THIS INSTRUMENT PREPARED BY:
Lori E. Spilde
SCI Management
1929 Allen Parkway
Houston, Texas 77019

Address New Owners
NorthStar Cemetery Services of Tennessee, LLC
c/o NorthStar Memorial Group, LLC
Attention: Chief Financial Officer
1900 St. James, Suite 200
Houston, Texas 77056

Send Tax Bills To:
NorthStar Cemetery Services of Tennessee, LLC
c/o NorthStar Memorial Group, LLC
Attention: Chief Financial Officer
1900 St. James, Suite 200
Houston, Texas 77056

Map & Parcel No.: 05100015900

Davidson County DEEDWARR
Recvd: 05/30/07 15:57 11 pgs
Fees:58.00 Taxes:38287.60
20070530-0064313

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten and No/100ths Dollars ($10.00), cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Alderwoods (Tennessee), Inc., a Tennessee corporation, as successor by merger to Burs Holdings, Inc., as successor by merger to Spring Hill Cemetery Company (herein referred to as "Grantor") has this day bargained and sold and, by these presents, does hereby transfer and convey unto NorthStar Cemetery Services of Tennessee, LLC, a Delaware limited liability company (herein referred to as "Grantee"), its successors and assigns, forever, the following described tract or parcel of land located in Davidson County, Tennessee, as more fully described in Exhibit "A" attached hereto and made a part hereof.

TO HAVE AND TO HOLD said tract or parcel of land together with all the improvements thereon and the appurtenances thereunto belonging unto the said Grantee, its successors and assigns, in fee simple, forever.

GRANTOR COVENANTS with the said Grantee that Grantor is lawfully seized and possessed of said property, that it has a good and lawful right to sell and convey the same, and that it is free from any lien or encumbrance whatsoever, except for applicable zoning and building regulations, all valid easements, restrictions and limitations of record, and 2007 real estate taxes not yet due and payable, which are to be prorated, and those matters set forth on Exhibit "B" attached hereto and incorporated herein by reference.

GRANTOR FURTHER COVENANTS with the said Grantee and binds itself, its successors and assigns, to warrant and forever defend the title thereto of said tract or parcel of land to the said Grantee, its successors and assigns, against the lawful claims and demands of all persons whomsoever, subject to (i) the provisions hereof and (ii) the retained and validly existing and enforceable rights, if any, of third parties in connection with those matters set forth on Exhibit "B."

GRANTOR hereby quitclaims and conveys unto Grantee, its successors and assigns, forever, all of its right, title and interest in and to that tract or parcel of land located in Davidson County, Tennessee, as more fully described in Exhibit "C" attached hereto and made a part hereof.

ALL warranties of Grantor herein contained are expressly limited to those persons or parties claiming by, through or under Grantor.

[SIGNATURES ON NEXT PAGE]

WITNESS this the 22nd day of May, 2007.

GRANTOR:

ALDERWOODS (TENNESSEE), INC., as successor by merger to
Burt's Holdings, Inc., as successor by merger to
Spring Hill Cemetery Company

Michael L. Decell, Vice President

STATE OF TEXAS)
)
COUNTY OF HARRIS)

On this 22nd day of May, 2007, before me, appeared Michael L. Decell, to me personally known, who, being by me duly sworn did say that he is the Vice President of Alderwoods (Tennessee), Inc., and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors and said Vice President acknowledged said instrument to be the free act and deed of said corporation.

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

Marjorie L. Runnels
NOTARY PUBLIC

MARJORIE L. RUNNELS
Notary Public
State of Texas
My Comm. Exp. 01 28 2008

The actual consideration for this transfer is **$10,348,000.00**.

AFFIANT – Eric Dahlberg, May 22, 2007

WITNESS my hand and seal,AFFIANT appeared before me on May 22, 2007 and swore the above statement of consideration to be true and correct.

