BILL GARRETT, Davidson County
Trans:T20090053276 DEEDTRS
Recvd: 08/05/09 13:44 13 pgs
Fees:68.00 Taxes:3145.00
20090805-0073514

This Instrument Prepared By and Return to:
Laura F. Ketcham, Esq.
Husch Blackwell Sanders LLP
736 Georgia Avenue, Suite 300
Chattanooga, Tennessee 37402

SUBSTITUTE TRUSTEE'S DEED

THIS INDENTURE is made and entered into as of this 31st day of July, 2009, by and between **LAURA F. KETCHAM, Substitute Trustee** ("Grantor"), and **SUNTRUST BANK,** a Georgia state banking corporation ("Grantee");

WITNESSETH:

WHEREAS, on December 17, 1999, **Developmental Learning Center, Inc., formerly known as Institute of Learning Research, Inc.,** a Tennessee corporation ("Borrower"), executed a Tennessee Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing recorded as Instrument Number 199912170304530, Register's Office for Davidson County, Tennessee, as amended by First Amendment to Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing dated January 14, 2000 and recorded as Instrument Number 200002020011010, as further amended by Second Amendment to Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing dated October 13, 2000 and recorded as Instrument Number 200010310107863, as further amended by Third Amendment to Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing dated June 22, 2001 and recorded as Instrument Number 200107020069895, as further amended by Fourth Amendment to Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing dated September 10, 2002 and recorded as Instrument Number 200209230115815, and as further amended by Fifth Amendment to Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing dated July 28, 2005 and recorded as Instrument Number 200508050092810, all in the Register's Office of Davidson County, Tennessee (collectively, the "Deed of Trust"), to Julian L. Bibb, Trustee, for the benefit of SunTrust Bank, Nashville, N.A., or the holder of the note secured thereby which is its successor in interest, Grantee, which secured a Commercial Note dated October 5, 2005 in the principal amount of $1,899,784.99, a Commercial Note dated September 12, 2005 in the principal amount of $120,000.00, and a Commercial Note dated September 10, 2005 in the principal amount of $64,192.95, as amended (collectively, the "Note") payable to the order of Grantee; and

WHEREAS, Grantee, owner and holder of the Note and Deed of Trust, pursuant to the authority contained in said Deed of Trust, appointed Laura F. Ketcham as Substitute Trustee under said Deed of Trust, said appointment being recorded as Instrument Number 20090528-0048932, in said Register's Office; and

WHEREAS, default having occurred in the payment of the debts and the performance of obligations secured to be paid and performed by the Deed of Trust and all of the indebtedness secured thereby having matured, and Grantee having requested the undersigned to advertise and sell the property conveyed by said Deed of Trust and still subject to the lien thereof, and in accordance with the terms and provisions of the Deed of Trust; and

WHEREAS, in accordance with said request, said property was advertised for sale ("Notice of Sale") in *The Davidson AM*, a newspaper published in Davidson County, Tennessee once a week for three (3) consecutive weeks, such notices appearing on July 10, 2009, July 17, 2009 and July 24, 2009, giving the time, date, terms, place of sale and description of said property. A copy of the Notice of Sale is attached hereto as Exhibit A; and

WHEREAS, at the time, being 10:00 A.M., on Friday, July 31, 2009 and at the place, being the Register of Deeds Office, northwest entrance door, 6th & Broadway, Nashville, Tennessee 37203, said property was offered for sale at public auction to the highest bidder at the time and under the terms designated in the Notice of Sale and in accordance with all of the terms and requirements of said Deed of Trust, and the aforesaid Notice of Sale, at which sale said property was struck off and sold to Grantee for the sum of Eight Hundred Fifty Thousand and 00/100ths Dollars ($850,000.00), that being the highest bid, and pursuant thereto this conveyance is now made of said property to Grantee; and

WHEREAS, Grantee will comply with the terms of the sale by paying into the hands of the undersigned the purchase price to be credited against the expenses of the sale, the balance of said purchase price being credited on the indebtedness secured by the Deed of Trust.

