's Office of Davidson County, Tennessee.

13. This item has been intentionally deleted.

14. Short form Lease Agreement of record in Book 10955, page 604, in the Register's Office of Davidson County, Tennessee.

15. Lack of access to and from a controlled access highway, Interstate 24.

16. Rights of tenants in possession, as tenants only, as set forth in the attached Certified Rent Roll.

17. The following matters disclosed by an ALTA/ACSM survey made by Civil & Environmental Consultants, Inc. on 8/29/07 [PRELIMINARY], designated Job No. 051-011-8:
    a. 6' chain link running along eastern and northeastern boundary lines of subject property
    b. 4' woven wire fence running along southeastern and southern boundary lines of subject property
    c. Detention Pond and ditch located in southeastern section of subject property
    d. Implied easement evidenced by phone box, electric meter box and power box in southwestern corner of subject property and various utility lines crossing western boundary lines onto adjoining public right of way known as Ezell Road

NOTE: The above item based upon a draft survey. It is subject to change.