THIS DOCUMENT PREPARED BY: **JEFFREY MOBLEY** One Belle Meade Place 4400 Harding Road, Suite 101 Nashville, Tennessee 37205 (615) 777-5400	**This transfer is exempt from real estate transfer tax pursuant to T.C.A. § 67-4-409(a)(3)(F).**

Davidson County DEEDWARR
Recvd: 10/13/05 08:26 12 pg
Fees:62.00 Taxes:0.00
20051013-0123233

Address of new owner:

Mary Lee Proctor O'Neil, Trustee
6611 Fox Hollow Road
Nashville, Tennessee 37205

Send tax bills to:

SAME

Map-parcel numbers:

Davidson County:

Map 103-7 Parcels 58, 59, 60 & 61
Map 47 Parcels 113 & 115
Map 127 Parcel 91
Map 104-11 Parcel 212
Map 104-6 Parcel 118
Map 129-12 Parcel 131
Map 103-16-0-B Parcel 79 CO

Williamson County:

Map 13J Group A Parcel 1
Map 13J Group A Parcel 5

WARRANTY DEED

For and in consideration of the sum of Ten Dollars ($10.00), cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Mary Lee Proctor O'Neil, hereinafter called the Grantor, for the purpose of transferring the Grantor's entire ownership interest in the subject real property to a revocable inter-vivos (living) trust established by the Grantor, has bargained and sold, and by these presents does transfer and convey unto **Mary Lee Proctor O'Neil, Trustee of The Mary Lee Proctor O'Neil Living Trust,**

established by the Revocable Trust Agreement of Mary Lee Proctor O'Neil, dated June 23, 2004, as amended from time to time, and to her successors in trust, with full power to sell, transfer, mortgage and convey without signature of any beneficiary, hereinafter called the Grantee, and the Grantee's successors, heirs and assigns, all of the Grantor's right, title and interest in and to a certain tracts or parcels of land in the State of Tennessee, being more particularly described on Exhibit A attached hereto and incorporated herein by reference.

New legal descriptions were not prepared for this transaction. The legal descriptions are the same as the previous instruments of record.

This conveyance is subject to the following:

1. Current year's State and County taxes, which have been assumed by the Grantee.

2. Any matters of record.

TO HAVE AND TO HOLD the said real property herein conveyed, with the appurtenances, estate, title and interest thereto belonging, to the said Grantee, the Grantee's successors, heirs and assigns, forever; and the Grantor does covenant with the said Grantee that the Grantor is lawfully seized and possessed of said real property, has a good right to convey it, and the same is unencumbered, unless otherwise herein set out; and the Grantor does further covenant and bind the Grantor, the Grantor's heirs, assigns and representatives, to warrant and forever defend the title to the said real property to the said Grantee, the Grantee's successors, heirs and assigns, against the lawful claims of all persons whomsoever.

Mary Lee Proctor O'Neil is one and the same person as Mary Proctor O'Neil.

WITNESS my hand this 14 day of September, 2005.

Mary Lee Proctor O'Neil

Mary Lee Proctor O'Neil

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Mary Lee Proctor O'Neil, with whom I am personally acquainted, and who acknowledged that she executed the within instrument for the purposes therein contained.

WITNESS my hand, at office, this 14th day of September, 2005.

Jeffrey Mobley

Notary Public

My Commission Expires:

JEFFREY MOBLEY NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

My Commission Expires MAY 03, 2007

EXHIBIT A

Legal Description

Map 103-7 Parcels 58, 59, 60 & 61

5500 Knob Road, Nashville, TN 37209
5501 Knob Road, Nashville, TN 37209
5505 Knob Road, Nashville, TN 37209
2.86 acres Knob Road, Nashville, TN 37209

Land in Davidson County, Tennessee, being Lot Nos. 16, 17, 18 and Recreation Area Tract "D" on the Plan of Brookside Court, as of record in Book 1424, Page 145, Register's Office of Davidson County, Tennessee, to which reference is made for a more complete description.

Being the same property conveyed to Mary Proctor O'Neil by deed from First American National Bank, of record in Book 8912, Page 89, Register's Office for Davidson County, Tennessee.

EXHIBIT A, cont.

Legal Description

Map 47 Parcels 113 & 115

5623 Old Hickory Boulevard, Nashville, TN 37218
5619 Old Hickory Boulevard, Nashville, TN 37218

Land in the 11th Civil District of Davidson County, Tennessee, described as follows:

TRACT NO. V, on the Jesse Hampton Division of Tract No. 16 of the E. E. Brown lands, not of record, described according to a survey by Ralph W.C. Lambert, dated June 22, 1976, and revised July 19, 1976, as follows: BEGINNING at an iron pin in the westerly margin of Old Hickory Boulevard; thence with said margin, N. 22° East 100 feet to an iron pin; thence leaving said margin, N. 60° 27' West 3,119.48 feet to an iron pin; thence S. 22° West 753.25 feet to an iron pin; thence S. 72° 30' East 3,102.0 feet to the point of beginning, containing 30.29 acres, more or less.

TRACT NO. VI, on the Jesse Hampton Division of Tract No. 16 of the E.E. Brown lands, not of record, described according to a survey by Ralph W. C. Lambert, dated June 22, 1976, and revised July 19, 1976, as follows: BEGINNING at an iron pin in the westerly margin of Old Hickory Boulevard; thence with said margin, N. 22° East 135 feet to an iron pin; thence leaving said margin, N. 60° 27' West 854.2 feet to an iron pin; thence N. 49° 51' West 2,363.22 feet to an iron pin; thence N. 22° East 1,895.79 feet to an iron pin; thence N. 87° 48' 20" West a distance of 3,374.74 feet to an iron pin; thence S. 4° 08' 50" West 2,457.88 feet to an iron pin; thence S. 75° 32' East 2,442.0 feet to an iron pin; thence N. 22° East 753.25 feet to an iron pin; thence S. 60° 27' East 3,119.48 feet to the point of beginning and containing 203.9 acres, more or less.