NOW, THEREFORE, for consideration as set forth and the payment by Grantee, of the amount of money paid, receipt of which is hereby acknowledged, the undersigned Grantor, as Substitute Trustee, does hereby grant, bargain, sell and convey to the said Grantee, its successors and assigns, in fee simple forever, the above mentioned and below described real property:

Being a parcel of land in the First Civil District of Nashville, Davidson County, Tennessee, located on the easterly margin of Clarksville Pike between Ashland City Highway and Whites Creek and being more particularly described as follows:

BEGINNING at a point in the easterly margin of Clarksville Pike at the southwest corner of herein described tract, said point being southeasterly 2-feet, more or less from a highway monument;

THENCE, with the easterly margin of Clarksville Pike N 24°48'57"W, 82.12 feet to a point; thence N 65°11'03"E, 10.00 feet to a point; thence N 24°48'57"W, 336.20 feet to a point; thence leaving said margin with the southerly line of Richard H. Parrish of record in Deed Book 8443, Page 258, R.O.D.C., N 55°03'31"E, 229.23 feet to an iron pin; thence N 63° 23'37"E, 557.85 feet to a point in the west line of Hubert E. Lyle of record in Deed Book 10468, Page 69, R.O.D.C.; thence with Lyle S 21°53'29"W, 89.04 feet to an iron pin; thence S 20°42'10"W, 154.08 feet to a point; thence S 19°39'15"W, 176.46 feet to an iron pin; thence with the west line of Laurence Bratton of record in Deed Book 8248, Page 924, R.O.D.C., S 19°53'33"W, 380.89 feet to an iron pin; thence with the north line of Jerry Vanatta of record in Deed Book 10413, Page 557, R.O.D.C. and Hassan A. Moghadon of record in Deed Book 5362, Page 829, R.O.D.C., S 86°43'42"W, 243.97 feet to the point of beginning, containing 259,513 square feet or 5.96 acres, more or less.

Property address: **3808 Clarksville Pike, Nashville, Tennessee 37218.**

Being the same property conveyed to the Institute of Learning Research, Inc. by General Warranty Deed from The Vanderbilt University and Dorothy Ruth Park Evins of record as Instrument No. 199912170304529, Register's Office of Davidson County, Tennessee.

TOGETHER WITH (i) all buildings and improvements now or hereafter erected on the above-described property, (ii) all fixtures attached to the above-described property or any buildings or improvements situated thereon, and (iii) all estates, rights, tenements, hereditaments, privileges, rents, issues, profits, easements and appurtenances of any kind benefiting the above-described property, all means of access to and from the above-described property, whether public or private, and all water and mineral rights.

TO HAVE AND TO HOLD unto Grantee, its successors and assigns, in fee simple forever.

THE SALE IS SUBJECT TO any and all unpaid Metropolitan Davidson County real estate taxes and assessments; any restrictive covenants, easements, or setback lines that may be applicable; any statutory right of redemption of any governmental agency, state or federal; any prior liens or encumbrances as well as any priority created by a fixture filing; and to any matter that an accurate survey of the premises might disclose.

Further subject to the right of the United States to redeem the land as provided for in 26 U.S.C. § 7425(d)(1), notice having been timely given in connection with the following tax liens:

Notice of Federal Tax Lien – Instrument number 20071126-0136682 ($116,437.82)

Notice of Federal Tax Lien – Instrument number 20080131-0009814 ($245,424.84)

A copy of the notice is attached hereto as Exhibit B.

THE UNDERSIGNED GRANTOR believes the title hereby conveyed to be good, but only warrants the same against the lawful claims of all persons claiming by, through and under a conveyance from the undersigned, as Substitute Trustee, under the provisions of the Deed of Trust, but not further or otherwise.

IN WITNESS WHEREOF, Grantor has hereunto set her hand as of the day and date first above written.

LAURA F. KETCHAM
Substitute Trustee

STATE OF TENNESSEE)
COUNTY OF HAMILTON)

Personally appeared before me, Dorothy R. McMahan, Notary Public in and for said State and County, Laura F. Ketcham, the within named Substitute Trustee, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who acknowledged that she as such Substitute Trustee, executed the within instrument for the purposes therein contained.

