BILL GARRETT, Davidson County
Trans:T20090086201 DEEDWARRSP
Recvd: 12/22/09 14:53 6 pgs
Fees:33.00 Taxes:25385.70
20091222-0116533

This instrument prepared by:
J. Bryan Echols
Stites & Harbison PLLC
401 Commerce Street, Suite 800
Nashville, Tennessee 37219

SPECIAL WARRANTY DEED

FROM: J. BRYAN ECHOLS, TRUSTEE UNDER THAT CERTAIN AMENDED AND RESTATED TRUST AGREEMENT EFFECTIVE AS OF NOVEMBER 27, 1996 WITH HIGHWOODS/TENNESSEE HOLDINGS, L.P., AS BENEFICIARY, Grantor

TO: 101 WINNERS CIRCLE ASSOCIATES, L.P., a Tennessee limited partnership, Grantee

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:
101 Winners Circle Associates, L.P. 2900 Lebanon Road, Suite 200 Nashville, Tennessee 37214 Attention: Mr. Floyd Shechter	SAME	Williamson County 12D-C-7.00 Davidson County 159-209.00

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is SIX MILLION EIGHT HUNDRED SIXTY ONE THOUSAND AND 00/100 DOLLARS ($6,861,000.00).

Affiant

SUBSCRIBED AND SWORN TO before me, this the 22nd day of December, 2009.

MELINDA A. GRAY STATE OF TENNESSEE NOTARY PUBLIC COUNTY OF DAVIDSON
MY COMMISSION EXPIRES: MAY 8, 2012

Notary Public
My Commission Expires: 05-08-12

FOR AND IN CONSIDERATION OF the sum of SIX MILLION EIGHT HUNDRED SIXTY ONE THOUSAND AND 00/100 DOLLARS ($6,861,000.00), the receipt and

sufficiency of which are hereby acknowledged, J. BRYAN ECHOLS, TRUSTEE UNDER THAT CERTAIN AMENDED AND RESTATED TRUST AGREEMENT EFFECTIVE AS OF NOVEMBER 27, 1996 WITH HIGHWOODS/TENNESSEE HOLDINGS, L.P., AS BENEFICIARY ("Grantor"), has bargained and sold, and by these presents does transfer and convey unto 101 WINNERS CIRCLE ASSOCIATE, L.P., a Tennessee limited partnership ("Grantee"), its successors and assigns, a certain tract or parcel of land in Williamson and Davidson Counties, State of Tennessee, more particularly described on Exhibit A attached hereto and incorporated herein by this reference, together with all improvements, buildings and structures located thereon (the "Property").

The Property is improved property known as 101 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 heirs, successors and assigns against the lawful claims of all persons whomsoever claiming by, through or under Grantor (other than claims arising from the matters set forth on Exhibit B), but not further or otherwise. This conveyance is expressly made subject to the matters set forth on Exhibit B

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Witness my hand this 22ND day of December, 2009.

GRANTOR:

J. BRYAN ECHOLS, Trustee, under that Certain Amended and Restated Trust Agreement Effective as of November 27, 1996 by and between Highwoods/Tennessee Holdings, L.P. as Beneficiary

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Personally appeared before me, Melinda A Gray, a Notary Public of said County and State, J. BRYAN ECHOLS, Trustee, the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 22nd day of December, 2009.

MELINDA A. GRAY
STATE OF TENNESSEE NOTARY PUBLIC
COUNTY OF DAVIDSON
MY COMMISSION EXPIRES: MAY 8, 2012

Notary Public
My Commission Expires: 05-08-12

EXHIBIT A

PROPERTY DESCRIPTION

Being a parcel of land partially in Nashville, Second Civil District, Davidson County, Tennessee, and partially in the City of Brentwood, Fifteenth Civil District, Williamson County, Tennessee, located at the northerly terminus of Winners Circle, being Lot No. 13, as shown on the plan of Section 7, Maryland Farms, as of record in Plat Book 8, page 39, Register's Office for Williamson County, Tennessee, and Surveyor's Certificate of Correction in Book 421, page 120, Register's Office for Williamson County, Tennessee, and Book 5800, page 90, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

