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IN THE CHANCERY COURT OF KNOX COUNTY, TENNESSEE **TM. ST. BD EQUALIZATION**

SCI TENNESSEE FUNERAL SERVICES, LLC,)
Plaintiff,)

Docket No. 177972-2

v.)

KNOX COUNTY, TENNESSEE, A Political)
Subdivision of the State of Tennessee; **PHIL**)
BALLARD in his official capacity as the Knox)
County Assessor of Property; **DEAN LEWIS** in his)
official capacity as Director of Assessments, Deputy)
Assessor of Property of Knox County; **THE CITY**)
OF KNOXVILLE, a municipality; **ROBERT E.**)
COOPER, JR., Attorney General of the State of)
Tennessee; **KNOX COUNTY BOARD OF**)
EQUALIZATION, an administrative board)
comprised of members appointed by Knox County)
and the City of Knoxville; **BEN JACO** in his)
official capacity as a member of the Knox County)
Tax Equalization Board, **RICHARD C. JULIAN**)
in his official capacity as a member of the Knox)
County Tax Equalization Board, **KEN ARNOLD** in)
his official capacity as a member of the Knox)
County Tax Equalization Board, **ARCHIE**)
JOHNSON in his official capacity as a member of)
the Knox County Tax Equalization Board, **BOBBIE**)
MABRY in her official capacity as a member of the)
Knox County Tax Equalization Board, **BARBARA**)
RAY in her official capacity as a member of the)
Knox County Tax Equalization Board, **LEWIS**)
SAM PIPKIN in his official capacity as a member)
of the Knox County Tax Equalization Board, and)
DAVE CLICK in his official capacity as a member)
of the Knox County Tax Equalization Board,)
Defendants.)

AGREED ORDER OF VOLUNTARY DISMISSAL

Comes now the Plaintiff, SCI Tennessee Funeral Services, LLC ("SCI"), pursuant to the applicable laws of the State of Tennessee, and pursuant to Rules 15 and 57 (among others) of the

Tennessee Rules of Civil Procedure, together with all **Defendants** (as defined below), to advise this Court that SCI has agreed to a voluntary dismissal with prejudice of all Defendants, subject to the agreement and consent of all **Parties** (as defined below) in this litigation, with each of the conditions which are set forth below ("**Conditions**"), which Conditions are so agreed upon and consented to by all Parties as evidenced by signatures of their counsel to this Agreed Order, said Conditions being:

1. The "**Defendants**" are defined as all defendants named in the Amended Complaint filed on June 17, 2010, that being Knox County, Tennessee, a political subdivision of the State of Tennessee; Phil Ballard in his official capacity as the Knox County Assessor of Property, Tennessee; A. Dean Lewis, CAE in his official capacity as the Director of Assessments, Deputy Assessor of Property of Knox County, Tennessee; The City of Knoxville, Tennessee, a municipality; Robert E. Cooper, Jr., Attorney General of the State of Tennessee; the Knox County Board of Equalization; and Ben Jaco, Richard C. Julian, Ken Arnold, Archie Johnson, Bobbie Mabry, Barbara Ray, Lewis Sam Pipkin, and Dave Click in their official capacities as members or alternate members of the Knox County Tax Equalization Board.

2. SCI and each of the Defendants, other than the Attorney General of the State of Tennessee, agree that there is a question as to the Constitutionality of Tenn. Code Ann. § 67-5-1101 *et seq.* (hereinafter, the "**Intangible Property Tax**") in this case.

3. Based upon discovery produced to date by SCI, SCI and each of the Defendants, other than the Attorney General of the State of Tennessee, also agree that SCI's headquarters and principal executive offices are in Houston, Texas.

4. In view of Condition #3 above, SCI and each of the Defendants, other than the Attorney General of the State of Tennessee, admit and stipulate that SCI is not subject to the

Intangible Property Tax in the County of Knox, Tennessee. Based upon the admission of Knox County for purposes of this case, the Attorney General of the State of Tennessee agrees that SCI is not subject to the Intangible Property Tax in the County of Knox, Tennessee.

5. The "Parties" are defined as the Defendants together with SCI.

6. Defendants acknowledge Intangible Property Tax cannot be imposed upon SCI because its headquarters and principal executive offices are outside Knox County.

7. Defendants agree that the Assessment Notices (as defined in the Amended Complaint) are hereby irrevocably withdrawn and abated in all respects, and that Defendants will not collect from SCI the Intangible Property Tax for 2010 or any prior tax years.

8. The above captioned lawsuit is dismissed with prejudice.

9. Knox County will pay all court costs.

10. Each of the Parties shall bear their own attorneys' fees and expenses.

ORDERED, ADJUDGED AND DECREED that, based upon the consent of SCI to voluntarily dismiss the Defendants with prejudice, and based upon the agreement and consent of all parties in this litigation (as evidenced by the signatures of counsel below) to the above-referenced Conditions (such Conditions being incorporated herein by reference), the Defendants are hereby dismissed with prejudice from this litigation.

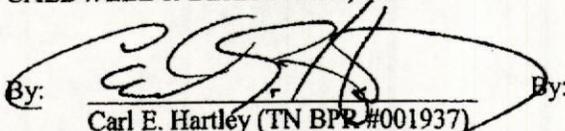
ENTERED as of the ___ day of July, 2010.

CHANCELLOR, CHANCERY COURT OF
KNOX COUNTY, TENNESSEE

[signatures on following page]

CONSENTED TO AND APPROVED FOR ENTRY:

**BAKER, DONELSON, BEARMAN,
CALDWELL & BERKOWITZ, P.C.**

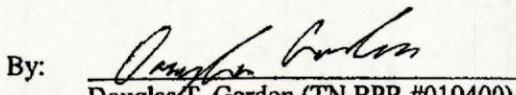
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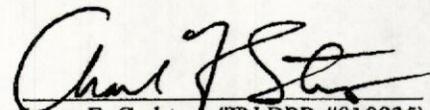
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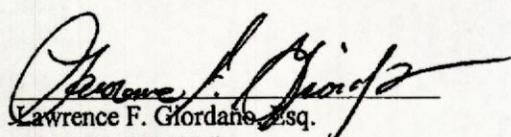
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Julian, Ken Arnold, Archie Johnson,
Bobbie Mabry, Barbara Ray, Lewis
Sam Pipkin and Dave Click*

By: Mary Ellen Knack

Mary Ellen Knack (TN BPR # 14927)

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and Reporter*