Nashville Asphalt Terminal

BK/PG 10805/903

NEW OWNER:
Marathon Ashland Petroleum LLC
539 South Main Street
Findlay, OH 45840

SEND TAX BILLS TO:
Marathon Ashland Petroleum LLC
c/o Property Tax Records
539 South Main Street
Findlay, OH 45840

PARCEL NUMBER:
070-070-0 102.00
070-070-0 110.00
070-070-0 101.00

THIS INSTRUMENT PREPARED BY: James M. Ellerbe, Attorney at Law
3460 Blazer Parkway
Lexington, Kentucky 40509

QUITCLAIM DEED

THIS DEED OF CONVEYANCE, made and entered into on the 19th day of December, 1997, by and between ASHLAND INC. (f/k/a Ashland Oil, Inc.), a Kentucky corporation, whose address is 2000 Ashland Drive, Russell, Kentucky 41169, hereinafter referred to as the Grantor, and MARATHON ASHLAND PETROLEUM LLC, hereinafter referred to as Grantee, whose address is 539 South Main Street, Findlay, Ohio 45840.

WITNESSETH: That for and in consideration of the sum of Ten and No/100 Dollars ($10.00), cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, the Grantor does hereby bargain, sell, remise, release, quitclaim and convey unto Grantee, its successors and assigns, that certain real property which is located in Davidson County, Tennessee, and being more particularly described as follows:

SEE ATTACHED EXHIBIT "A"

TO HAVE AND TO HOLD the same, together with all rights, privileges, appurtenances, and immunities thereto belonging or in any way appertaining, unto Grantee, its successors and assigns forever.

Grantor does further bargain, sell, remise, release, quitclaim and convey 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 the above described lands.

STATE OF Kentucky)
) SS:
COUNTY OF Fayette)

The actual consideration or value, whichever is greater, for this transfer is $335,300.00.

Affiant: Marathon Ashland Petroleum LLC

By: J. Michael Wilder

Title: Secretary

Subscribed and sworn to before me the 19 day of December, 1997.

Jean M. Parsley
Notary Public

My Commission Expires:

Jean M. Parsley
Notary Public, Kentucky, State At Large
My Commission Expires January 6, 2001

0403906

98 FEB 24 AM 9:05

MAIL ENV.

TNMAQD

IN TESTIMONY WHEREOF, witness the hand of the Grantor on the day and date first above written.

Signed and acknowledged
in the presence of:

W. M. Loar

M. L. Sloan

ASHLAND INC.

By: _____
John F. Pettus
Senior Vice President

ATTEST:

By: _____
Assistant Secretary

COMMONWEALTH OF KENTUCKY)
) SS:
COUNTY OF FAYETTE)

BEFORE ME, a Notary Public in and for said Commonwealth of Kentucky personally appeared John F. Pettus, with whom I am personally acquainted, and who, upon oath acknowledged himself to be the Senior Vice President of Ashland Inc., the within named Grantor, a Kentucky corporation, and that he as such Senior Vice President being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as Senior Vice President.

WITNESS my hand and seal, at office, this 19 day of December, 1997.

_____
Notary Public

Jean M. Parsley
My commission expires: Notary Public, Kentucky, State At Large
My Commission Expires January 6, 2001

NOTARY PUBLIC

AFTER RECORDING MAIL TO:
Marathon Ashland Petroleum LLC
c/o Ashland Inc.
Corporate Real Estate Department
P. O. Box 14008
Lexington, Kentucky 40512

Nashville Asphalt Terminal
DF: 41-037-0001, 0002, 0006, 0007, 0009 A

EXHIBIT A

Parcel I

Being the westerly part of Lot 57 and the westerly part of an unnumbered lot or strip of land lying north of Lot 57 on Map of Part of the "Free Silver Plan" as recorded in Book 332, Page 46, Register's Office for Davidson County, Tennessee, and a part of Lot 35 on the Map of the J. S. Spurlock lands, not of record, and described together as follows:

Beginning at the intersection of the center line of Old Buena Vista Road and the southerly margin of Young's Lane; thence with the southerly margin of Young's Lane N. 72° 21' E. 112.0 feet to an iron stake at the northeast corner of the land conveyed to John Weaks from Gladys Wanda Weaks by deed recorded in Book 3701, Page 105, Register's Office, Davidson County, Tennessee, also being the northwest corner of the land conveyed to Southern States Asphalt Company by deed recorded in Book 3768, Page 542, Register's Office, Davidson County, Tennessee; thence with the line between the said Weaks and Southern Asphalt lands, S. 22° 24' E. 487.19 feet to an iron stake on the top of the river bank, continuing in the same bearing 55 feet more or less to the water's edge (18 April, 1967) (the recorded Free Silver Plan shows the above line as extending on the same bearing approximately 95 feet into the Cumberland River); thence, down the river as shown on the Free Silver Plan as the edge of water, 440 feet more or less to a point in the easterly edge of a 40 foot strip reserved for road. This point is now approximately 60 feet into the Cumberland River from the edge of water 18 April, 1967; thence northwesterly 40 feet more or less to a point at an angle in the said "reserved for road" strip; thence, N. 70° 59' E. along the southerly side of the said 40 foot reserved strip, approximately 257 feet to an angle in said strip (this line lies generally along the edge of water in the Cumberland River as of April 18, 1967); thence, leaving the edge of water and following the southeasterly and easterly sides of the 40 foot strip reserved for road, N. 43° 54' E. 98 feet more or less to a point; thence N. 19° 17' W. 225 feet to a point in the center line extended of Alice Avenue; thence S. 69° 51' W. 3.7 feet to a point in Old Buena Vista Road; thence along said road N. 31° 54' W. 247.75 feet to the point of beginning containing 1.64 acres more or less. The southerly part of Lot 57 "Free Silver Plan" and the southerly part of Lot 35 J. S. Spurlock containing approximately 0.6 acres and extending into the Cumberland River as shown on Survey Plat No. 67-147, dated April 18, 1967, by Parrish Engineers, Inc.

