Prepared by:
Neesha S. Hetcher, Esq.
MANIER & HEROD, a Tennessee Professional Corporation
One Nashville Place, Suite 2200
150 Fourth Avenue North
Nashville, Tennessee 37219
(615) 742-9372

BILL GARRETT, Davidson County
Trans:T20090065733 DEEDTRS
Recvd: 09/28/09 09:41 8 pgs
Fees:42.00 Taxes:0.00
20090928-0089624

SUCCESSOR TRUSTEE'S QUITCLAIM DEED

ADDRESS OF OWNER:
Omni Visions, Inc.
301 S. Perimeter Park Dr.,
Suite 210
Nashville, TN 37211

SEND TAX BILLS TO:
Same

MAP/PAR. NO.:
133-06-0-256

FOR AND IN CONSIDERATION of One Dollar ($1.00), and other valuable consideration, the receipt of which is hereby acknowledged, NEESHA S. HETCHER, SUCCESSOR TRUSTEE under that certain Deed of Trust dated December 11, 2001, executed by Renald Eichler as Executive Director of Institute of Learning Research, Inc., a Tennessee Corporation, appearing of record in the Register's Office of Davidson County as Instrument Number 20011212-0137442, and under that certain Appointment of Successor Trustee recorded as Instrument Number 20090909-0084510, in said Register's Office, for which notice has been given pursuant to T.C.A. § 35-5-114(d) (hereinafter referred to as "Grantor"), by these presents, does hereby quitclaim and convey unto OMNI VISIONS, INC. (hereinafter referred to as "Grantee"), its successors and assigns, all of said Grantor's interest in and to the following described tracts of land in Davidson County, Tennessee:

Land in Davidson County, Tennessee, being Lot 4 of the Resubdivision of Lot 4 and Reserve Parcel 255 of North Natchez Park of record in Plat Book 4470, page 12, Register's Office for Davidson County, and being more particularly described as follows:

Beginning at a point in the east side of North Natchez Court 98.89 feet from the radius return on Natchez Court, said beginning point also being the corner between lot 4 and lot 5 on the plan of North Natchez Park, Plat Book 4470, page 12, R.O.D.C.; thence N 26° 25' 31" W with the R.O.W. of North Natchez Court 15.13 feet to a monument the beginning point of a curve having an angle of 27° 25' a radius of 300 feet and a tangent of 73.18 feet; thence with the curve a length of 143.57 feet to a monument; thence leaving the R.O.W. N 36° 09' 29" E 163.30 feet to an iron pin in the subdivision boundary line; thence S 88° 08' 54" E 58.91 feet to a monument being the N.E. corner of the subdivision; thence S 10° 52' 30" E 208.15 feet to an iron pin being the common rear corner between lots 4 and 5; thence S 63° 34' 29" W 107.04 feet to the point of beginning, containing 0.76 acres more or less.

Being the same property conveyed to INSTITUTE OF LEARNING RESEARCH, A TENNESSEE NON-PROFIT CORPORATION, by deed from JAMES L. MURPHY, JR., of record in Book 5659, page 659, dated September 30, 1980, said Register's Office.

To have and to hold said property, with the appurtenances, estate, title and interest belonging to Grantee, its successors and assigns forever. The legal description stated above has been taken from the prior Deed conveying the interest in said property to Grantor. The Grantor quitclaims and conveys as Successor Trustee only, without covenants or warranties of title, express or implied, subject to any governmental zoning or subdivision ordinances and further subject to any unpaid taxes or assessments owing on the property and this conveyance is so made. However, Grantor, as Successor Trustee, but not further or otherwise, hereby assigns and sets over to Grantee all of the covenants and warranties contained in the Deed of Trust. This transfer is by quitclaim and Grantor

makes no warranties about the title. The land described herein is subject to the right of the United States to redeem the land as provided for in 26 U.S.C. § 7425(d)(1), and copies of the notice provided to the United States and the response of the United States thereto are attached as exhibits to this document.

[Signature Pages Follow]

WITNESS MY HAND this 25th day of September, 2009.

SUBSTITUTE TRUSTEE/ GRANTOR

By: Neesha S. Hetcher
Neesha S. Hetcher, Esq.