WITNESS my hand and Notarial Seal at office this 31st day of July, 2009.

Dorothy R. McMahan
NOTARY PUBLIC

My commission expires: October 19, 2011

DOROTHY R. McMAHAN
STATE OF TENNESSEE NOTARY PUBLIC
HAMILTON

Property Owner and Send Tax Bills to:

SunTrust Bank
303 Peachtree Street
Suite 900
Atlanta, Georgia 30308

Map and Parcel No.: 069-00-0-106.00.

AFFIDAVIT OF CONSIDERATION

I hereby swear or affirm that, to the best of my knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $ 850,000, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

By: _____
AFFIANT

Subscribed and sworn to before me this 30 day of July, 2009.

Amber R. Nixon
NOTARY PUBLIC

AMBER R NIXON
NOTARY PUBLIC
DOUGLAS COUNTY, GEORGIA
MAY 5TH, 2013

My Commission Expires:
May 5, 2013

CHD-517869-1

EXHIBIT

tabbies

A

[redacted]

having incurred the performance the commercial terms and conditions of a Commercial Note dated October 5, 2006 in the principal amount of $1,309,794.05, as Commercial Note dated September 19, 2008 in the principal amount of $129,000.00, and as Commercial Note dated September 19, 2008 in the principal amount of $64,192.95, as amended (collectively, the Promissory Note"), and a Tennessee Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing Securing the same dated December 17, 1999, recorded as Instrument Number 199912170804530, Register's Office for Davidson County, Tennessee, as amended by First Amendment to Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing dated January 14, 2000 and recorded as Instrument Number 200008290011010, as further amended by Second Amendment to Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing dated October 13, 2000 and recorded as Instrument Number 200010310107063, as further amended by Third Amendment to Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing dated June 22, 2001 and recorded as Instrument Number 200107090089695, as further amended by Fourth Amendment to Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing dated September 9, 2002 and recorded as Instrument Number 200209230115819, and as further amended by Fifth Amendment to Deed of Trust, Assignment of Rents, Security

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Agreement and Fixture Filing dated July 28, 1995 and recorded as Instrument Number 200[illegible]0, all in the Register's Office of Davidson County, Tennessee (collectively the "Deed of Trust"), conveying certain property described in the Deed of Trust from Developmental Learning Center, Inc., formerly known as Institute of Learning Research, Inc., a Tennessee corporation to Julian Li, Substitute Trustee for Sherrard Barth, Nashville, N.A., of the holder of the note secured thereby, which is successor in interest, said note being described as a promissory note bearing even date in the original principal amount of $1,309,794.05 ("Promissory Note"), and WHEREAS, the undersigned Laura F. Ketchum of Husch Blackwell Sanders LLP, having been appointed Substitute Trustee in the place and stead of Julian L. Bibb by Appointment of Substitute Trustee' filed of record on May 28, 2009 as Instrument Number 20090528-0048932, in said Register's Office; and Beneficiary, as present owner of the debt secured, having requested the undersigned to advertise and sell the property conveyed by the Deed of Trust; NOW THEREFORE, notice is hereby given that the [illegible] indebtedness [illegible] has been declared due and payable, and that [illegible] Laura F. Ketchum of Husch Blackwell Sanders LLP as Substitute Trustee by virtue of the power, duty and authority vested in and imposed upon said Substitute Trustee will, on July 31, 2009 Commencing at 10:00 a.m. at the Register of Deeds Office, northwest entrance door, 5th & Broadway, Nashville, Tennessee 37203, proceed to sell the following property at public auction to the highest bidder for cash as the time and under the terms described in this Notice of Sale:

Being a parcel of land in the First Civil District of Nashville, Davidson County, Tennessee, located on the easterly margin of Clarksville Pike between Ashland City Highway and Whites Creek and being more particularly described as follows:

BEGINNING at a point in the easterly margin of Clarksville

Continued to next column

Pike at the southwest corner of herein described tract, said point being approximately [illegible] feet as measured [illegible] from a [illegible] intersection [illegible] with the easterly margin of Clarksville Pike; thence N 25°45'37" W, 92.12 feet to a point; thence N 89°11'03"E, 20.00 feet to a point; thence N 25°45'37" W, 336.20 feet to a point; thence leaving said margin with the southerly line of Richard H. Parmer of record in Deed Book 5883, Page 294, R.O.D.C. S 55°03'31" E, 229.23 feet to an iron pin; thence N 63° 23'37" E, 587.85 feet to a point in the west line of Robert E. Lyle of record in Deed Book 10459, Page 69, R.O.D.C.; thence with Lyle S 21°03'29"W, 89.04 feet to an iron pin; thence S 20°42'10"W, 154.08 feet to a point; thence S 19°23'15"W, 176.46 feet to an iron pin; thence with the west line of Lazarace Bratton of record in Deed Book 8248, Page 824, R.O.D.C. S 20°33'33"W, 386.38 feet to an iron pin; thence with the north line of Jerry Lavaiatte of record in Deed Book 10413, Page 557, R.O.D.C. and Nassar F. Kooheiri of record in Deed Book 10[illegible], Page 829, R.O.D.C. S 89°47'47"W, 343.67 feet to the point of beginning, containing 259,313 square feet or 5.95 acres, more or less.

Property Address: 4[illegible] Clarksville Pike, Nashville, Tennessee 37218.

Map and Parcel No.: 059-00-0-106.00.

being the same property conveyed to the Institute of Learning Research, Inc. by General Warranty Deed from The Vanderbilt University and Dorothy Ruth Park Evins of record as Instrument No. 199912170804529, Register's Office of Davidson County, Tennessee.

TOGETHER WITH (i) all buildings and improvements now or hereafter erected on the above-described property, (ii) all fixtures attached to the above-described property or any buildings or improvements situated thereon, and (iii) all estates, rights, tenements, hereditaments, privileges, rents, issues, profits, easements and appurtenances of any kind benefiting the above-described property, all means of access to and from the above-described property, whether public or private, and all water and mineral rights.

This sale is subject to any and all unpaid Metropolitan Davidson County real estate taxes and assessments, any restrictive covenants, easements, or setback lines that may be applicable, any statutory right of redemption of any governmental agency, state or federal, any prior liens or encumbrances as well as any priority created by a fixture filing, and to any matter that an accurate survey of the premises might disclose.

To the best of the Substitute Trustee's knowledge, information and belief, there are no Federal or State tax lien claimants upon the subject property which would require notice pursuant to the terms and provisions of T.C.A. § 35-5-104 or T.C.A. § 67-1-1430 or 26 U.S.C. § 7425 except the following which have been timely notified of the sale:

(a) Department of the Treasury, Internal Revenue Service . Notice of Federal Tax Lien, recorded on November 26, 2007 as Instrument 20071126-0136862.

(b) Department of the Treasury, Internal Revenue Service . Notice of Federal Tax Lien, recorded on January 31, 2008 as Instrument 20080131-0009814.

The Deed of Trust recites that equity of redemption and all rights of redemption contained in T.C.A. § 66-8-101 et seq., homestead, dower, elective share, rights of appraisement or valuation, and all other rights and exemptions of every kind, are waived. Title is believed to be good, but the undersigned will sell and convey only as Substitute Trustee.

If the highest bidder cannot pay the bid within twenty-four

Continued to next column

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(24) hours of the sale, the next highest bidder will be deemed the successful bidder.

The right is reserved to adjourn the day of the sale to another date, time and place certain without further publication, upon announcement at the time and place of the sale set forth above.

CURRENT PROPERTY OWNER: Developmental Learning Center, Inc., formerly known as Institute of Learning Research, Inc.

OTHER LIEN HOLDERS OR HOLDERS OF INTEREST: None.