Roxanne Q Linscomb
NOTARY PUBLIC

ROXANNE Q. LINSCOMB
Notary Public, State of Texas
My Commission Expires
October 21, 2008

EXHIBIT "A"

A tract of land in the Second Civil District of Metropolitan Nashville, Davidson County, Tennessee and being described according to a survey dated January 12, 1996 and prepared by Ragan-Smith Associates, Inc., 315 Woodland Street, Nashville, TN., 37206, Job No: 92-154, W.O. No: 5027 and being more particularly described as follows: Beginning at an existing concrete monument found at the intersection of the northerly right-of-way line of Briley Parkway (right-of-way width varies) and the easterly right-of-way line of Gallatin Pike (right-of-way width varies), said point also being situated N 22°09' E, 360.1' from the centerline intersection of Briley Parkway & Gallatin Pike; Thence,

1. **Northeasterly with the easterly right-of-way line of Gallatin Pike, 44.68 feet along the arc of a curve to the right that has a radius of 305.00 feet to an iron pin set, said curve has a chord bearing and distance of N 02°50'17" E, 44.64 feet; Thence,**
2. **With the easterly right-of-way line of Gallatin Pike, N 06°46'22" E, 160.52 feet to an iron pin set; Thence,**
3. **Continuing with said easterly right-of-way line, N 08°14'32" E, 240.41 feet to an iron pin set; Thence,**
4. **Continuing with said easterly right-of-way line, N 10°21'50" E, 559.55 feet to an iron pin set; Thence,**
5. **Continuing with said easterly right-of-way line, S 80°05'53" E, 7.00 feet to an iron pin set; Thence,**
6. **Continuing with said easterly right-of-way line, N 09°54'07" E, 309.00 feet to an iron pin set; Thence,**
7. **Continuing with said easterly right-of-way line, N 80°19'51" W, 7.00 feet to an iron pin set; Thence,**
8. **Continuing with said easterly right-of-way line, N 10°03'44" E, 736.00 feet to an iron pin set; Thence,**
9. **Continuing with said easterly right-of-way line, N 09°59'07" E, 259.63 feet to an iron pin set; Thence,**
10. **Continuing with said easterly right-of-way line, N 10°01'18" E, 333.86 feet to an iron pin set; Thence,**
11. **Continuing with said easterly right-of-way line northeasterly, 475.79 feet along the arc of a curve to the right that has a radius of 1857.90 feet to an iron pin set, said curve has a chord bearing & distance of N 18°27'07" E, 474.50 feet; Thence,**
12. **Leaving the easterly right-of-way line of Gallatin Pike and with a new line of division, S 71°04'20" E, 475.99 feet to an iron pin set; Thence,**
13. **Continuing with said new line of division, N 82°13'27" E, 36.42 feet to an iron pin set; Thence,**
14. **Continuing with said new line of division, S 79°39'46" E, 310.74 feet to an iron pin set; Thence,**
15. **Continuing with said new line of division, 78.83 feet along the arc of a curve to the right that has a radius of 116.15 feet to an iron pin set, said curve has a chord bearing and distance of S 60°13'15" E, 77.32 feet; Thence,**
16. **Continuing with said new line of division, S 40°46'44" E, 157.33 feet to an iron pin set; Thence,**
17. **Continuing with said new line of division, 53.19 feet along the arc of a curve to the to the right that has a radius of 68.88 feet to an iron pin set, said curve has a chord bearing & distance of S 62°53'58" E, 51.87 feet; Thence,**
18. **Continuing with said new line of division, S 85°01'12" E, 69.59 feet to an iron pin set in the southwesterly line of the Marilyn Poteete Hayes, Kristie M. Hayes, Lisa R. Hayes Robert, Brenda Denise Hayes & Teresa Ray Hayes property as recorded in Will Probate Docket 94p1311, P.C.D.C., and by deeds of record in book 7404, page 515, book 7291, page 948, book 7291, page 934 and book 7291, page 927, R.O.D.C., Tennessee; thence,**
19. **Continuing with the southwesterly line of the Marilyn Poteete Hayes et al property, S 21°51'35" E, 193.32 feet to an existing iron pin; Thence,**
20. **Continuing with the southwesterly line of the Marilyn Poteete Hayes et al property, S 25°58'06" E, 154.42 feet to an existing iron pin; Thence,**
21. **Continuing with said southwesterly line, S 50°28'12" E, 82.08 feet to an existing iron pin; Thence,**
22. **Continuing with said southwesterly line, S 25°02'48" E, 70.85 feet to an existing iron pin; Thence,**
23. **Continuing with said southwesterly line, S 09°32'07" E, 242.13 feet to an existing iron pin; Thence,**
24. **Continuing with said southwesterly line, S 31°36'39" E, 54.64 feet to an existing iron pin; Thence,**
25. **Continuing with said southwesterly line, S 57°36'49" E, 36.57 feet to an existing iron pin; Thence,**

