THIS INSTRUMENT PREPARED BY:

F. B. Murphy, Jr., Attorney
2021 Richard Jones Road, Suite 350
Nashville, Tennessee 37215
~~File Box 9-A~~

BOOK 10807 PG 396

ADDRESS NEW OWNER:	SEND TAX BILLS TO:	MAP & PARCEL NO.
AVR, L.P. d/b/a Hyperion of Tennessee, LP 2001 Hayes Street Nashville, Tennessee 37203	Same	95-0-119

WARRANTY DEED

For and in consideration of Ten Dollars ($10.00), cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, THE MARTOCCI FAMILY LIMITED PARTNERSHIP, a Tennessee limited partnership, hereinafter called the Grantor, has bargained and sold, and by these presents does transfer and convey unto AVR, L.P., d/b/a Hyperion of Tennessee, L.P., a California limited partnership, hereinafter called the Grantee, its successors and assigns, a certain tract or parcel of land located in Davidson County, Tennessee, described as follows:

> Land in Davidson County, Tennessee, being Lot No. 3 on the Plan of Re-subdivision of Lots No. 1, 2 and 3, Section Five Perimeter Place, of record in Plat Book 7900, page 466, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete and accurate legal description.
>
> Being the same property conveyed to The Martocci Family Limited Partnership., by deed from Filbert J. Martocci, Jr., of record in Book 9731, page 332, Register's Office for Davidson County and by a deed of correction from The Peoples First National Bank and Trust of record in Book 10118, page 809, said Register's Office.

This is improved property known as 2530 Perimeter Place Drive, and this conveyance includes all fixtures and equipment thereon.

This conveyance is subject to any and all zoning regulations, building restrictions and setback lines and easements and rights for public utilities applicable to this property, and taxes for the current year which have been prorated and assumed by the Grantee herein.

TO HAVE AND TO HOLD said parcel of land, with the appurtenances, estate, title and interest thereto belonging to said Grantee, its successors and assigns, forever; and Grantor does covenant with Grantee that Grantor is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered, except as otherwise set out herein; Grantor does further covenant and bind itself, her heirs, its successors and assigns, to warrant and forever defend the title to said land to Grantee, its successors and assigns, against the lawful claim of all persons whomsoever.

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IN WITNESS WHEREOF, this instrument has been executed this 23rd day of February, 1998.

THE MARTOCCI FAMILY LIMITED PARTNERSHIP

By: _____
Filbert, J. Martocci, Jr., General Partner

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said county and state, Filbert J. Martocci, Jr., (with whom I am personally acquainted or proved to me on the basis of satisfactory evidence) who acknowledged himself to be the General Partner of the bargainor, and who acknowledged that, being authorized so to do, he executed the within instrument for the purposes therein contained.

Witness my hand and official seal at Nashville, Tennessee this 23rd day of February, 1998.

_____
NOTARY PUBLIC

My Commission Expires: Nov. 27, 1999.

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $2,270,000.00.

PICK-UP

_____
Affiant

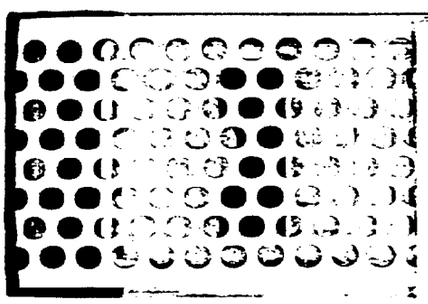
Subscribed and sworn to before me this 23rd day of February, 1998.

_____
Notary Public

My Commission Expires: Nov. 27, 1999

98 FEB 24 PM 1:45

0404221



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

RECEIVED OF _____

FOR _____

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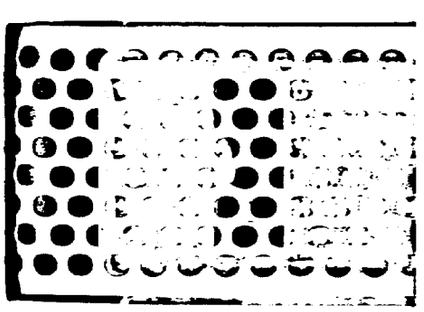
CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

BANK
2270000.00
CON TX 8397.00
PRFEE 1.00
MDEED 8.00
TOTAL 8406.00
CHECK 8406.00

02/24/98 01 1314-4 0001 7169

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



0404221
RECEIVED FOR REFERENCE

98 FEB 24 PM 1:45

No. 1257646