TO: BOX 36

MAP PARCEL NO:
161-00-0-234.00

041-037-0054

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 876

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 Thirty Thousand ($130,000.00) 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:

Laura L. Wiley

Brenda Chaffin

ASHLAND OIL, INC.

By: Robert H. Compton

Its: Vice President

ATTEST:

By: Laura J. Li

Its: Assistant Secretary

STATE OF KENTUCKY)
) SS
COUNTY OF Greenup)

On this the 6th day of June, 1989, before me, Grace R Mattingly, the undersigned officer, personally appeared Robert H. Compton, 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.

Grace R Mattingly
Notary Public

My Commission Expires: GRACE R. MATTINGLY My commission expires August 29, 1992

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

SCHEDULE A

Land in Davidson County, Tennessee, being Reserve Parcel "A", as shown on the Revised Plan of South Plaza Shopping Center, of record in Book 6250, page 360, Register's Office for Davidson County, Tennessee, as amended in Book 6250, page 556, said Register's Office, 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 September 30, 1988 and recorded in Deed Book 7702, Page 963 in the Davidson County Register's Office.

This is improved property known as 5512 Nolensville Road, Nashville, TN.

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $ 130,000.00 .

Affiant

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

Notary Public

My commission expires: 3-11-90

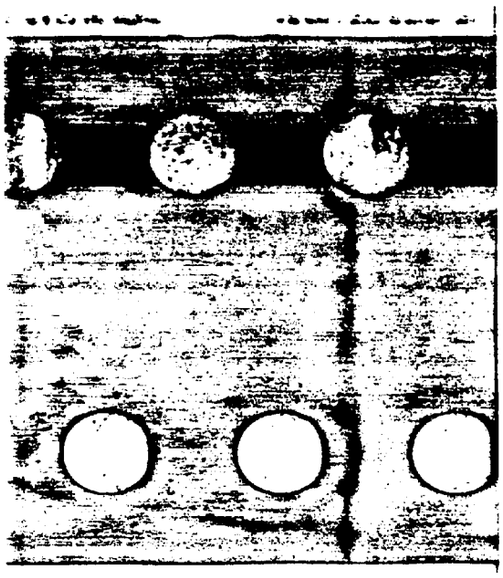
86444

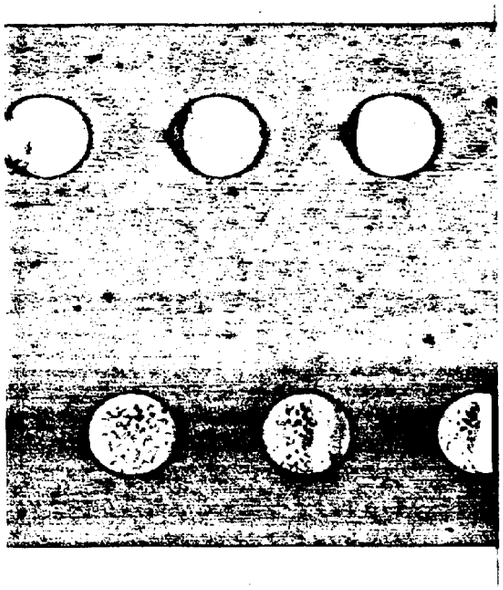
IDENTIF. TREFERENCE

Dec 1 3 48 PM '89

FELIX Z. WILSON REGISTER
DAVIDSON COUNTY TN.

1139 12/01 0101 03CHECK 442.00





OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 7996 PAGE 880

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 130000.00
				CON TX 429.00
				PRFEE 1.00
				WDEED 12.00
				TOTAL 442.00
				CHECK 442.00
12/01/89	01			15:46 0001 1139

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

86444

IDENTIF. REFERENCE

DEC 1 3 48 PM '89

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY TN.

No. 272353