26. **Continuing with said southwesterly line, S 26°25'28" E, 168.41 feet to an existing iron pin; Thence,**
27. **Continuing with said southwesterly line, S 79°00'10" E, 100.72 feet to an existing concrete monument; Thence,**
28. **Continuing with said southwesterly line, S 63°24'35" E, 99.00 feet to an existing concrete monument; Thence,**
29. **Continuing with said southwesterly line, S 18°39'06" E, 54.45 feet to an existing iron pin; Thence,**
30. **Continuing with said southwesterly line, S 54°42'12" E, 61.41 feet to an existing iron pin; Thence,**
31. **Continuing with said southwesterly line, S 47°15'21" E, 57.82 feet to an iron pin set; Thence,**
32. **Continuing with said southwesterly line, S 33°24'57" E, 99.14 feet to an existing iron pin; Thence,**
33. **Continuing with said southwesterly line, S 13°28'11" E, 106.54 feet to an existing iron pin; Thence,**
34. **Continuing with said southwesterly line, S 13°42'19" W, 97.24 feet to an existing concrete monument; Thence,**
35. **Continuing with said southwesterly line, S 04°49'25" W, 75.26 feet to an existing concrete monument being the westerly most corner of the Ben R. Betty property as recorded in deed book 5523, page 172, R.O.D.C., Tennessee and the northwest corner of the John T. Dugger, Jr. et ux property as recorded in deed book 8818, page 944, R.O.D.C., Tennessee; Thence,**
36. **With the westerly line of the Dugger Property, S 25°12'50" W, 71.22 feet to an existing pin; Thence,**
37. **With the westerly line of the Dugger Property, S 03°15'20" W, 61.49 feet to an existing pin; Thence,**
38. **With the westerly line of the Dugger Property, S 21°57'52" W, 85.59 feet to an existing pin; Thence,**
39. **With the westerly line of the Dugger Property, S 36°41'23" W, 54.18 feet to an existing pin; Thence,**
40. **With the westerly line of the Dugger Property, S 36°41'18" W, 29.86 feet to an existing pin; Thence,**
41. **With the westerly line of the Dugger Property, S 18°09'38" W, 49.83 feet to an existing pin; Thence,**
42. **With the westerly line of the Dugger Property, S 08°48'21" W, 52.75 feet to an existing pin; Thence,**
43. **With the westerly line of the Dugger Property, S 33°09'39" E, 41.93 feet to an existing pin; Thence,**
44. **With the westerly line of the Dugger Property, S 61°06'24" E, 37.68 feet to an existing pin; Thence,**
45. **With the westerly line of the Dugger Property, S 56°47'48" W, 78.53 feet to an existing pin; Thence,**
46. **With the westerly line of the Dugger Property, S 40°03'39" W, 55.19 feet to an existing pin; Thence,**
47. **With the westerly line of the Dugger Property, S 76°22'16" E, 134.77 feet to an iron pin set; Thence,**
48. **With the westerly line of Lot 20 as shown on the plan entitled "A.J. McGughey's Second Haysboro Subdivision" as of record in plat book 547, page 43, R.O.D.C., Tennessee the same being the John T. Dugger, Jr. et ux Property as recorded in deed book 8818, page 944, R.O.D.C., Tennessee, S 03°58'12" W, 91.26 feet to an iron pin set; Thence,**
49. **With the westerly line of Lot 19 on the aforementioned plan the same also being the aforementioned John T. Dugger, Jr. et ux property, S 13°43'29" W, 112.56 feet to an iron set; Thence,**
50. **With the westerly line of Lot 1 as shown on the plan entitled "Resubdivision of Lots 17 & 18, Second Haysboro Subdivision" as recorded in plat book 8250, page 177, R.O.D.C., Tennessee the same being the Donald Joe Chickey property as recorded in deed book 9005, page 662, R.O.D.C., Tennessee, S 35°19'27" W, 113.82 feet to an iron pin set; Thence,**
51. **Continuing with the westerly line of Lot 1, S 07°24'33" W, 97.24 feet to an iron pin set; Thence,**
52. **With the westerly line of the Henry John Romersa property as recorded in deed book 4752, page 548, R.O.D.C., Tennessee, S 02°20'15" W, 207.98 feet to an iron pin set; Thence,**
53. **Continuing with the westerly line of the Romersa property, S 19°42'40" W, 81.00 feet to an iron pin set; Thence,**
54. **With the northwesterly line of the Romersa property & the northwesterly line of Lot 6 & 7 as referenced as the un-recorded plan of the "R.M. Condra Subdivision" prepared by W.W. Turner Engineering Co., dated April 30, 1947, Lot 6 being the Evelyn Pulley Dodson property, as recorded in deed book 4256, page 782, R.O.D.C., Tennessee, Lot 7 being the Wesley E. Moore, Jr. property as recorded in deed book 2040, page 279, R.O.D.C., Tennessee, S 51°22'40" W, 295.40 feet to an iron pin set; Thence,**