Being the same property conveyed to Mary Proctor O'Neil and Catherine Proctor Grose by deed from Charles Marquis, Trustee, Charles Marquis Estate Trust, of record in Book 7742, Page 641, Register's Office for Davidson County, Tennessee.

EXHIBIT A, cont.

Legal Description

Map 127 Parcel 91

Highway 70, Nashville, TN 37221

Land in Davidson County, Tennessee, being Tract No. 3 of the Cecil Fox property as shown on survey prepared by Turner Engineering Company dated October 20, 1996; and being more particularly described in deed from Cecil F. Fox and wife, Sara P. Fox, to Mary Hicks Proctor, dated November 11, 1966, recorded in Book 4077, Page 941, Register's Office of Davidson County, Tennessee, to which reference is made for a more complete description.

Being the same property conveyed to Catherine H. O'Neil and Mary Lee Proctor O'Neil by deed from Mary Hicks Proctor, Trustee under the Mary Hicks Proctor Trust, of record in Book 9780, Page 377, Register's Office for Davidson County, Tennessee.

EXHIBIT A, cont.

Legal Description

Map 104-11 Parcel 212

2103 Natchez Trace, Nashville, TN 37212

Land in Davidson County, Tennessee, being the north 58.2 feet of Lot No. 2 of Block 7, on the Plan of Fairfax Place, as of record in Book 547, pages 137 and 138, Register's Office for said County, to which plan reference is made for a more complete description.

Being the same property conveyed to Mary Lee Proctor O'Neil and Catherine Proctor Grose by deed from Mary Lee Proctor O'Neil, the Successor Trustee under the Mary Hicks Proctor Trust, of record in Instrument Number 20021004-0121295, Register's Office for Davidson County, Tennessee.

EXHIBIT A, cont.

Legal Description

Map 104-6 Parcel 118

3316 Acklen Avenue, Nashville, TN 37212

Land in Davidson County, Tennessee, being the westerly 20 feet front and 5 feet rear of Lot 95 and the easterly part of Lot 96, Bransford Realty Company's West End Heights, of record in Book 332, pages 124 and 125, Register's Office for said County, to which plan reference is made for a more complete description.

Being the same property conveyed to Mary Lee Proctor O'Neil and Catherine Proctor Grose by deed from Mary Lee Proctor O'Neil, the Successor Trustee under the Mary Hicks Proctor Trust, of record in Instrument Number 20021004-0121296, Register's Office for Davidson County, Tennessee.

EXHIBIT A, cont.

Legal Description

Map 129-12 Parcel 131

101 Cheekwood Terrace, Nashville, TN 37205

Land in Davidson County, Tennessee, being Lot No. 30 on the Plan of Cheekwood Estates as of record in Book 2663, page 103, Register's Office for said County, to which plan reference is made for a more complete description.

Being the same property conveyed to Mary Lee Proctor O'Neil and Catherine Proctor Grose by deed from Mary Lee Proctor O'Neil, the Successor Trustee under the Mary Hicks Proctor Trust, of record in Instrument Number 20021004-0121298, Register's Office for Davidson County, Tennessee.

EXHIBIT A, cont.

Legal Description

Map 103-16-0-B Parcel 79 CO

4215 Harding Pike, Windsor Tower Condominiums Apt.708, Nashville, TN 37205

Condominium Unit No. 708 as shown on the Plat of Windsor Tower Condominium Apartments of record in Book 5200, page 71, Register's Office for Davidson County, Tennessee, together with an undivided .503% interest in the common elements of 4215 Harding Road Homeowner's Association, as described in Book 5313, page 338, et seq., said Register's Office.

Being the same property conveyed to Mary Lee Proctor O'Neil by deed from Mary Lee Proctor O'Neil, the Successor Trustee under the Mary Hicks Proctor Trust, of record in Instrument Number 20021004-0121300, Register's Office for Davidson County, Tennessee.

EXHIBIT A, cont.

Legal Description

Map 13J Group A Parcel 1 (Williamson County)

Lot 5 Sunny Side Estates, Hillsboro Road

Land in the 7th Civil District of Williamson County, Tennessee, being of Lot No. 5 on the Plan of Sunny Side Estates, as of record in Plat Book 2, page 108, Register's Office for Williamson County, Tennessee, to which plan reference is made for a more complete description.

Being the same property conveyed to Mary Lee Proctor O'Neil and Catherine Proctor Grose by deed from Mary Lee Proctor O'Neil, the Successor Trustee under the Mary Hicks Proctor Trust, of record in Book 2578, Page 255, Register's Office for Williamson County, Tennessee.

EXHIBIT A, cont.

Legal Description

Map 13J Group A Parcel 5 (Williamson County)

Lot 6 Sunny Side Estates, Hillsboro Road

Land in the 7th Civil District of Williamson County, Tennessee, being of Lot No. 6 on the Plan of Sunny Side Estates, as of record in Plat Book 2, page 108, Register's Office for Williamson County, Tennessee, to which plan reference is made for a more complete description.

Being the same property conveyed to Mary Lee Proctor O'Neil and Catherine Proctor Grose by deed from Mary Lee Proctor O'Neil, the Successor Trustee under the Mary Hicks Proctor Trust, of record in Book 2578, Page 253, Register's Office for Williamson County, Tennessee.