To: BOX 36

Map Parcel No:

086-00-0-233.00

041-037-0050

Name and Address of New Owner
Valvoline Instant Oil Change
P. O. Box 14000
Lexington, KY 40512

Send Tax Bills to:
New Owner

BOOK 7996 PAGE 871

D E E D

THIS DEED OF CONVEYANCE made effective as of October 1, 1989, by and between ASHLAND OIL, INC., a Kentucky corporation having a tax mailing address of P.O. Box 14000, Lexington, Kentucky 40512, Attention: Corporate Real Estate Department, hereinafter called "GRANTOR", and VALVOLINE INSTANT OIL CHANGE, INC., a Delaware corporation having a tax mailing address of P.O. Box 14000, Lexington, Kentucky 40512, Attention: Corporate Real Estate Department, hereinafter called "GRANTEE";

W I T N E S S E T H:

THAT, as a contribution by GRANTOR to the capital of GRANTEE, a wholly-owned subsidiary of GRANTOR, the receipt and adequacy of which is hereby acknowledged, GRANTOR hereby grants, bargains, sells and conveys to GRANTEE, all that certain tract or parcel of land described on Schedule A, which is attached hereto and made a part hereof, together with all buildings, structures and improvements constructed thereon.

TO HAVE AND TO HOLD the same property, as described on Schedule A, with the appurtenances, unto the GRANTEE, its successors and assigns, FOREVER.

This conveyance is made subject to all legal highways, zoning laws, ordinances and regulations and to all restrictions, easements, rights of way, exceptions, reservations and conditions contained in prior instruments of record in the chain of title to the property conveyed hereby.

GRANTOR, insofar as it has the legal right to do so, does further release, remise and forever quitclaim unto GRANTEE all of GRANTOR's right, title and interest, if any, in and to all roadways, streets, alleys, easements and rights of way adjacent to or abutting on the property conveyed hereby.

GRANTOR covenants and warrants with said GRANTEE that GRANTOR shall (except for the property quitclaimed by the immediately preceding paragraph) warrant and defend the property unto the GRANTEE, its successors and assigns, against the claims

and demands of GRANTOR and the lawful claims of all persons claiming by, through, or under GRANTOR, but no other. The parties hereto agree that the true fair market value of the property conveyed hereby is One Hundred Sixty-five Thousand Five Hundred ($165,500.00) Dollars.

The terms and provisions contained herein shall be binding upon and inure to the benefit of the parties hereto, their respective successors and assigns.

IN WITNESS WHEREOF, GRANTOR has caused its name to be subscribed hereto by its duly authorized officer as of the day and year first above written.

WITNESSES:

Marie A. Johnston

Wendy K. Oney

ASHLAND OIL, INC.

By: William R. Lauran

Its: Vice President

ATTEST:

By:

Its: Assistant Secretary

STATE OF KENTUCKY)
) SS
COUNTY OF Fayette)

On this the 13th day of April, 1989, before me, Melanie H. Sennett, the undersigned officer, personally appeared William R. Lauran, who acknowledged himself to be the Vice President of Ashland Oil, Inc., a corporation, and that he, as such Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Vice President.

In witness whereof I hereunto set my hand and official seal.

Melanie H. Sennett
Notary Public
MELANIE H. SENNETT

My Commission Expires: My commission expires February 22, 1992

This Instrument Prepared By:
W. Thornton Scott, Attorney
3499 Dabney Drive
Lexington, Kentucky 40509

SCHEDULE A

Land in Davidson County, Tennessee, being Lot No. 2 on the Plan of Laurel Hills Commercial Park, as of record in Book 5200, page 199, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete and accurate description. Being the same property conveyed to Ashland Oil, Inc. by deed dated April 5, 1988, and recorded in Deed Book 7564, Page 973 in the Davidson County Clerk's Office.

This is improved property known as 3423 Lebanon Road, Nashville, TN.

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $165,500.00.

Affiant

Subscribed and sworn to before me, this 30th day of November, 1989.

Notary Public

My commission expires: 3-11-90

86443

IDENTIF. TREFERENCE

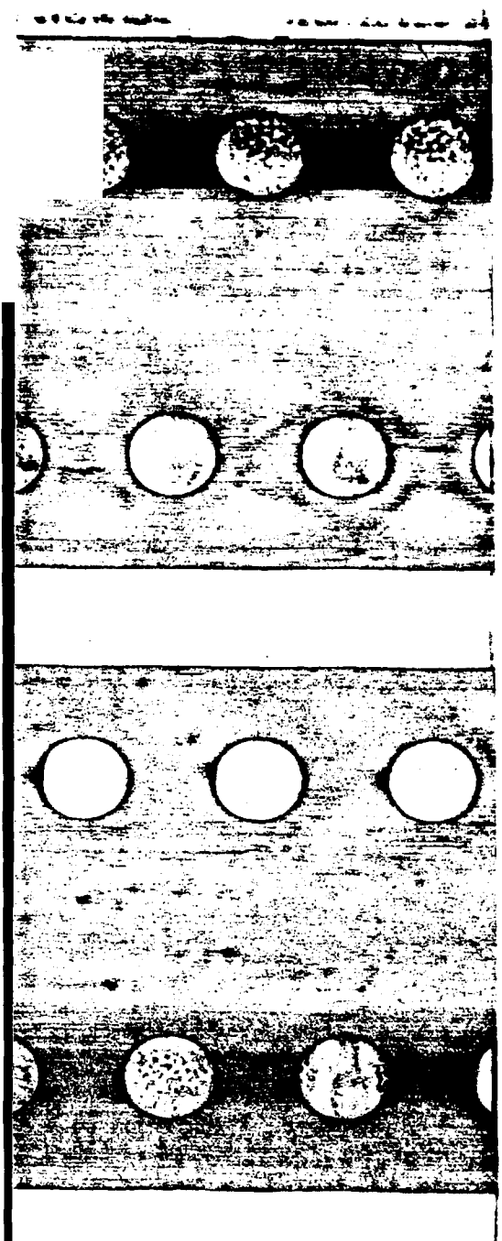
Dec 1 3 48 PM '89

FELIX Z. WILSON REGISTER
DAVIDSON COUNTY TN.

1138 12/01 0101 03CHECK 559.15

OFFICIAL RECEIPT

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



RECEIVED OF _____

FOR _____

BOOK 7996 PAGE 875

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
				CAMT 165500.00
				CON TX 546.15
				PRFEE 1.00
				WDEED 12.00
				TOTAL 559.15
				CHECK 559.15
12/01/89		01		15:45 0001 1138

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

86443

IDENTIF. TREFERENCE

DEC 1 3 48 PM '89

FELIX Z. WILSON, II, REGISTER
DAVIDSON COUNTY TN.

No. 272352