55. Continuing with the northwesterly line of Lot 7, the same being the Moore property, & the northwesterly line of Lot 8 of the aforementioned R.M. Condra subdivision, the same being the Dorothy V. Stalker property as recorded in deed book 4847, page 776, R.O.D.C., Tennessee, S 66°02'40" W, 227.80 feet to a 24" Maple tree; Thence,
56. With the northerly line of the Evelyn Ford property as recorded in deed book 7783, page 374, R.O.D.C., Tennessee, S 50°23'40" W, 174.00 feet to an iron pin set; Thence,
57. Continuing with the northerly line of the Ford property, S 64°43'40" W, 74.00 feet to an iron pin set; Thence,
58. Continuing with the northerly line of the Ford property, S 69°11'40" W, 136.80 feet to an iron pin set; Thence,
59. With the northerly line of the Metropolitan Government property as recorded in deed book 4801, page 293, R.O.D.C., Tennessee, S 78°39'46" W, 123.39 feet to an iron pin set; Thence,
60. With the northerly right-of-way line of Briley Parkway (right-of-way width varies), as delineated on Briley Parkway right-of-way plans, D.O.T. Project No. SU-6326(9), dated 1974, N 79°56'29" W, 148.24 feet to an iron pin set; Thence,
61. Continuing with said northerly right-of-way line, S 88°25'33" W, 183.61 feet to an iron pin set; Thence,
62. Continuing with said northerly right-of-way line as described in deed book 4855, page 480, R.O.D.C., Tennessee,, N 88°37'29" W, 223.54 feet to an iron pin set; Thence,
63. Continuing with said northerly right-of-way line, N 66°06'51" W, 345.75 feet to an iron pin set; Thence,
64. Continuing with said northerly right-of-way line, N 73°13'52" W, 237.06 feet to an existing concrete highway monument; Thence,
65. Continuing with said northerly right-of-way line, N 43°57'52" W, 342.20 feet to the point of beginning and containing 6,199,625 square feet or 142.32 acres more or less as calculated by the above courses and distances which were determined within the precision requirements of an "Urban Class" ALTA/ACSM Land Title Survey of 1992.

Being the same property conveyed to M.T. Stratton, Jas E. Sloan and George Stratton, Trustees by deed from R.E. Love, dated May 14, 1888, recorded May 18, 1888, of record in Book 112, page 608, Register's Office for Davidson County, Tennessee, and further conveyed to Craighead Springhill Cemetery Association by M.T. Stratton, James E. Sloan and George Stratton, Trustee, dated May 6, 1901, of record in Book 259, page 273, Register's Office for Davidson County, Tennessee.

Being the same property conveyed to Craighead Spring Hill Cemetery Association by deed dated September 1, 1888 from M.T. Stratton, Jas E. Sloan and George Stratton, Trustees, of record in Book 115, page 180, Register's Office for Davidson County, Tennessee.

Being the same property conveyed to Craighead Spring Hill Cemetery Association by deed from J. Taylor Stratton and wife, Katie G. Stratton of record in Book 504, page 294, Register's Office for Davidson County, Tennessee.

Being the same property conveyed to Spring Hill Cemetery by quitclaim deed from J.J. Pryor, James E. Sloan, I.E. Loftier, W.P. Walton and J. Taylor Stratton, commissioners, of record in Book 286, page 546, Register's Office for Davidson County, Tennessee.

