

SEALED BID FORM

HALLS MEMORY GARDENS

For-Profit Cemetery on 9.97 +/- Acres Located at
4846 Salem Church Road, Knoxville, TN 37938
(the “Property”)

MCLEMORE AUCTION COMPANY, LLC

470 Woodycrest Ave.
Nashville, TN 37210
615-517-7675

info@mclemoreauktion.com
www.mclemoreauktion.com

(the “Auctioneer”)

Date: _____

Name: _____

Company: _____

(leave Company field blank if Bidder is an individual)

Address: _____

City: _____

State: _____

Zip Code: _____

Telephone: _____

Fax: _____

Email: _____

(the “Bidder”)

Agreement

The Bidder agrees to the following:

SECTION 1: AUCTION PROCEDURE

1.01 Two Stage Auction – The auction will take place in two stages: In order to buy the Property (1) the Bidder must submit a sealed bid and (2) the Bidder, once qualified by the Auctioneer, must participate in an outcry auction.

1.02 Sealed Bid Requirement and Deadline – The Bidder must complete this form in its entirety and submit it to the Auctioneer by the deadline in order to be invited to the outcry auction. Please use the Sealed Bid Completion Checklist at the end of this form to facilitate this process. All sealed bids must be delivered to Auctioneer by 4:00 PM ET on August 19, 2008. McLemore Auction Company, LLC will acknowledge all sealed bids upon receipt.

1.03 Notification, Qualification, and Invitation – By 4:00 PM ET on August 21, McLemore Auction Company, LLC will notify all sealed bidders as to (1) whether they are qualified to participate in the outcry

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auction and (2) the amount of the highest sealed bid. Auctioneer will then invite all qualified sealed bidders to the outcry auction.

1.04 Outcry Auction Date, Time and Location – The outcry auction will take place on August 26 at 2:00 PM ET at the offices of Dean Farmer, Successor Receiver of Halls Memory Garden, Inc. at Hodges, Doughty & Carson, 617 Main St., Knoxville, TN 37901.

1.05 Outcry Auction Procedure – The outcry auction will open with the highest sealed bid. The Auctioneer will sell the Property to the highest sealed bidder (subject to court approval) unless any other qualified sealed bidder offers to exceed the highest sealed bid by ten percent (10%) or more at the outcry auction. Increments for bidding after the first bid shall be determined at the Auctioneer's discretion.

SECTION 2: SEALED BID

2.01 Sealed Bid – I hereby bid:

Sealed Bid Amount: _____

2.02 Buyer's Premium – I understand my bid is subject to a 10% buyer's premium:

Buyer's Premium Amount: _____
(the buyer's premium is equal to ten percent of the sealed bid amount)

2.03 Total Sealed Bid – I understand that my total bid is as follows:

Total Sealed Bid Amount: _____
(the total sealed bid is equal to the sealed bid plus the buyer's premium)

2.04 Bid Deposit – I understand that my bid must be accompanied by a bid deposit. This deposit must be in the form of a cashier's check made payable to Shanks & Blackstock Trust Account. McLemore Auction Company, LLC will return all cashier's checks from unsuccessful sealed bidders at the end of the outcry auction.

Bid Deposit Amount: _____
(the bid deposit is equal to ten percent of the total sealed bid)

2.05 Example – If Bidder submits a sealed bid of \$100.00, the buyer's premium would be \$10.00 and the total sealed bid would be \$110.00. The bidder would then be required to submit a bid deposit check for \$11.00.

SECTION 3: OTHER AUCTION DOCUMENTS

3.01 Terms and Conditions – The Bidder agrees to the terms and conditions of the auction as set out on the Auctioneer's website at www.mclmoreauction.com and as are available in printed form by request from the Auctioneer.

3.02 Agreement of Purchase and Sale – If the Bidder is declared to be the high bidder at the outcry auction, the Bidder agrees to enter into the agreement of purchase and sale in the form provided on the Auctioneer's website at www.mclmoreauction.com and as is available in printed form by request from the Auctioneer.

IN WITNESS WHEREOF this form has been executed by the party hereto as of the date written above.

Name: _____

Company: _____

(leave Company field blank if Bidder is an individual)

Signature: _____

Initials _____

SEALED BID COMPLETION CHECKLIST:

- Fill out the contact information at the beginning of the form.
- Fill out the sealed bid information in Section 2.
- Fill out the information at the end of the form.
- Sign the form.
- Obtain a cashier's check made payable to "Shanks & Blackstock Trust Account" in the amount of the bid deposit as outlined in Section 2.04.
- Attach the check to this form.
- Address your package for delivery to Auctioneer by 4:00 PM ET on August 19, 2008. We recommend that you use UPS, FedEx or other date certain and traceable shipper.

Initials _____