Return to:

Fidelity National Title Group
6840 Carothers Parkway
Suite 200
Franklin, Tennessee 37067

THIS INSTRUMENT PREPARED BY:
SCI Management
1929 Allen Parkway
Houston, TX 77019

Address New Owner:
M.L. Rose Pub Real Estate Holdings, LLC
Attn: Austin Ray, Managing Member
2535 Franklin Pike, Suite 107
Nashville, TN 37204

Send Tax Bills To:
M.L. Rose Pub Real Estate Holdings, LLC
Attn: Austin Ray, Managing Member
2535 Franklin Pike, Suite 107
Nashville, TN 37204

Map & Parcel No.:
Map 91-12, Parcel 165

BILL GARRETT, Davidson County
Trans:T20130025900 DEEDWARRSP
Recvd: 04/01/13 13:26 6 pgs
Fees:33.00 Taxes:1110.56
20130401-0031527

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of **$10.00**, cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, **ALDERWOODS (TENNESSEE), LLC, a Tennessee limited liability company** successor by conversion to ALDERWOODS (TENNESSEE), INC., a Tennessee corporation (herein referred to as **"Grantor"**) has this day bargained and sold and, by these presents, does hereby transfer and convey to **M.L. ROSE PUB REAL ESTATE HOLDINGS, LLC**, a Tennessee limited liability company (herein referred to as **"Grantee"**), its heirs and assigns, forever, the following described tract or parcel of land located in Davidson County, Tennessee, to wit and more particularly described on Exhibit "A" attached hereto and made a part hereof.

Commonly Known As:
407 45th Ave., Nashville, TN 37209

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 heirs and assigns, in fee simple, forever.

GRANTOR COVENANTS with the said Grantee that it 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 all matters set forth in Exhibit "B" and the use restriction set forth in Exhibit "C" attached hereto and made a part hereof.

GRANTOR FURTHER COVENANTS with the said Grantee and binds itself, its heirs/successors and assigns, to warrant and forever defend the title thereto of said tract or parcel of land to the said Grantee, its heirs and assigns, against the lawful claims and demands of all persons whomsoever claiming by, through or under Grantor, but not otherwise.

WITNESS this the 26th day of March, 2013.

GRANTOR:

ALDERWOODS (TENNESSEE), LLC

By: _____
Name: Curtis G. Briggs
Its: Vice President

STATE OF TEXAS

COUNTY OF HARRIS

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Curtis G. Briggs, with whom I am personally acquainted, and who upon oath acknowledged himself to be Vice President of Alderwoods (Tennessee), LLC, a Tennessee limited liability company (the "***Company***"), the within named Grantor, and that he as such officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the Company by himself as such officer.

Witness my hand and seal, at 1929 Allen Parkway, Houston, Texas 77019, this the 26th day of March, 2013.

_____
NOTARY PUBLIC

My commission expires: March 5, 2015

[AFFIX NOTARIAL SEAL]

DIANA DE LANE
Notary Public, State of Texas
My Commission Expires
March 05, 2015

STATE OF TEXAS)
)
COUNTY OF HARRIS)

The actual consideration for this transfer or the value of the property transferred, whichever is greater is **$300,150.00.**

AFFIANT

Subscribed and sworn to before me, this 26th day of March 2013.

Notary Public

My Commission Expires:

March 5, 2015

DIANA DE LANE
Notary Public, State of Texas
My Commission Expires
March 05, 2015

Exhibit "A"

BEING located in the 24th Councilmanic District of Davidson County, Tennessee, being located along along the westerly right of way of 45th Avenue North and Lots 14, 16, and 18 of Block 47 of No. 1 Plan of West Nashville as recorded in Deed Book 57, Page 75 in the Register's Office of Davidson County, Tennessee, and being a portion of the Gamble-Watson Acquisition Corporation Property as recorded in Deed Book 8465, Page 471, in the Register's Office of Davidson County, Tennessee and being more particularly described as follows:

BEGINNING at an iron pin monument in the northerly right-of-way of U.S. Highway 70 (State Route 24, Charlotte Avenue), said monument being the southeasterly corner of Lot 419 and southwesterly corner of Lot 417 of Block 68 of No. 1 Plan of West Nashville, Thence leaving the northerly right-of-way of U.S. Highway 70 (State Route 24, Charlotte Avenue) and continuing along with the easterly edge of Lot 419, N 01°52'25" W a distance of 162.50' to iron pin monument, said monument being located along the centerline of an abandoned alleyway (Metro Council Bill # 64-380);

Thence leaving the easterly edge of Lot 419 of Block 68 of No. 1 Plan of West Nashville and continuing along with the centerline of the abandoned alleyway, N 88°07'35" E a distance of 100.00' to an iron pin monument, said monument being a point in the westerly edge of Alley #1218;

Thence leaving the centerline of the abandoned alleyway diagonally across the intersection of Alley #1218 and Alley #1200, N 61°33'41" E a distance of 27.95' to an iron pin monument, said monument being the southwesterly corner of Lot 14 of Block 47 No. 1 Plan of West Nashville and TRUE POINT OF BEGINNING;

Thence with the westerly edge of Alley #1218 and easterly edge of Lots 14, 16, and 18, of Block 47 No. 1 Plan of West Nashville, N 01°52'25" W a distance of 75.00' to an iron pin monument said monument being the southwesterly corner common to Lot 20 of Block 47 No. 1 Plan of West Nashville ;

Thence with the southerly line of Lot 20 and northerly line of Lot 18 of Block 47 No. 1 Plan of West Nashville, N 88°07'35" E a distance of 110.00' to an iron pin monument, said monument being a point in the westerly right-of-way of 45th Avenue North;

Thence with the westerly right-of-way of 45th Avenue North, and the easterly edge of Lots 14, 16, and 18 of Block 47 No. 1 Plan of West Nashville, S 01°52'25" E a distance of 75.00' to an iron pin monument, said monument being a point in the northerly edge of Alley #1200;

Thence leaving the westerly right-of-way of 45th Avenue North, and continuing along with the northerly edge of Alley #1200 and southerly line of Lot 14, S 88°07'35" W a distance of 110.00' to an iron pin monument, which is the point of beginning, having an area of 8,250.00 square feet,0.19 acres more or less.

Being Parcel I of the property conveyed to Gamble-Watson Acquisition Corporation by deed from Gamble-Watson Company, a Tennessee corporation of record in Book 8465, page 471, as corrected in Book 8567, page 946, Register's Office for Davidson County, Tennessee. Gamble-Watson Acquisition Corporation having since changed its name to Gamble-Watson Funeral Home, Inc. by Articles of Amendment of record in Book 8491, page 38, said Register's Office, and Gamble-Watson Funeral Home, Inc. having since changed its name to Pettus-Owen & Wood Funeral Home, Inc. by Articles of Amendment of record in Book 8915, page 928, said Register's Office. The said Pettus-Owen & Wood Funeral Home, Inc. is now known as Alderwoods (Tennessee), LLC, pursuant to a conversion from Alderwoods (Tennessee), Inc. to Alderwoods (Tennessee), LLC. Affidavit of Conversion filed of record as Instrument No. 20130115-0004619, Register's office for Davidson County, Tennessee.

This description was prepared by Blue Ridge Surveying, Inc., certified by Brian M. Reifschneider RLS #2487, and dated March 7, 2013.

EXHIBIT B

ENCUMBRANCES AND EXCEPTIONS

1. If improvements are completed after January 1 of any year, the law, pursuant to TCA 67-5-509 and TCA 67-5-603, requires supplement assessments for the year in which improvements are completed.

2. Taxes for the year 2013, a lien not yet due and payable.

3. Easements retained by Metro Ordinance No. 64-380.

4. All matters shown on Survey prepared by Brian M. Reifschneider, Blue Ridge Surveying, Inc., TN RLS #2487, dated 03/07/2013, including the following:

   a. All underground utilities

   b. Asphalt parking encroaches 5.02' onto adjoiner property

EXHIBIT C

USE RESTRICTION

The following Use Restriction affects the Property and shall run with the Property:

The Property shall be restricted from being used as a funeral home, crematory, cemetery or for the sale of funeral, cremation and cemetery services and merchandise.