Being the same property conveyed to Spring Hill Cemetery Company by quitclaim deed from Newman Cheek and wife, Sarah J. Cheek of record in Book 3962, page 988, Register's Office for Davidson County, Tennessee.

Being part of the same property conveyed to J. Taylor Stratton by deed from N.S. Love, unmarried, of record in Book 437, page 218, Register's Office for Davidson County, Tennessee.

Being the same property conveyed to J. Taylor Stratton by deed from R.E. Love and wife, Love C. Love, of record in Book 487, page 508, Register's Office for Davidson County, Tennessee.

INCLUDED IN THE ABOVE LEGAL DESCRIPTION BUT EXPRESSLY EXCLUDED FROM THIS CONVEYANCE THE FOLLOWING:

A tract of land in the Second Civil District of Metropolitan Nashville, Davidson County, Tennessee, and described according to a survey dated February 5, 1996, and prepared by H & H Land Surveying, Inc., 609 Dunston Place, Nashville, Tennessee 37211, Job No. 94-512, and being referred to as Tracts A and D in said survey, to which specific reference is made, and being more particularly described as follows:

Commencing at an existing concrete monument found on the easterly right-of-way of Gallatin Pike (right-of-way width varies), said point being the southwest corner of the (Saint Joseph's School) Most Rev. William L. Adrian, Bishop of the Roman Catholic Diocese of Nashville property as recorded in Deed Book 1809, page 178, Register's Office for Davidson County, Tennessee, said

point also being situation N 12 deg. 19' E, 3515.4 feet from the centerline intersection of Briley Parkway & Gallatin Pike;

thence, leaving the easterly right-of-way line of Gallatin Pike, and with the southerly line of (Saint Joseph's School), S 71 deg. 04' 20" E, 457.41 feet to an existing iron pin;

thence, continuing with said southerly line, N 82 deg. 13' 27" E, 32.52 feet to an iron pin set, the point of beginning of the herein described tract of land;

thence, N 84 deg. 52' 44" W 305.84 feet to a point,

thence, continuing with said new line of division, northwesterly 21.82 feet along the arc of a curve to the right that has a radius of 166.15 feet to an iron pin set, said curve has a chord bearing and distance of N 81 deg. 07' 03" W, 21.80 feet,

thence, continuing with said new line of division, northwesterly 90.92 feet along the arc of a curve to the right that has a radius of 166.15 feet to an iron pin set, said curve has a chord bearing and distance of N 60 deg. 40' 31" W, 90.94 feet,

thence, N 45 deg. 59' 42" W 105.25 feet to a point,

thence, S 16 deg. 01' 58" W 139.67 feet to a point,

thence, S 06 deg. 55' 23" E 197.97 feet to a point,

thence, N 76 deg. 21' 55" E 356.53 feet to the point of beginning, containing .933 acres.

Being a portion of the same property conveyed to J. Taylor Stratton by deed from N. S. Love, unmarried, of record in Book 437, page 218, Register's Office for Davidson County, Tennessee. Being part of the same property conveyed to Craighead Spring Hill Cemetery Association by J. T. Stratton et ux, by deed of record in Book 504, page 294, Register's Office for Davidson County, Tennessee. Further conveyed to the Most Reverend Edward U. Kmiec, Bishop of he Roman Catholic Diocese of Nashville, and his successors in Office, by Quitclaim deed from Spring Hill Cemetery Company, a Tennessee Corporation, of record in Book 10444, page 147, Register's Office for Davidson County, Tennessee.

ALSO, INCLUDED IN THE ABOVE LEGAL DESCRIPTION BUT EXPRESSLY EXCLUDED FROM THIS CONVEYANCE THE FOLLOWING:

A tract of land in the Second Civil District of Metropolitan Nashville, Davidson County, Tennessee and being described according to a survey dated January 12, 1996 and prepared by Ragan-Smith Associates, Inc., 315 Woodland Street, Nashville, Tn. 37206, Job No: 92-154, W.O. No: 5027 and being more particularly described as follows:

Beginning at an existing concrete monument found on the easterly right-of-way line of Gallatin pike (right-of-way width varies), said point being the southwest corner of the (Saint Joseph's School) Most Rev. William L. Adrian, Bishop of the Roaman Catholic Diocese of Nashville property as recorded in deed book 1809, page 178, R.O.D.C., Tennessee and being the northwesterly corner of the herein described tract of land, said point also being situated N 12°19'E, 3515.4' from the centerline intersection of Briley Parkway & Gallatin Pike; Thence,