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me Jodie J. Kolby, a Notary Public of this County, Neesha S. Hetcher, Successor Trustee, the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that she executed the within instrument for the purposes therein contained on behalf of said Trust.

WITNESS MY HAND, at office, this 25th day of September, 2009

JODIE J. KOLBY STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY, TENN. My Commission Expires JULY 8, 2013

Jodie J. Kolby
Notary Public
My Commission Expires: 07/8/2013

THE ACTUAL CONSIDERATION OR VALUE FOR THIS TRANSFER IS $1.00. THIS TRANSACTION IS EXEMPT FROM RECORDATION TAX PURSUANT TO SECTION 67-4-409(a)(4) OF THE TENNESSEE CODE ANNOTATED.

TAMMY L. PIERCE STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY COMM. EXP. 3-10-12

James M. Henry Pres.
Duvi Vision Inc., **Grantee**

Sworn and subscribed to before me this 25th **day of** Sept., 2009.

My Commission Expires: 3-10-12

Tammy L. Pierce
Notary Public

COPY

LAW OFFICES

MANIER & HEROD

A TENNESSEE PROFESSIONAL CORPORATION

ONE NASHVILLE PLACE
SUITE 2200
150 FOURTH AVENUE NORTH

NASHVILLE, TENNESSEE 37219-2494

TELEPHONE (615) 244-0030

FACSIMILE (615) 242-4203

(615) 742-9372
DIRECT DIAL NUMBER

TPennington@ManierHerod.com
E-MAIL ADDRESS

J. MICHAEL FRANKS
TERRY L. HILL
TOMMY C. ESTES
JOHN M. GILLUM
SAM H. POTEET, JR.
DAVID J. DEMING
MARY PATY LYNN LEVAN
THOMAS T. PENNINGTON
JOHN E. QUINN
T. RICHARD TRAVIS
FRED C. STATUM III
JAMES H. TUCKER, JR.
SARAH HARDISON REISNER
JOHN W. BARRINGER, JR

JEFFREY S. PRICE
MICHAEL L. HAYNIE
MICHAEL E. COLLINS*
SCOTT C. WILLIAMS
LAURENN S. DISSPAYNE
DAVID M. DROBNY
HEATHER HARDT DOUGLAS
REBECCA B. HOWALD*
COLIN M. MCCAFFREY
JARROD W. STONE
JUSTIN D. WEAR
B. DUANE WILLIS
PATRICIA TILL*
NEESHA S. HETCHER
KAREN ASHWORTH**

* ALSO LICENSED IN TEXAS
* LICENSED ONLY IN MICHIGAN AND GERMANY
** ALSO LICENSED IN ALABAMA

July 16, 2009

7008 1140 0003 5781 1071

CERTIFIED MAIL RETURN RECEIPT REQUESTED

District Director
Internal Revenue Service
801 Broadway
MDP-53
Nashville, TN 37203

Dear District Director:

This firm represents Omni Visions, Inc. which holds a Promissory Note, as amended, executed by Institute of Learning Research, Inc., dated December 11, 2001, in the original principal amount of $500,000 and a Promissory Note and Security Agreement, as amended, executed by Institute of Learning Research, Inc., dated December 4, 2003 in the original principal amount of $150,000 (the "Notes"). The Notes are secured by a deed of trust lien on certain real property (the "Property") described in that Deed of Trust dated December 11, 2001, recorded on December 12, 2001, Instrument No. 20011212-0137422 in the Register's Office for Davidson County, Tennessee ("Deed of Trust"). The Notes are in default and demand for payment of the amount in default has been made, but such demand has not been honored. The holder of the Notes and Deed of Trust, therefore, has declared the Notes to be in default so that full payment of the Notes is now required, and the holder of the Notes has 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 notices of federal tax liens 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 Manier and Herod, P.C. One Nashville Place, Suite 2200, 150 Fourth Avenue North, Nashville, Tennessee 37219 on behalf of Omni Visions, Inc. and Thomas Pennington of Davidson County as Trustee of the Deed of Trust.