Dated: June 22, 2009

Laura F. Ketchum, Substitute Trustee

Husch Blackwell Sanders LLP

736 Georgia Avenue, Suite 300

Chattanooga, TN 37402

Notice published in: The Tennessee Star, Nashville, Tennessee

Publication Dates: July 03, 2009, July 17, 2009 and July 24, 2009

HUSCHBLACKWELL SANDERS LLP

Laura F. Ketcham
Attorney
736 Georgia Avenue, Suite 300
Chattanooga, TN 37402
423.755.2673
fax: 423.266.5499
laura.ketcham@huschblackwell.com

June 22, 2009

VIA CERTIFIED MAIL -
RETURN RECEIPT REQUESTED
(No. 7008 1140 0002 0175 5551)
Internal Revenue Service
Attention: Technical Services Advisory Group Manager
801 Broadway, MDP53
Nashville, TN 37203

Re: Notice of Sale
Property Address: 3808 Clarksville Pike, Nashville, Tennessee 37218

Dear Technical Services Advisory Group Manager:

This firm represents SunTrust Bank which holds the following promissory notes executed by Developmental Learning Center, Inc., formerly known as Institute of Learning Research, Inc.: a Commercial Note dated October 5, 2005 in the principal amount of $1,899,784.99, a Commercial Note dated September 12, 2005 in the principal amount of $120,000.00, and a Commercial Note dated September 10, 2005 in the principal amount of $64,192.95, as amended (collectively, the "Note"). The Note is secured by a Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing on the Property dated December 17, 1999, recorded as Instrument Number 199912170304530, as amended by First Amendment to Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing dated January 14, 2000 and recorded as Instrument Number 200002020011010, as further amended by Second Amendment to Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing dated October 13, 2000 and recorded as Instrument Number 200010310107863, as further amended by Third Amendment to Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing dated June 22, 2001 and recorded as Instrument Number 200107020069895, as further amended by Fourth Amendment to Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing dated September 10, 2002 and recorded as Instrument Number 200209230115815, and as further amended by Fifth Amendment to Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing dated July 28, 2005 and recorded as Instrument Number 200508050092810, all in the Register's Office of Davidson County, Tennessee (collectively, the "Deed of Trust"). The Note has matured and the holder of the Note and Deed of Trust has demanded payment in full but such demand has not been honored, and the holder of the Note and Deed of Trust has therefore demanded that the property covered by the Deed of Trust, and

hereinafter described, be advertised and sold in satisfaction of said indebtedness and the cost of foreclosure.

It is my understanding that the Internal Revenue Service has filed two Notices of Federal Tax Lien against the Property. Therefore, this Notice is being submitted to you pursuant to Section 7425 of the Internal Revenue Code of 1986, as amended, as follows:

1. This Notice is submitted by Husch Blackwell Sanders LLP, 736 Georgia Avenue, Suite 300, Chattanooga, Tennessee 37402 on behalf of SunTrust Bank, 303 Peachtree St NE, 9th Floor, GA-ATL-1986, Atlanta, GA 30308.

2. The following tax lien notices have been filed in the Register's Office of Davidson County, Tennessee:

   a. The Internal Revenue Service has filed a Notice of Tax Lien against Institute of Learning Research, Inc. The address of the taxpayer shown on the tax lien notice is 3808 Clarksville Pike, Nashville, TN 37218-2204. The tax lien notice bears Serial Number 403862707 and is dated November 14, 2007. It is of record at Instrument Number 20071126-0136682 in the Register's Office of Davidson County, Tennessee, having been recorded in said office on November 26, 2007. A copy of said tax lien notice is enclosed herewith as Exhibit A for your information.

   b. The Internal Revenue Service has filed a Notice of Tax Lien against Institute of Learning Research, Inc. The address of said taxpayer shown on the tax lien notice is 3808 Clarksville Pike, Nashville, TN 37218-2204. The tax lien notice bears Serial Number 416970708 and is dated January 23, 2008. It is of record at Instrument Number 20080131-0009814 in the Register's Office of Davidson County, Tennessee, having been recorded in said office on January 31, 2008. A copy of said tax lien notice is enclosed herewith as Exhibit B for your information.

3. The street address of the Property is 3808 Clarksville Pike, Nashville, Tennessee 37218. The Property is more fully described in the Notice of Substitute Trustee's Sale enclosed and incorporated herewith as Exhibit C.

4. The Property will be sold at public auction for cash on July 31, 2009, at 10:00 a.m. in Nashville, Tennessee as detailed in the Notice of Substitute Trustee's Sale enclosed herewith.

