BOOK 10394 PG 645

41

TO: Madison Funeral Home, Inc.

FROM: Paul F. Durham

THIS INSTRUMENT PREPARED BY:
C. MARK CARVER, ESQ.
FARRIS WARFIELD & KANADAY, PLC
424 CHURCH STREET, 18TH FLOOR
NASHVILLE, TN 37219

Address New Owner:	Send Tax Bills To:	Map/Parcel No.
Madison Funeral Home, Inc. c/o Keystone Group Holdings 100 N. Tampa, Suite 3100 Tampa, Florida 33602	SAME	43-13-9

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $1,000,000.

Steven S. Indvik
Affiant

Subscribed and sworn to before me, this 27th day of March, 1997.

Sherry L. Reed
Notary Public

My Comm. Expires: 1-27-01

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten Dollars, cash in hand paid by the hereinafter named Buyer, and other good and valuable considerations, the receipt of which is hereby acknowledged, **Paul F. Durham** (hereinafter called the "Seller"), has bargained and sold, and by these presents does transfer and convey unto **Madison Funeral Home, Inc.**, a Tennessee corporation (hereinafter called the "Buyer"), and Buyer's successors and assigns, all of Seller's interest in a certain tract of land in Davidson County, Tennessee, described on Exhibit A attached hereto and incorporated herein by reference.

The above-referenced property is conveyed subject to the following:

1. 1997 taxes to Davidson County, a lien, but not yet due and payable; and

2. Matters of public record in said Register's Office.

TO HAVE AND TO HOLD the said real property, together with all rights and appurtenances thereunto belonging or in any wise appertaining to Buyer, its successors and assigns, forever in fee simple.

Seller further covenants and binds itself, its representatives, successors and assigns to warrant specially and forever defend the title to said real estate to Buyer, and Buyer's successors and assigns, against the lawful claims of all persons claiming through and under Seller (other than claims arising out of the matters set forth above), but not further or otherwise. Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

IN WITNESS WHEREOF, Seller has caused this Special Warranty Deed to be executed effective as of the 27th day of March, 1997.

SELLER: **PAUL F. DURHAM**

Paul F. Durham

97 MAR 27 PM 4:15
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

02880711
IDENTIF. & REFERENCE

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Dawn Reed, a Notary Public of said County and State, personally appeared Paul F. Durham, 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 within named bargainor, and that he executed the foregoing instrument for the purposes therein contained, by signing his name.

Witness my hand and seal, at Office in Nashville, Tennessee this 27th day of March, 1997.

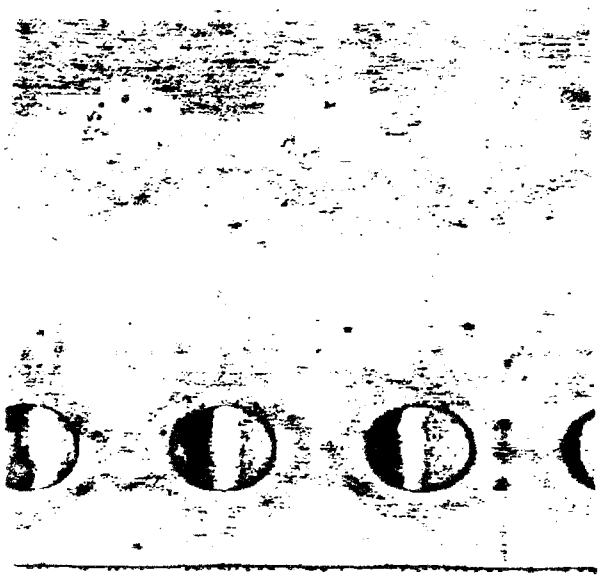
NOTARY PUBLIC AT LARGE

Notary Public

My Commission Expires: 1-27-01

BOOK 10394 PG 647

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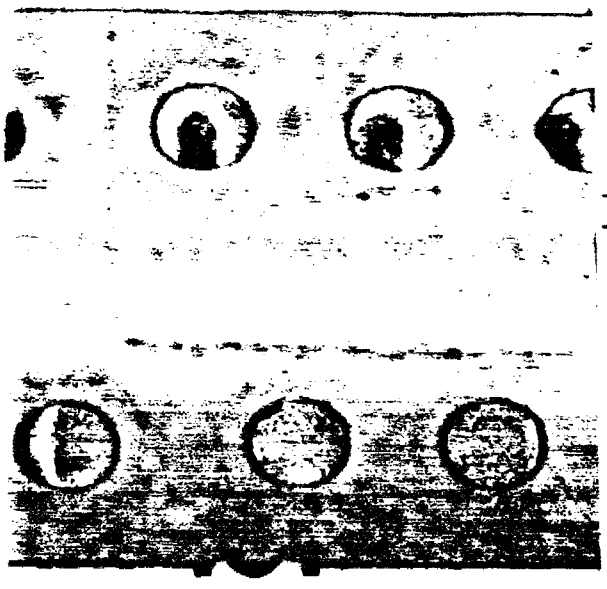
OFFICIAL RECEIPT
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____ BOOK 10394 PG 648

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID



CAMT 1000000.00
CON TX 3700.00
PRFEE 1.00
WDEED 12.00
TOTAL 3713.00
CHECK 3713.00

03/27/97 01 16:21 0001 2542

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0288071
IDENTIF. ↑ REFERENCE

97 MAR 27 PM 4:16
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1132826