This Instrument Prepared by:

Gina L. Zylstra
Feeney & Lawrence, PLLC
2040 First American Center
315 Deaderick Street
Nashville, Tennessee 37238-2300

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $ 37,902.40 (Tax Exempt).

Gina L. Zylstra
AFFIANT

Subscribed and sworn to before me, this the 6th day of June, 1997.

Shelia Snipes
NOTARY PUBLIC

My commission expires:
SHELIA SNIPES
Notary Public, Davidson Co., TN
My Comm. Expires Jan. 24, 1998

ADDRESS NEW OWNER:	SEND TAX BILLS TO	MAP-PARCEL NO.:
A. D. Hewlett 5317 Anchorage Drive Nashville, Tennessee 37220	Same	119-05-191

SUCCESSOR TRUSTEE'S DEED

THIS INDENTURE, made and entered into on this the 29th day of April, 1997, by and between Gina L. Zylstra, Successor Trustee, hereinafter referred to as the "FIRST PARTY," and A. D. Hewlett, his heirs and assigns, hereinafter referred to as the "SECOND PARTY,"

WITNESSETH:

WHEREAS, on the **11th day of May, 1995, Georgetown Productions, Inc., a Tennessee Corporation,** executed a deed of trust to the Trustee, as named therein, to secure the payment of a promissory note in the original principal amount of **$37,000.00** payable to the order of **A.D. Hewlett and wife, Frances H. Hewlett ("Lender")** (the "Note"), said Note being payable in monthly installments as set forth in said deed of trust, which is of record in **Book 9670, page 433** Register's Office of **Davidson** County, Tennessee, (the "Deed of Trust"), to which reference is hereby made; and,

WHEREAS, the trustee named in the Deed of Trust was unable to act as Trustee under said Deed of Trust and Gina L. Zylstra was appointed Successor Trustee by the owner and holder of said Note, which appointment is of record in **Book 10372, page 674**, in the Register's Office for **Davidson** County; and,

WHEREAS, default was made in the payment of said Note and the holder thereof directed FIRST PARTY to advertise and sell said property in satisfaction of said indebtedness and the costs of foreclosure, in accordance with the terms and provisions of said Note and Deed of Trust; and,

WHEREAS, FIRST PARTY did advertise said property for sale in accordance with the terms and provisions of said Note and Deed of Trust, notices of the time and place of said sale being published in The Nashville Record on April 3, 1997, April 10, 1997, and April 17, 1997;

WHEREAS, FIRST PARTY appeared at the time and place stated and caused the said property to be sold first floor of the Davidson Courthouse in said County, Tennessee, on April 29, 1997; and,

WHEREAS, A. D. Hewlett, being the highest and best bidder thereof, became the purchaser of said property at and for the sum of Thirty Seven Thousand Nine Hundred Two Dollars & 40/100 Dollars ($37,902.40), or credited, the receipt thereof is hereby acknowledged.

NOW, THEREFORE, *IN* CONSIDERATION OF THE PREMISES, FIRST PARTY has this day bargained and sold and does by these presents transfer and convey unto A. D. Hewlett, his heirs and assigns, the following described real property, situated in Davidson County, Tennessee:

Being Lot No. 45 on the map of the Re-Subdivision of certain lots in Cumberland Nurseries, as of record in Book 161, Page 139, Register's Office for said County.

Said Lot No. 45 fronts 50 feet on the Northerly side of Lutie Street and runs back between parallel lines 175 feet, more or less, to an alley.

Being the same property conveyed to Georgetown Productions, Inc., by deed from A.D. Hewlett and wife, Frances H. Hewlett in Book 9670 Page 430 said Register's Office.

This property is known as **324 Lutie Street, Nashville, Tennessee**

TO HAVE AND TO HOLD the aforesaid real estate unto the said A. D. Hewlett, his heirs and assigns, forever, and in bar of equity of redemption, homestead, dower and all other exemptions of every kind.

This conveyance is subject to any and all taxes that may be a lien against said property including delinquent real property taxes, the recorded plat, condominium documents and restrictions, restrictive covenants, easements, and matters of record or other matters which may be superior to the Deed of Trust, and also subject to the right of redemption of the Internal Revenue Service of the United States of America, pursuant to the provisions of 26 U.S.C. § 7425, by virtue of federal tax liens of record in Book 9927 page 715 and Book 10094 page 991, said register's office. Proper notice as required by 26 U.S.C. §7425 and Tenn. Code Ann. §67-1-1433(b)(1) respectively has been timely given by certified mail, return receipt as provided for in 26 U.S.C. §7425 and Tenn. Code Ann. §67-1-1433(b)(1).