1. **Leaving said easterly right-of-way line of Gallatin Pike, and with the southerly line of the (Saint Joseph's School) Most Rev. William L. Adrian, Bishop of the Roaman Catholic Diocese of Nashville property, S 71°04'20"E, 457.41 feet to an existing iron pin, Thence,**

2. **Continuing with said southerly line, N 82°13'27" E, 32.52 feet to an iron pin set; Thence,**

3. **Leaving said southerly line & with a new line of division, S 79°39'46" E, 318.71 feet to an iron pin set; Thence,**

4. **Continuing with said new line of division, southeasterly 112.76 feet along the arc of a curve to the right that has a radius of 166.15 feet to an iron pin set, said curve has a chord bearing & distance of S 60°13'15" E, 110.61 feet; Thence,**

5. **Continuing with said new line of division, S 40°46'44" E, 157.33 feet to an iron pin set; Thence,**

6. **Continuing with said new line of division, southeasterly 14.58 feet along the arc of a curve to the left that has a radius of 18.88 feet to an iron pin set, said curve has a chord bearing & distance of S 62°53'58" E, 14.22 feet; Thence,**

7. **Continuing with said new line of division, S 85°01'12" E, 107.40 feet to an iron pin set in the westerly line of the Marilyn Poteete Hayes, Kristie M. Hayes, Lisa R. Hayes Robert, Brenda Denise Hayes & Teresa Ray Hayes property as recorded in Will Probate Docket 94p1311, P.C.D.C., and by deeds of record in book 7404, page 515, book 7291, page 948, book 7291, page 934 and book 7291, page 927, R.O.D.C., Tennessee; Thence,**

8. **Continuing with the westerly line of the Marilyn Poteete Hayes et al property, S 51°23'18" W, 58.80 feet to an existing iron pin; Thence,**

9. **Continuing with the southwesterly line of the Marilyn Poteete Hayes et al property, S 21°51'35" E, 10.60 feet to an iron pin set; Thence.**

10. **Leaving said southwesterly property line and with a new line of division, N 85°01'12" W, 69.59 feet to an iron pin set; Thence,**

11. **Continuing with said new line of division, northwesterly 53.19 feet along the arc of curve to the right that has a radius of 68.88 feet to an iron pin set, said curve has a chord bearing & distance of N 62°53'58" W, 51.87 feet, Thence,**

12. **Continuing with said new line of division, N 40°46'44" W, 157.33 feet to an iron pin set; Thence,**

13. **Continuing with said new line of division, northwesterly 78.83 feet along the arc of a curve to the left that has a radius of 116.15 feet to an iron pin set, said curve has a chord bearing & distance of N 60°13'15" W, 77.32 feet; thence,**

14. **Continuing with said new line of division, N 79°39'46" W, 310.74 feet to an iron pin set; Thence,**

15. **Continuing with said new line of division, S 82°13'27" W, 36.42 feet to an iron pin set; Thence,**

16. **Continuing with said new line of division, N 71°04'20" W, 475.99 feet to an iron pin set in the easterly right-of-way line of Gallatin Pike; Thence,**

17. **With the easterly right-of-way line of Gallatin Pike, northeaserly 50.45 feet along the arc of a curve to the right that has a radius of 1857.90 feet to the point of beginning, said curve has a chord bearing& distance of N 26°33'58" E, 50.45 feet.**

This tract contains 59,277 square feet or 1.36 acres more or less as calculated by the above courses and distances which were determined within the precision requirements of an "Urban Class" ALTA/ACSM Land Title Survey of 1992.

Being part of the same property conveyed to J. Taylor Stratton by deed from N.S. Love, unmarried, of record in Book 437, page 218, Register's Office for Davidson County, Tennessee. Further conveyed to Marilyn P. Hayes, Teresa Hayes Hartman, Lisa Hayes Lucas, Brenda Denise Hayes Lemay, Kristie Marie Hayes, and Andrea Cheree Hayes Russell, by Quitclaim Deed from Spring Hill Cemetery Company, a Tennessee corporation, of record in Book 9921, page 902, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

Permitted Encumbrances

1. Taxes for the year 2007 not yet due and payable and thereafter.

2. Easements, covenants, rights-of-way and other encumbrances or restrictions which do not individually or in the aggregate materially restrict the use of the tract or parcel of land referenced on Exhibit "A" as the same is currently being used.