2. The Internal Revenue Service has filed two Notices of Federal Tax Liens ("Tax Lien Notices") against Institute of Learning Research, Inc., in the amounts of $116,437.82 and $245,424.84. The address of said taxpayer as shown on the Tax Lien Notice is 3808 Clarksville Pike, Nashville, TN 37218-2204. The Tax Lien Notices bear Serial Numbers 40382707 and 416970708, were dated November 14th, 2007 and January 23, 2008, and are of record as numbers 20071126-0136682, and 20080131-0009814, Register's Office of Davidson County, Tennessee, having been recorded of said Register's Office on November 14, 2007 and January 23, 2008, respectively. Copies of said Tax Lien Notices are enclosed herewith for your information.

3. The property is described as that certain real property situated in Davidson County, Tennessee, as follows:

> Land in Davidson County, Tennessee, being Lot 4 of the Resubdivision of Lot 4 and Reserve Parcel 255 of North Natchez Park of record in Plat Book 4470, page 12, Register's Office for Davidson County, and being more particularly described as follows:
>
> Beginning at a point in the east side of North Natchez Court 98.89 feet from the radius return on Natchez Court, said beginning point also being the corner between lot 4 and lot 5 on the plan of North Natchez Park, Plat Book 4470, page 12, R.O.D.C.; thence N 26° 25' 31" W with the R.O.W. of North Natchez Court 15.13 feet to a monument the beginning point of a curve having an angle of 27° 25' a radius of 300 feet and a tangent of 73.18 feet; thence with the curve a length of 143.57 feet to a monument; thence leaving the R.O.W. N 36° 09' 29" E 163.30 feet to an iron pin in the subdivision boundary line; thence S 88° 08' 54" E 58.91 feet to a monument being the N.E. corner of the subdivision; thence S 10° 52' 30" E 208.15 feet to an iron pin being the common rear corner between lots 4 and 5; thence S 63° 34' 29" W 107.04 feet to the point of beginning, containing 0.76 acres more or less.
>
> Being the same property conveyed to Institute of Learning Research, A Tennessee Non-Profit Corporation, by deed from James L. Murphy, Jr. of record in Book 5659, page 659, dated September 30, 1980, said Register's Office.

4. The Property will be sold at public auction for cash on August 19, 2009, at 10:00 a.m., at the Sommet Center in Nashville Tennessee. Enclosed herewith is a copy of the Notice of Foreclosure.

5. The approximate amount of principal indebtedness on the Note is $398,187.62 with accrued interest as of July 14, 2009 in the amount of $8,902.56. Accordingly, the total indebtedness secured by the Deed of Trust as of July 14, 2009 is approximately $407,090.18 plus

the expenses and attorney's fees incurred in connection with this foreclosure. The per diem rate of interest for every day after July 14, 2009 is approximately $65.46. It is anticipated that additional costs and expenses in this foreclosure will not be more than $3,000.00.

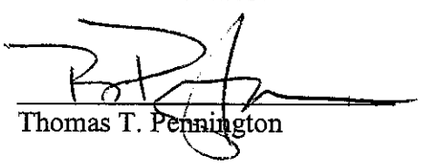
The property is also subject to the following encumbrances:

None.

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

Yours truly,

MANIER & HEROD



Thomas T. Pennington

Enclosure
Personal Service Accepted:

By: _____
Title: _____

473374

DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
Washington, D.C. 20224

SMALL BUSINESS/SELF-EMPLOYED DIVISION

August 6, 2009

Manier & Herod
One Nashville Place, Suite 2200, 150 Fourth Avenue North
Nashville, Tennessee 37219-2494

Dear Mr. Pennington:

This is to acknowledge receipt of your correspondence dated July 16, 2009 regarding Institute of Learning Research, Inc., 3808 Clarksville Pike, Nashville, Tennessee 37218-2204, TIN XX-XXX0147. Your notice is considered adequate for a non-judicial sale under the provisions of Section 7425 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 below.

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, by calling 1-800-TAX-FORM. 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 the address on the Report of Sale. If the sale is canceled, please provide a brief explanation as to the reason.

If you have any questions, please contact James Kelley, badge number 62-09529, telephone number, (615)250-5403, fax to (615)250-6008, or write to 801 Broadway, MDP 53, Nashville, TN 37203. Thank you for your cooperation.

Sincerely,

L Dunn

Leticia Dunn
Technical Services Group Manager

Enclosure