This Instrument Prepared By:

Ned W. Graber, Esq.
2929 Allen Parkway, A37
Houston, Texas 77019

Return to:
First American Title Insurance Company
National Commercial Services
6363 Poplar Avenue, Suite 434
Memphis, TN 38119

Address New Owner as Follows:	*Send Tax Bills To*
One Park Plaza, Building II-5th Floor Nashville, Tennessee 37203	Same
Map & Parcel No.: # 160-00-0-211.00	

SPECIAL WARRANTY DEED

THIS INDENTURE is made as of the 12th day of August, 2014, by AMERICAN GENERAL LIFE INSURANCE COMPANY, a Texas insurance company as successor by merger to American General Life and Accident Insurance Company, a Tennessee insurance company ("Grantor") in favor of SOUTHPOINT, LLC, a Tennessee limited liability company ("Grantee"), whose address is One Park Plaza, Building II-5th Floor, Nashville, Tennessee 37203.

That for and in consideration of the sum of Ten and No/100 ($10.00) Dollars, and other good and valuable consideration to said Grantor in hand paid by said Grantee, the receipt and sufficiency whereof is hereby acknowledged, Grantor has bargained and sold and does hereby BARGAIN, SELL, CONVEY and CONFIRM unto Grantee, and Grantee's successors and assigns, forever, all that certain real property described in Exhibit "A" attached hereto and made a part hereof (the "Land"), together with all improvements on the Land (the "Improvements") and all rights and appurtenances of Seller pertaining to the Land , if any, including without limitation, any right, title and interest of Seller (but without warranty whether statutory, express, or implied) in and to adjacent streets, alleys or rights-of-way, and all oil, gas and minerals as well as all water rights associated with the real property and all and singular the rights, privileges, easements, tenements, hereditaments and appurtenances thereto in anywise belonging (the "Appurtenant Rights", together with the Land and the Improvements referred to herein collectively as the "Property").

TO HAVE AND TO HOLD the Property unto Grantee, its successors and assigns, forever, subject to the matters herein stated, the matters referred to in Exhibit "B", attached hereto and made a part hereof, and in the documents referred to therein and any and all matters on the ground that a true and correct survey would reveal (collectively, the "Permitted Exceptions"); and Grantor does hereby bind itself and its successors and assigns to WARRANT AND FOREVER DEFEND all and singular the Property unto Grantee, its successors and

BILL GARRETT, Davidson County
Trans:T20140059265 DEEDWARRSP
Recvd: 08/13/14 08:53 6 pgs
Fees:33.00 Taxes:240500.00
20140813-0072917

assigns, against the lawful claims of all persons whomsoever, claiming or to claim the same or any part thereof by, through or under the Grantor but not otherwise.

Grantor:

AMERICAN GENERAL LIFE INSURANCE COMPANY, a Texas insurance company as successor by merger to AMERICAN GENERAL LIFE AND ACCIDENT INSURANCE COMPANY, a Tennessee insurance company

By:_____
Name: W. Larry Mask
Title: Authorized Signatory

By:_____
Name: Jim A. Coppedge
Title: Vice President and Assistant Secretary

STATE OF TEXAS

COUNTY OF HARRIS

This instrument was acknowledged before me, the undersigned, on this 8th day of August, 2014, by W. Larry Mask, an authorized signatory of American General Life Insurance Company, a Texas insurance company, on behalf of said company.

GIVEN UNDER MY HAND AND SEAL OF OFFICE.

_____
Notary Public in and for the
State of T E X A S

CRIS THOMAS
Notary Public, State of Texas
My Commission Expires
November 09, 2017

STATE OF TEXAS

COUNTY OF HARRIS

This instrument was acknowledged before me, the undersigned, on this 8th day of August, 2014, by Jim A. Coppedge, a Vice President and Assistant Secretary of American General Life Insurance Company, a Texas insurance company, on behalf of said company.

GIVEN UNDER MY HAND AND SEAL OF OFFICE.

_____
Notary Public in and for the
State of T E X A S

CRIS THOMAS
Notary Public, State of Texas
My Commission Expires
November 09, 2017

The actual consideration or value, whichever is greater, for this transfer is **$65,000,000.00**.

Rita Post
Affiant

Subscribed and sworn to before me, this the 12th day of August 2014.

Michele M. Clark
Notary Public

My Comm. Expires: 7-16-2017

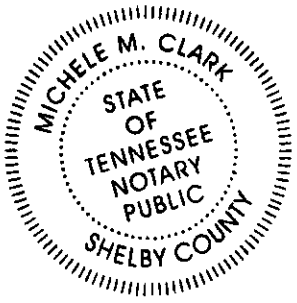


EXHIBIT "A" TO DEED

Land in Davidson County, Tennessee, being Lot No. 3, on the Plan of Revised Brentwood Commons, as shown on plat of record in Plat Book 6900, page 328, in the Register's Office for Davidson County, Tennessee ("Register's Office").

Being the same property conveyed to American General Life & Accident Insurance Company by Special Warranty Deed of record in Book 9421, page 794, Register's Office.

EXHIBIT "B" TO DEED

1. Taxes and assessments for the year 2014 and subsequent years, not yet due and payable.

2. All matters as shown on plat of record in Plat Book 9700, page 258, Register's Office.

3. All matters as shown on plat of record in Plat Book 9700, page 259, Register's Office.

4. Declaration of Protective Covenants and Owner's Association for Brentwood Commons Office Park of record in Book 7619, page 198, as amended by First Amendment to Declaration of Protective Covenants and Owner's Association for Brentwood Commons Office Park of record in Book 10201, page 454, Register's Office.

5. Storm Water Detention Agreement of record in Book 6145, page 257, Register's Office.

6. Right-of-Way for Street Purposes of record in Book 9851, page 965, Register's Office.

7. Right-of-Way for Street Purposes of record in Book 9851, page 969, Register's Office.

8. Temporary Construction and Permanent Grade, Slope and Landscape Easement and Agreement of record in Instrument No. 20120815-0072882, Register's Office.

9. Agreement to Dedicate Roadway Extension and Grant of Easements of record in Instrument No. 20040527-0062750, Register's Office.

10. Agreement for Dedication of Easement for Sanitary Sewers and/or Drainage of record in Book 4952, page 166, Register's Office.

11. Agreement for Dedication of Easement for Sanitary Sewers and/or Drainage of record in Book 4952, page 170, Register's Office.

12. Agreement for Dedication of Easement for Sanitary Sewers and/or Drainage of record in Book 4940, page 784, Register's Office.

13. Agreement for Dedication of Easement for Sanitary Sewers and/or Drainage of record in Book 4969, page 189, Register's Office.

14. Agreement for Dedication of Easement for Sanitary Sewers and/or Drainage of record in Book 4969, page 192, Register's Office.

15. Agreement for Dedication of Easement for Sanitary Sewers and/or Drainage of record in Book 5746, page 886, Register's Office.

16. Agreement for Dedication of Easement for Sanitary Sewers and/or Drainage of record in Book 5746, page 896, Register's Office.

17. Agreement for Dedication of Easement for Sanitary Sewers and/or Drainage of record in Book 5746, page 899, Register's Office.

18. Agreement for Dedication of Easement for Sanitary Sewers and/or Drainage of record in Book 5878, page 469, Register's Office.

19. Agreement for Dedication of Easement for Sanitary Sewers and/or Drainage of record in Book 8258, page 941, Register's Office.

20. Easement as shown in the deed of record in Book 10868, page 877, Register's Office.