To. Box 36

81078

SPECIAL WARRANTY DEED

IDENTIF. TREFERENCE

THIS INSTRUMENT PREPARED BY:
Nicholas R. Glancy
Greenebaum Doll & McDonald
1400 Vine Center Tower
Lexington, Kentucky 40507

DEC 20 3 18 PM '90

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY TN.

BOOK 8261 PAGE 859

Name and Address of New Owner:

Bluegrass Funding, Inc.
c/o Merrill Lynch Capital Markets-
Project and Lease Finance Group
North Tower 27th Floor World
Financial Center
250 Vesey Street
New York, New York 10281-1327
Attn: Thomas W. Widener

1078 12/20 0101 03CHECK 685.21

Send tax bills to address of new owner as above.

Property is unimproved.

For and in consideration of the sum of TWO HUNDRED THREE THOUSAND SEVEN HUNDRED DOLLARS ($203,700.00), the receipt and adequacy of which are hereby acknowledged, VINE CENTER INVESTMENTS, INC., a Kentucky corporation, of Lexington, Fayette County, Kentucky, hereinafter called the Grantor, has bargained and sold and by these presents does transfer and convey unto BLUEGRASS FUNDING, INC., a Delaware corporation, hereinafter called the Grantee, its successors and assigns, a certain tract or parcel of land in Davidson County, Tennessee, described as follows:

See Exhibit A attached hereto and incorporated herein by reference

This conveyance is made subject to any and all zoning regulations, building restrictions, setback lines, if any, and easements and rights of way for public utilities applicable to this property and all matters shown on the recorded plat of record in Plat Book 7900, Page 66, Register's Office for Davidson County, Tennessee. Subject to Declaration of Reciprocal Easements and Restrictive Covenants appearing of record in Book 7881, Page 361, Register's Office for Davidson County, Tennessee, as amended by Amendment by and between Vine Center Investments, Inc., a Kentucky Corporation and Dover Pointe Partnership, a Tennessee general partnership comprised of C. LeRoy Norton, Jr., Russell Flanagan and William J. Gregg, Sr., dated October 12, 1990, and of record in Book 8216, Page 666, Register's Office for Davidson County, Tennessee.

To have and to hold the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging, to the Grantee, its heirs, successors and assigns, forever.

And the Grantor Covenants with the Grantee, that it is lawfully seized and possessed of said land in fee simple, possessing a good right to convey it, and that the said land is unencumbered.

The Grantor further covenants and binds itself, its successors and representatives to warrant and defend the title to the said land to the Grantee, its successors and assigns, against the lawful claims of all persons claiming by or through Grantor.

IN WITNESS WHEREOF, the Grantor has caused its name to be signed hereto by its duly authorized officer on this the 14th day of December, 1990.

VINE CENTER INVESTMENTS, INC.

By: _____
Nicholas R. Glancy
President

STATE OF KENTUCKY)
) Sct.
COUNTY OF FAYETTE)

Before me, the undersigned, a Notary Public in and for said State and County aforesaid, personally appeared Nicholas R. Glancy, with whom I am personally acquainted, and who, upon oath acknowledged himself to be the President of Vine Center Investments, Inc., the within named bargainor, a Kentucky corporation, and that he as such President, being authorized so to do, executed the foregoing instrument for the purpose therein contained.

WITNESS my hand and seal, this 14th day of December, 1990.

_____
Notary Public

My commission expires: 9-23-94

STATE OF KENTUCKY)
) Sct.
COUNTY OF FAYETTE)

The actual consideration or value, whichever is greater for this transfer is $203,700.00.

AFFIANT: Bluegrass Funding, Inc.

By: Valvoline Instant Oil Change, Inc.
Its: Agent and Attorney-In-Fact

gcb By: _____

Its: President

Subscribed and sworn to before me, this the 17th day of December, 1990.

My Commission expires: 12-10-91

Carolyn Sue Little
Notary Public

CAROLYN SUE LITTLE NOTARY PUBLIC STATE AT LARGE, KY.

After recording, return to:

Ashland Oil, Inc.
P.O. Box 14000
Lexington, Kentucky 40512
Attn: W. Mikail Loar

lwj-m:\vinecent\deeds\dover

Exhibit A BOOK 8261 PAGE 862

A parcel of land in the 2nd Civil District of Davidson County, Tennessee, lying wholly south of Dover Glen Drive, (50' R.O.W.) and west of Murfreesboro Pike (130' R.O.W. at that point) being more fully described as follows:

Beginning at an iron pin set on the westerly margin of Murfreesboro Pike approximately 425 ft southeast of the center line of Dover Glen Drive; thence, with a curve to the right having the radius of 1,830 ft., and a central angle of 03 degrees 54' 49" (chord bearing of S 41 degrees 55' 08" E and a chord distance of 124.98 ft.), an arc distance of 125.00 ft. to an existing concrete monument; thence, N 50 degrees 02' 20" E a distance of 15.00 ft. to an iron pin set in concrete; thence, S 40 degrees 12' 34" E a distance of 152.90 ft. to a new concrete monument; thence, N 85 degrees 35' 58" W a distance of 216.47 ft. to an iron pin set; thence, N 04 degrees 24' 02" E a distance of 175.72 ft. to an iron pin set; thence, N 46 degrees 07' 28" E a distance of 12.00 ft. to the point of beginning and containing 0.49 Acres, more or less, according to a survey by Theodore E. Martin, Jr., License #946, of Survey Consultants, Inc., Nashville, Tennessee, dated March 30, 1989.

Being Lot #2 of the Resubdivision of the Dover Pointe Subdivision Plat as recorded in Plat Book 7900, Page 66, of the Register's Office of Davidson County, Tennessee.

Being the same property conveyed to the Grantor by virtue of Warranty Deed dated October 12, 1990 from Dover Pointe Partnership, a Tennessee General Partnership, of record in Book 8220, Page 529, Register's Office for Davidson County, Tennessee and by virtue of Instrument of Correction dated December 11, 1990 from Dover Pointe Partnership, a Tennessee General Partnership, of record in Book 8261, Page 856, Register's Office for Davidson County, Tennessee.

lwj-m:\vinecent\deeds\dov.exa

OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 8261 PAGE 863

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

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL

MAMT 203700.00
MOR TX 672.21
PRFEE 1.00
WDEED 12.00
VOID
MAMT 203700.00-
VOID
MOR TX 672.21-
CAMT 203700.00
CON TX 672.21
TOTAL 685.21
CHECK 685.21

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

81:078 IDENTIF. REFERENCE DEC 20 3 18 PM '90 FELIX Z. WILSON II REGISTER DAVIDSON COUNTY TN.

12/20/90 01 15:17 0001 1078

No. 383475