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This Instrument Prepared by and Return to:
Thomas F. Gratton
AMRESCO Commercial Finance, LLC
412 E. ParkCenter Blvd., Suite 300
Boise, Idaho 83706

Davidson County DEEDWARR
Recvd: 03/23/06 15:31 5 pgs
Fees:28.00 Taxes:647.50
20060323-0033528

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into on this 14 day of March, 2006, by and between, **Madison Funeral Home, LLC**, a Tennessee limited liability company, party of the first part, and **VBTC, LLC**, an Idaho limited liability company, party of the second part,

WITNESSETH: That for and in consideration of Ten Dollars ($10.00), cash in hand paid, and other good and valuable considerations, the receipt of all of which is hereby acknowledged, the said party of the first part has bargained and sold and does hereby bargain, sell, convey and confirm unto the said party of the second part the following described real estate, situated and being in the County of Davidson, State of Tennessee:

See Exhibit A attached hereto and incorporated herein.

TO HAVE AND TO HOLD The aforesaid real estate, together with all the appurtenances and hereditaments thereunto belonging or in any wise appertaining unto the said party of the second part, its heirs, successors and assigns in fee simple forever.

The said party of the first part does hereby covenant with the said party of the second part that it is lawfully seized in fee of the aforedescribed real estate; that it has a good right to sell and convey the same; subject to all liens and encumbrance, applicable zoning and building regulations, all visible easements, restrictions and limitations of record, and Davidson County and City of Madison realty taxes due and payable, and that the title and quiet possession thereto it will warrant and forever defend against the lawful claims of all persons claiming the same by, through, or under the Grantor, but not further or otherwise.

THIS DEED is given by Grantor to Grantee in lieu of the Grantee's foreclosure of the Tennessee Deed of Trust, Security Agreement and Fixture Financing Statement for Commercial Purposes with Assignment of Leases and Rents from Madison Funeral Home, LLC for the benefit of AMRESCO Commercial Finance, Inc., recorded in the records of Davidson County, Tennessee on April 28, 2000 as Instrument No. 200004280042298, as assigned pursuant to that Assignment of Tennessee Deed of Trust, Security Agreement and Fixture Financing Statement for Commercial Purposes with Assignment of Leases and Rents from AMRESCO Commercial Finance, Inc. to Norwest Bank Minnesota, National Association (n/k/a Wells Fargo Bank, N. A.), recorded in the records of Davidson County, Tennessee on April 28, 2000 as Instrument No. 200004280042300, and as further assigned to Grantee pursuant to that certain Assignment of Tennessee Deed of Trust, Security Agreement and Fixture Financing Statement recorded in the records of Davidson County, Tennessee on January 3, 2006 as Instrument No. 20060103-0000317 (collectively, the "Deed of Trust"). **IT IS THE INTENTION OF THE GRANTOR**

AND THE GRANTEE (HOLDER OF SUCH DEED OF TRUST) THAT THE ACCEPTANCE AND RECORDING OF THIS DEED SHALL NOT DISCHARGE THE DEED OF TRUST AND IT'S ACCOMPANYING PROMISSORY NOTE BY OPERATION OF THE DOCTRINE OF MERGER OR ANY OTHER LEGAL OR EQUITABLE PRINCIPLES.

The word "party" as used herein shall mean "parties" if it refers to more than one person or entity, and pronouns shall be construed according to their proper gender and number according to the context hereof.

WITNESS the signature of the party of the first part the day and year first above written.

Madison Funeral Home, LLC,
a Tennessee limited liability company

By: _____
Name: Randall Durham
Its: Chief Manager

STATE OF TENNESSEE)
) ss:
COUNTY OF Davidson

Before me, the undersigned, a Notary Public at Large within said County and State, personally appeared Randall Durham, to me known (or proved to me on the basis of satisfactory evidence), to be the person described in and who executed the foregoing instrument, and acknowledged and affirmed that he is the Chief Manager of Madison Funeral Home, LLC, a Tennessee limited liability company, and that said instrument was signed and sealed on behalf of said company and said Randall Durham executed the same for the purposes therein contained and acknowledged said instrument to be the free act and deed of said company.

WITNESS my hand and Notarial Seal at office the day and year above written.

NOTARY PUBLIC
My Commission Expires: 1-23-2010

STATE OF IDAHO)
) ss
COUNTY OF ADA)

I, hereby swear or affirm that, to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $ 175,000 , which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

VBTC, LLC,
an Idaho limited liability company

By: AMRESCO Commercial Finance, LLC,
a Delaware limited liability company, its Manager

By: _____
D. Craig Christensen, Vice President, Affiant

Subscribed and sworn to before me this 14th day of March, 2006.

CORI A. NESER
NOTARY PUBLIC
STATE OF IDAHO

_____
Notary Public
Residing at: Boise, ID
My commission expires: 02-07-09

Property Address:
219 East Old Hickory Boulevard, Madison, Davidson County, Tennessee

Parcel I.D. No.: 43-13-9

Name and address of property owner:
VBTC, LLC
c/o AMRESCO Commercial Finance, LLC
412 East ParkCenter Blvd., Suite 300
Boise, Idaho 83706

Mail tax bills to:
VBTC, LLC
c/o AMRESCO Commercial Finance, LLC
412 East ParkCenter Blvd., Suite 300
Boise, Idaho 83706

EXHIBIT A

LEGAL DESCRIPTION

Being a parcel of land in the Second Civil District of Nashville, Davidson County, Tennessee, located on the northerly margin of Old Hickory Boulevard 925 feet, more or less, east of Gallatin Road and being more particularly described as follows:

BEGINNING at a point in the northerly margin of Old Hickory Boulevard, said point being the southwest corner of Kentucky-Tennessee Conference Association of Seventh Day Adventists and the southeast corner of herein described tract;

Thence, with the northerly margin of Old Hickory Boulevard, S 82 degrees 27' 57" W. 208.64 feet to a point;

Thence, leaving Old Hickory Boulevard with the northerly margin of a 12-foot alley created by Metropolitan Nashville Council Bill No. 74-1107, and a curve concave to the north having a central angle of 15 degrees 09' 17", a radius of 403.26 feet and a chord of N 70 degrees 40' 12" W. 106.35 feet for an arc length of 106.66 feet to a point;

Thence, N 63 degrees 05' 33" W. 11.31 feet to a point;

Thence, leaving said alley with the east line of Howard C. Sutton of record in Deed book 5056, page 775, R.O.D.C., N 09 degrees 03' 00" E. 180.50 feet to an iron pin in the southerly margin of State Route 45;

Thence, with said margin, N 53 degrees 31' 22" E. 70.96 feet to a concrete monument;

Thence, N 61 degrees 42' 08" E. 93.82 feet to a concrete monument;

Thence, with a curve concave to the south having a central angle of 6 degrees 31' 13", a radius of 1041.74 feet and a chord of N 62 degrees 40' 53" E. 118.49 feet for an arc length of 118.55 feet to a point;

Thence, leaving said margin, with the west line of Seventh Day Adventist property, S 07 degrees 32' 03" E. 335.16 feet to the point of beginning, containing 79,636 square feet or 1.83 acres, more or less.

BEING the same property conveyed to Madison Funeral Home, LLC by deeds from Keystone Tennessee, Inc. of record in Instrument # 200004280042296 and 200004280042297, Register's Office for Davidson County.