Beginning at an iron pin on the southerly right-of-way line of Old Hickory Boulevard, said iron pin being westerly 1,838.62 feet from the westerly right-of-way line of Westpark Drive;

Thence leaving said right-of-way line with the westerly line of Lot No. 14 as shown on said plan of Section 7, Maryland Farms, S14°05'47"W 557.51 feet to an iron pin in the northerly terminus of Winners Circle:

Thence with said terminus and the northerly line of Lot No. 29 as shown on the plan of Section 21, Maryland Farms, as of record in Plat Book 9, page 61, Register's Office for Williamson County, Tennessee, N8617'00"W 334.00 feet to a point in a drain;

Thence with said drain the following calls:

N12°11'42"E 215.27 feet to an iron pin;

N16°14'33"E 59.00 feet to an iron pin;

N41°55'26"E 46.80 feet to an iron pin;

S82°56'48"E 14.20 feet to an iron pin;

N17°42'53"E 144.70 feet to an iron pin;

N02°31'06"E 40.80 feet to an iron pin;

N09°26'37"W 51.22 feet to an iron pin in the southerly right-of-way line of Old Hickory Boulevard.

Thence, with said right-of-way line S88°08'32"E 324.48 feet to the point of beginning.

Containing 174,480 square feet or 4.00 acres more or less.

Together with an exclusive easement for ingress and egress along the western line of Tract 1 as shown on survey of Ragan, Smith, Murphy & Associates, dated June 14, 1982, and described as follows:

Beginning at an iron pin located at the southeast corner of the above described tract; thence, South 86 deg. 17'00" East 25 feet to a point; thence, North 14 deg. 05' 47" East 557.51 feet; thence, North 88 deg. 08' 32" West 25 feet to a point in the eastern boundary of Tract 2; thence, along said boundary South 14 deg. 05' 47" West 557.51 feet to the point of beginning, all forming a generally rectangular parcel 25 feet wide and 557.5 feet long.

Being part of property conveyed to W. Williams, Trustee by deed from Highwoods/Forsyth limited partnership, recorded in Book 1464, page 505, Register's Office of Williamson County, Tennessee and also recorded in Book 10273, page 905, Register's Office of Davidson County, Tennessee; and by Declaration of Successor Trustee recorded in Book 2105, page 998, Register's Office of Williamson County, Tennessee and also recorded as Instrument No. 20010123-0006941, Register's Office of Davidson County, Tennessee, J. Bryan Echols was appointed Trustee.

EXHIBIT B

ENCUMBRANCES

1. County and City taxes for 2009, a lien, but not yet due and payable.

2. Matters shown on the Plan of record in Book 8, page 39, Register's Office for Williamson County, Tennessee, and Surveyor Certificate of Correction or record in Book 421, page 120, said Register's Office.

3. Matters shown on the Plan of record in Book 5800, page 90, in Register's Office of Davidson County, Tennessee.

4. Declaration of Covenants, Conditions, Liens, Easements and Restrictions including, but not limited to, easements, assessments, special assessments, chargers and liens, contained in a instrument of recorded in Book 635, page 680, Register's Office for Williamson County, Tennessee, and in Book 7079, page 59, Register's Office of Davidson County, Tennessee, and as supplemented in Book 1354, page 658, Register's Office of Williamson County, Tennessee, and in Book 9896, page 386, Register's Office for Davidson County. Tennessee.

5. Utility Easement between Highwoods/Tennessee Holdings, L.P. and 101 Winners Circle, of record in Book ___, page _____, Register's Office for Williamson County, Tennessee, and as Instrument No. ~~X~~ _____, Register's Office for Davidson County, Tennessee.

*20091222-0116532