3. Right-of-Way for Newman Cheek and E.L. Morris of record in Book 935, page 435, Register's Office for Davidson County, Tennessee, as shown on survey.

4. Easement for Waterline of record in Book 935, page 433, Register's Office for Davidson County, Tennessee, as shown on survey.

5. Right-of-Way and Easement for roadway of record in Book 3962, page 988, Register's Office for Davidson County, Tennessee, as shown on survey.

6. Easement for Sanitary Sewer and Storm Drainage of record in Book 3879, page 574; and Book 4212, page 876; and Book 5143, page 388, Register's Office for Davidson County, Tennessee, as shown on survey.

7. Easements, rights or interests arising out of the sale or transfer of burial lots or plots located in Spring Hill Cemetery, or of burial rights therein, or the sale or transfer of crypts, vaults or niches located on the subject property.

8. Easements, rights of way or other rights over any of the unnamed streets, roads, alleys, walks, paths, parks or parkways located on subject property.

9. Conditions, limitations and restrictions contained in unrecorded certificates, conveyances, deeds or other instruments evidencing title to or rights in plots, lots, vaults, crypts or niches of Spring Hill Cemetery.

10. Ingress and Egress easement of record in Book 5050, page 18, Register's Office for Davidson County, Tennessee, as shown on survey.

11. Easement for Sanitary Sewer of record in Book 10126, page 778; and Book 10126, page 783; and Book 10126, page 788; and Book 10126, page 793; and Book 10126, page 798; and Book 10126, page 803, Register's Office for Davidson County, Tennessee, as shown on survey.

12. Permanent Ingress/Egress Easement of record in Book 11578, page 895, Register's Office for Davidson County, Tennessee, as shown on survey.

13. Encroachment of swimming pool 15 feet, more or less, over southern line of subject property as shown on survey dated March 20, 2007, Barge, Waggoner, Sumner & Cannon, Inc., File No., 333359-00

EXHIBIT "C"

Quit Claim Legal Description

A tract of land located in the Fourth Councilmanic District of Nashville, Davidson County, Tennessee in the northeasterly quadrant of the intersection of Briley Parkway and Gallatin Pike, being more particularly described as follows:

Beginning at an iron rod in the easterly right-of-way of Gallatin Pike, said iron road being a southwesterly corner of Marylyn P. Hayes, et al, property of record in Deed Book 10113, Page 969, R.O.D.C. and a northwesterly corner of the subject tract;

Thence with the southerly boundary of said Hayes, et al, property as follows:

S71°04'20"E, 475.99 feet;

N82°13'27"E, 36.42 feet;

S79°39'46"E, 310.74 feet;

Southeasterly with a curve to the right 78.83 feet, said curve having a radius of 116.15 feet, a central angle of 38°53'02" and a chord of 77.32 feet @ S60°13'15"E;

S40°46'44"E, 157.33 feet;

Southeasterly with a curve to the left 53.19 feet, said curve having a radius of 68.88 feet, a central angle of 44°14'28" and a chord of 51.87 feet @ S62°53'58"E;

S85°01'12"E, 69.59 feet to the westerly boundary of Lot 6 on the Revised Final Plat , James T. Hayes Subdivision of record in Plat Book 9700, Page 232, R.O.D.C.;

Thence with the westerly boundary of said Subdivision as follows:

S21°51'35"E, 192.85 feet to an iron rod;

S25°58'24"E, 154.44 feet to an iron rod;

S50°55'07"E, 82.71 feet to an iron rod;

S24°04'28"E, 71.02 feet;

S09°40'11"E, 241.55 feet to an iron rod;

S30°50'09"E, 54.97 feet;

S58°50'05"E, 36.54 feet to an iron rod;

S26°12'15"E, 168.84 feet;

S79°00'10"E, 100.72 feet;

S63°24'35"E, 99.00 feet;

S19°21'23"E, 53.81 feet to an iron rod;

S54°48'11"E, 61.39 feet to an iron rod;

S46°16'40"E, 58.10 feet;

S33°55'25"E, 98.71 feet to an iron rod;