AND, Gina L. Zylstra, Successor Trustee, does further covenant and bind her successors and assigns to warrant and defend the title to said land only as to such title coming by, through or under her as trustee to the said A. D. Hewlett, his heirs and assigns, and not otherwise.

IN WITNESS WHEREOF, FIRST PARTY has hereunto set her signature, this the day and date above written.

Gina L. Zylstra
Successor Trustee

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, a Notary Public, in and for the State and County aforesaid, personally appeared Gina L. Zylstra, Successor Trustee, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who upon her oath acknowledged herself to be the person who executed this instrument for the purposes therein expressed. WITNESS my hand and seal this 4th day of June, 1997.

SHELIA SNIPES
Notary Public, Davidson Co., TN
My Comm. Expires Jan. 24, 1998

NOTARY PUBLIC

My commission expires:

T:\ALLCASES\NONINS\hewlettsucdeed.wpd

Internal Revenue Service

District
Director

Department of Treasury

P. O. Box 1107, MDP 148
Nashville, TN 37202

BOOK 10484 PG 745

Person to Contact:
P. Jackson
Telephone Number:
(615) 736-2339
Refer Reply to:
62-1561630
Date:
April 3, 1997

Feeney & Lawrence, PLLC
Gina L. Zylstra
2040 First American Center
315 Deaderick Street
Nashville, Tennessee 37238

Re: Notice of Nonjudicial Sale

Taxpayer: Georgetown Productions, Inc.
Property: 324 Lutie Street, Nashville, Tennessee

Dear Ms. Zylstra:

This is to acknowledge receipt of your correspondence dated 03-28-97, regarding the above named taxpayer. Your notice is considered adequate for a nonjudicial sale under the provisions of Section 7425(c) of the Internal Revenue Code of 1986.

If the property is sold for more than the total due on the foreclosing instrument, any excess proceeds are subject to the lien(s) of the Internal Revenue Service. Send excess proceeds to the address shown in the heading of this letter.

The Internal Revenue Service reserves its right to redeem real property. If you desire to submit an application for release of our right of redemption, you may request a copy of Publication 487 from your local office or this office. A payment may be required to secure a release.

We are enclosing a blank "Report Of Sale". Within fifteen (15) days from the day of sale, please complete the report and return it to us. If the sale is cancelled, please provide a brief explanation as to the reason.

Thank you for your cooperation.

Sincerely,

Pat Bisson
Chief, Advisory Section

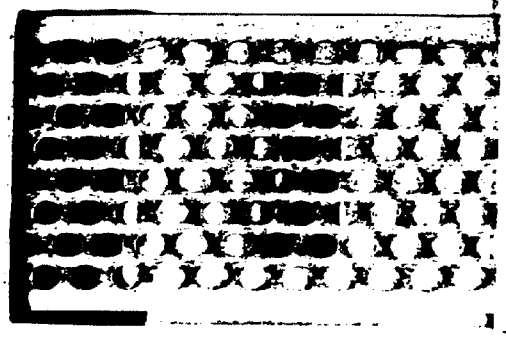
Enclosure

03134118
IDENTIF. ↑ REFERENCE

97 JUN -6 PM 3:45
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

PICK-UP

03/06/90 0101 03CHECK 153.24



OFFICIAL RECEIPT
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10484 PG 746

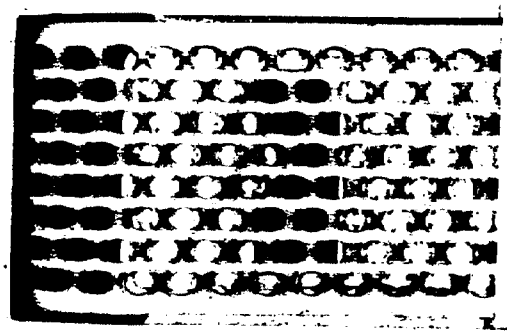
CO - CONVEYANCE
MO - MORTGAGE
WD - WARRANTY DEED
TD - TRUST DEED

CC - CERTIFIED COPY
REL - RELEASE
UCC - UNIFORM COMMERCIAL CODE

MISC - MISCELLANEOUS
CO TX - STATE TAX CONVEY
MO TX - STATE TAX MORT
PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
			CAMT	37902.40
			CON TX	140.24
			PRFEE	1.00
			WDEED	12.00
			TOTAL	153.24
			CHECK	153.24
06/06/97	01	15:47	0001	0304

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



03134 18
IDENTIF. ↑ REFERENCE

97 JUN -6 PM 3:45
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1160220