5. The approximate amount of principal indebtedness on the Note is $1,798,033.24, the accrued interest as of June 9, 2009, was in the amount of $48,143.40, and the loan fees as of June 9, 2009 were in the amount of $85,477.21. Accordingly, the total indebtedness secured by the Deed of Trust as of June 9, 2009, was approximately $1,931,653.85, plus the amount of expenses and attorneys' fees incurred in connection with the foreclosure and collection on the Note. The per diem rate of interest for every day after June 9, 2009, is approximately $310.07525. It is anticipated that additional costs and expenses in this foreclosure will not be less than $3,000.

6. There are no additional encumbrances on the Property.

Please accept this letter as the twenty five (25) days notice required by Section 7425 of the Internal Revenue Code of 1986, as amended, which notice must be given to the Secretary or his or her delegate. Please advise me immediately if there is any deficiency or inadequacy in this notice.

Very truly yours,

Laura F. Ketcham

Enclosures

cc: Mr. Sam Sabella

4605

Form 668 (Y)(c)
(Rev. February 2004)

Department of the Treasury - Internal Revenue Service

Notice of Federal Tax Lien

Area: SMALL BUSINESS/SELF EMPLOYED AREA #5 Lien Unit Phone: (800) 913-6050	Serial Number 403862707	For Optional Use by Recording Office

As provided by section 6321, 6322, and 6323 of the Internal Revenue Code, we are giving a notice that taxes (including interest and penalties) have been assessed against the following-named taxpayer. We have made a demand for payment of this liability, but it remains unpaid. Therefore, there is a lien in favor of the United States on all property and rights to property belonging to this taxpayer for the amount of these taxes, and additional penalties, interest, and costs that may accrue. a Corporation

Davidson County LIENFTL
Recvd: 11/26/07 08:51 1 pgs
Fees:12.00 Taxes:0.00
20071126-0136682

Name of Taxpayer INSTITUTE OF LEARNING RESEARCH INC

Residence 3808 CLARKSVILLE PIKE
NASHVILLE, TN 37218-2204

IMPORTANT RELEASE INFORMATION: For each assessment listed below, unless notice of the lien is refiled by the date given in column (e), this notice shall, on the day following such date, operate as a certificate of release as defined in IRC 6325(a).

Kind of Tax (a)	Tax Period Ending (b)	Identifying Number (c)	Date of Assessment (d)	Last Day for Refiling (e)	Unpaid Balance of Assessment (f)
941	06/30/2007	62-0870147	09/17/2007	10/17/2017	116437.82

Place of Filing
Register of Deeds
Davidson County
Nashville, TN 37201

Total $ 116437.82

This notice was prepared and signed at DALLAS, TX, on this,

the 14th day of November, 2007.

Signature R. A. Mitchell
for MARION THARPE

Title
REVENUE OFFICER 25-06-1728
(615) 250-5389

(NOTE: Certificate of officer authorized by law to take acknowledgment is not essential to the validity of Notice of Federal Tax lien
Rev. Rul. 71-466, 1971 - 2 C.B. 409)

Part 1 - Kept By Recording Office

Form 668(Y)(c) (Rev. 2-2004)
CAT. NO 60025X

EXHIBIT
A

Form 668 (Y)(c)
(Rev. February 2004)

4604

Department of the Treasury - Internal Revenue Service

Notice of Federal Tax Lien

For Optional Use by Recording Office

Area:
SMALL BUSINESS/SELF EMPLOYED AREA #5
Lien Unit Phone: (800) 913-6050

Serial Number
416970708

Davidson County LIENFTL
Recvd: 01/31/08 08:41 1 pgs
Fees:12.00 Taxes:0.00
20080131-0009814

As provided by section 6321, 6322, and 6323 of the Internal Revenue Code, we are giving a notice that taxes (including interest and penalties) have been assessed against the following-named taxpayer. We have made a demand for payment of this liability, but it remains unpaid. Therefore, there is a lien in favor of the United States on all property and rights to property belonging to this taxpayer for the amount of these taxes, and additional penalties, interest, and costs that may accrue. a Corporation

Name of Taxpayer INSTITUTE OF LEARNING RESEARCH INC

Residence 3808 CLARKSVILLE PIKE
NASHVILLE, TN 37218-2204

IMPORTANT RELEASE INFORMATION: For each assessment listed below, unless notice of the lien is refiled by the date given in column (e), this notice shall, on the day following such date, operate as a certificate of release as defined in IRC 6325(a).