S13°32'31"E, 106.66 feet to an iron rod;

S13°32'38"W, 97.23 feet to a concrete monument;

S05°03'11"W, 75.23 feet to a concrete monument at an exterior corner of Stephen C. Sanders, et ux, Melinda Sanders property of record in Deed Book 10480, Page 363, R.O.D.C. and a northwesterly corner of Keith Allen Dugger and John Alan Dugger, trustees property of record as Instrument No. 20021226-0158473, R.O.D.C.;

Thence with the westerly boundary of said Dugger property as follows:

S24°56'08"W, 71.01 feet to an iron rod;

S03°26'41"W, 61.56 feet to an iron rod;

S22°06'15"W, 85.56 feet to an iron rod;

S36°24'35"W, 54.18 feet to an iron rod;

S36°37'41"W, 29.80 feet to an iron rod;

S18°52'43"W, 50.80 feet;

S08°48'21"W, 52.75 feet;

S33°09'39"E, 41.03 feet;

S61°06'24"E, 37.68 feet;

S56°47'48"W, 78.53 feet;

S40°03'39"W, 55.19 feet;

S76°22'16"E, 134.77 feet to a northwesterly corner of Dugger Investment Partnership, L.P. property of record as Instrument No. 20021226-0158474, R.O.D.C.;

Thence with the westerly boundary of said Dugger Investment property as follows:

S03°58'12"W, 91.26 feet;

S13°43'29"W, 112.56 feet to a northwesterly corner of Donald Joe Chickey property of record in Deed Book 9005, Page 662, R.O.D.C.;

Thence with the westerly boundary of said Chickey property as follows:

S35°19°27"W, 113.82 feet;

S07°24'33"W, 97.24 feet to a northwesterly corner of Henry J. Romersa property of record as Instrument No. 20021202-0147747, R.O.D.C.;

Thence with the westerly boundaries of said Romersa property, Benjamin Pyles, et ux, Anna Hubbard property of record as Instrument No. 20060112-0004665, R.O.D.C., Wesley E. Moore, Jr., et ux, Sybil Lucille Moore property of record in Deed Book 2040, Page 279, R.O.D.C. and Bettina Bowers property of record in Deed Book 10124, Page 620, R.O.D.C. as follows:

S02°20'15"W, 207.98 feet;

S18°44'41"W, 79.86 feet to an iron rod;

S51°28'57"W, 297.09 feet;

S65°07'10"W, 229.49 feet to an iron rod at a northwesterly corner of Norma Ford Arnold, et al, property of record as Instrument No. 20060623-0075413, R.O.D.C.;

Thence with the boundary of said Arnold, et al, property as follows:

S51°06'35"W, 169.98 feet to an iron rod;

S64°41'01"W, 74.17 feet to an iron rod;

S69°08'44"W, 136.73 feet to a P.K. nail in the northerly right-of-way of Briley Parkway;

Thence with said right-of-way as follows:

S78°32'24"W, 122.85 feet to a concrete monument;

N80°00'57"W, 150.55 feet;

S88°25'33"W, 183.61 feet;

N88°37'29"W, 223.54 feet;

N66°06'51"W, 345.75 feet;

N73°18'03"W, 235.02 feet to a concrete monument;

N43°59'37"W, 342.42 feet to a concrete monument in the easterly right-of-way of Gallatin Pike;

Thence with said right-of-way of Gallatin Pike as follows:

Northeasterly with a curve to the right 44.50 feet, said curve having a radius of 305.00 feet, a central angle of 08°21'34" and a chord of 44.46' @ N02°50'17"E;

N06°46'22"E, 160.52 feet;

N08°34'19"E, 240.00 feet to an iron rod;

N10°13'16"E, 559.91 feet;

S80°05'53"E, 7.00 feet;

N10°13'16"E, 308.71 feet to an iron rod;

N80°29'19"W, 7.00 feet to an iron rod;

N09°59'09"E, 736.31 feet;

N09°59'07"E, 259.63 feet;

N10°01'18"E, 333.86 feet;

Northeasterly with a curve to the right 475.98 feet to the beginning, said curve having a radius of 1,857.90 feet, a central angle of 14°40'44" and a chord of 474.68 feet @ N18°26'52"E.

Containing 6,200,886 Square Feet or 142.353 Acres, more or less.