Kind of Tax (a)	Tax Period Ending (b)	Identifying Number (c)	Date of Assessment (d)	Last Day for Refiling (e)	Unpaid Balance of Assessment (f)
941	06/30/2007	62-0870147	09/17/2007	10/17/2017	114742.69
941	09/30/2007	62-0870147	12/31/2007	01/30/2018	130682.15
				Total	$ 245424.84

Place of Filing
Register of Deeds
Davidson County
Nashville, TN 37201

This notice was prepared and signed at DALLAS, TX, on this,

the 23rd day of January, 2008.

Signature R. A. Mitchell
for MARION THARPE

Title
REVENUE OFFICER
(615) 250-5389

25-06-1728

(NOTE: Certificate of officer authorized by law to take acknowledgment is not essential to the validity of Notice of Federal Tax lien
Rev. Rul. 71-466, 1971 - 2 C.B. 409)

Part 1 - Kept By Recording Office

Form 668(Y)(c) (Rev. 2-2004)
CAT. NO 60025X

EXHIBIT
B

NOTICE OF SUBSTITUTE TRUSTEE'S SALE

WHEREAS, default having occurred in the performance of the covenants, terms and conditions of a Commercial Note dated October 5, 2005 in the principal amount of $1,899,784.99, a Commercial Note dated September 12, 2005 in the principal amount of $120,000.00, and a Commercial Note dated September 10, 2005 in the principal amount of $64,192.95, as amended (collectively, the Promissory Note"), and a Tennessee Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing securing the same dated December 17, 1999, recorded as Instrument Number 199912170304530, Register's Office for Davidson County, Tennessee, as amended by First Amendment to Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing dated January 14, 2000 and recorded as Instrument Number 200002020011010, as further amended by Second Amendment to Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing dated October 13, 2000 and recorded as Instrument Number 200010310107863, as further amended by Third Amendment to Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing dated June 22, 2001 and recorded as Instrument Number 200107020069895, as further amended by Fourth Amendment to Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing dated September 10, 2002 and recorded as Instrument Number 200209230115815, and as further amended by Fifth Amendment to Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing dated July 28, 2005 and recorded as Instrument Number 200508050092810, all in the Register's Office of Davidson County, Tennessee (collectively, the "Deed of Trust"), conveying certain property described in the Deed of Trust from **Developmental Learning Center, Inc., formerly known as Institute of Learning Research, Inc.**, a Tennessee corporation to Julian L. Bibb, Trustee for **SunTrust Bank, Nashville, N.A.**, or the holder of the note secured thereby which is its successor in interest, **SunTrust Bank**, a Georgia state banking corporation ("Beneficiary"); and,

WHEREAS, the undersigned Laura F. Ketcham of Husch Blackwell Sanders LLP, having been appointed Substitute Trustee in the place and stead of Julian L. Bibb by Appointment of Substitute Trustee filed of record on May 28, 2009 as Instrument Number 20090528-0048932, in said Register's Office; and Beneficiary, as present owner of the debt secured, having requested the undersigned to advertise and sell the property conveyed by the Deed of Trust;

NOW THEREFORE, notice is hereby given that the entire indebtedness has been declared due and payable and that Laura F. Ketcham of Husch Blackwell Sanders LLP as Substitute Trustee by virtue of the power, duty and authority vested in and imposed upon said Substitute Trustee will, on

July 31, 2009

Commencing at 10:00 a.m. at the Register of Deeds Office, northwest entrance door, 6th & Broadway, Nashville, Tennessee 37203, proceed to sell the following property at public auction to the highest bidder for cash at the time and under the terms described in this Notice of Sale:

Being a parcel of land in the First Civil District of Nashville, Davidson County, Tennessee, located on the easterly margin of Clarksville Pike between Ashland

EXHIBIT C

City Highway and Whites Creek and being more particularly described as follows:

BEGINNING at a point in the easterly margin of Clarksville Pike at the southwest corner of herein described tract, said point being southeasterly 2-feet, more or less from a highway monument;

THENCE, with the easterly margin of Clarksville Pike N 24°48'57"W, 82.12 feet to a point; thence N 65°11'03"E, 10.00 feet to a point; thence N 24°48'57"W, 336.20 feet to a point; thence leaving said margin with the southerly line of Richard H. Parrish of record in Deed Book 8443, Page 258, R.O.D.C., N 55°03'31"E, 229.23 feet to an iron pin; thence N 63° 23'37"E, 557.85 feet to a point in the west line of Hubert E. Lyle of record in Deed Book 10468, Page 69, R.O.D.C.; thence with Lyle S 21°53'29"W, 89.04 feet to an iron pin; thence S 20°42'10"W, 154.08 feet to a point; thence S 19°39'15"W, 176.46 feet to an iron pin; thence with the west line of Laurence Bratton of record in Deed Book 8248, Page 924, R.O.D.C., S 19°53'33"W, 380.89 feet to an iron pin; thence with the north line of Jerry Vanatta of record in Deed Book 10413, Page 557, R.O.D.C. and Hassan A. Moghadon of record in Deed Book 5362, Page 829, R.O.D.C., S 86°43'42"W, 243.97 feet to the point of beginning, containing 259,513 square feet or 5.96 acres, more or less.

Property address: **3808 Clarksville Pike, Nashville, Tennessee 37218.**

Map and Parcel No.: 069-00-0-106.00.

Being the same property conveyed to the Institute of Learning Research, Inc. by General Warranty Deed from The Vanderbilt University and Dorothy Ruth Park Evins of record as Instrument No. 199912170304529, Register's Office of Davidson County, Tennessee.

TOGETHER WITH (i) all buildings and improvements now or hereafter erected on the above-described property, (ii) all fixtures attached to the above-described property or any buildings or improvements situated thereon, and (iii) all estates, rights, tenements, hereditaments, privileges, rents, issues, profits, easements and appurtenances of any kind benefiting the above-described property, all means of access to and from the above-described property, whether public or private, and all water and mineral rights.

This sale is subject to any and all unpaid Metropolitan Davidson County real estate taxes and assessments; any restrictive covenants, easements, or setback lines that may be applicable; any statutory right of redemption of any governmental agency, state or federal; any prior liens or encumbrances as well as any priority created by a fixture filing; and to any matter that an accurate survey of the premises might disclose.

To the best of the Substitute Trustee's knowledge, information and belief, there are no Federal or State tax lien claimants upon the subject property which would require notice pursuant to the terms and provisions of T.C.A. § 35-5-104 or T.C.A. § 67-1-1433 or 26 U.S.C. § 7425 except the following which have been timely notified of the sale:

(a) Department of the Treasury, Internal Revenue Service – Notice of Federal Tax Lien recorded on November 26, 2007 as Instrument 20071126-0136682.

(b) Department of the Treasury, Internal Revenue Service – Notice of Federal Tax Lien recorded on January 31, 2008 as Instrument 20080131-0009814.

The Deed of Trust recites that equity of redemption and all rights of redemption contained in T.C.A. § 66-8-101 et seq., homestead, dower, elective share, rights of appraisement or valuation, and all other rights and exemptions of every kind, are waived. Title is believed to be good, but the undersigned will sell and convey only as Substitute Trustee.

If the highest bidder cannot pay the bid within twenty-four (24) hours of the sale, the next highest bidder will be deemed the successful bidder.

The right is reserved to adjourn the day of the sale to another date, time and place certain without further publication, upon announcement at the time and place of the sale set forth above.

CURRENT PROPERTY OWNER:

Developmental Learning Center, Inc., formerly known as Institute of Learning Research, Inc.

OTHER LIEN HOLDERS OR HOLDERS OF INTEREST:

None.

Dated: June 22, 2009

Laura F. Ketcham, Substitute Trustee
Husch Blackwell Sanders LLP
736 Georgia Avenue, Suite 300
Chattanooga, TN 37402

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