Parcel II

Being Lots 33 and 34 on the Plan of the J. S. Spurlock lands, not of record, described together as follows:

Beginning at a point in the center line of Alice Avenue at the intersection with the westerly right of way of the "40

Parcel II (continued)

foot Reserved Strip" thence with the westerly and northerly sides of said reserved strip S. 19° 17' E. 200 feet to an angle in said line; thence S. 43° 54' W. 59.35 feet to an angle in the line; thence S. 70° 59' W. 147 feet to a stake at the common corner between Lots 32 and 33 of Spurlock land; thence with the line between said Lots 32 and 33 N. 19° 19' W. 223 feet to a point in the center line of Alice Avenue; thence with said center line of Alice Avenue N. 69° 51' E. 200 feet to the point of beginning containing 1.0 acres more or less.

Parcel III

Land in the 12th, formerly the 21st Civil District of Davidson County, Tennessee, being part of Lot No.57 and part of a strip of ground north and east of said lot on the Map of part of "Free Silver Plan", as of record in Book 332, page 46, Register's Office for said County, described as follows:

BEGINNING on the southerly margin of Youngs Lane 112 feet east of the center line of Old Buena Vista Road; thence with the southerly margin of said Youngs Lane, eastwardly 200 feet to a point 100 feet west of an iron pin in the southeast corner of Lot No. 45; thence southeastwardly 625 feet, more or less, to the edge of the water of Cumberland River, as shown on a survey made by Norris H. Hickerson, Surveyor, February 22, 1947; thence with the edge of water, of said River, westwardly 200 feet, thence northwestwardly 580 feet more or less, to the beginning.

Parcel IV

Land in Davidson County, Tennessee, being the easterly part of Lot No. 57 on the Map of "Free Silver Plan" of record in Book 332, page 46, Register's Office for said County, and part of a strip of land to the north and east of said lot and described according to the survey of S. M. Morrison, dated January 22, 1962, as follows:

BEGINNING at an iron pin in the southerly margin of Youngs Lane, 312 feet easterly from the center line of Old Buena Vista Road and being in the northwesterly corner of the property conveyed to R. E. Zink by deed from Thomas Jefferson Leslie and wife, of record in Book 2105, page 146, Register's Office for Davidson County; thence with Zinks Easterly line South 22° 30' East 625 feet to the low water mark of the Cumberland River; thence with the edge of said bank, 81 1/2° East 93.4 feet to an iron pin; thence North 22° 30' West 728 feet to an iron pin in the southerly margin of Young's Lane; thence with said margin of Youngs Lane, westerly 100 feet to the beginning.

Parcel V

Being the westerly part of Lots Nos. 43 and 44 on the Map of part of Free Silver Plan showing Second Addition and other lots conveyed as of record in book 332, page 46, Register's Office for said County, described according to a survey made by Parrish Engineers, Inc., dated June 5, 1967, as follows:

Parcel V (continued)

Beginning on the southerly margin of Young's Lane at a point 412.22 feet east of the center of Old Buena Vista Road; thence with said Young's Lane S. 79° 13' E. 160.70 feet; thence S. 22° 26' E. 505.80 feet to an iron pin; thence continuing S. 22° 26' E. a distance of approximately 40 feet to the low water mark of the Cumberland River; thence running in a westerly direction with the meanders of the low water mark of the Cumberland River a distance of approximately 160 feet to a point bearing S. 20° 16' E. a distance of approximately 596 feet from the beginning point of this tract of land; thence running N. 20° 16' W. (passing an iron pin at approximately 40 feet) a distance of 596.61 feet to the point of beginning.

6839 02/24 0101 CHECK 1111.61

Parcel VI

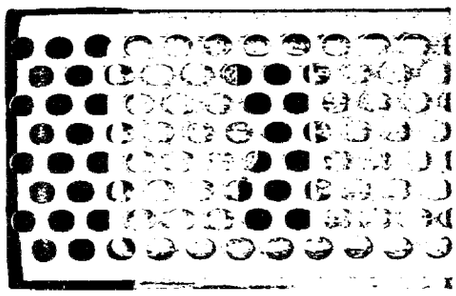
Being parts of lots Nos. 43 and 44 on the map of part of Free Silver Plan showing Second Addition, and other lots conveyed as of record in book 332, page 46, Register's Office for said County, described according to a survey made by Parrish Engineers, Inc., dated August 1, 1967, as follows:
Beginning on the southerly margin of Young's Lane at a point 259.83 feet from the northwesterly corner of the property conveyed to B. J. Leslie of record in book 602, page 64, said Register's Office; thence south 22° 26' east passing an iron pin at 448.16 feet a total distance of 509 feet, more or less, to the ordinary low water mark of the Cumberland River; thence in a westerly direction with the ordinary low water mark of the Cumberland River a distance of 155 feet, more or less; thence running with the easterly line of a tract conveyed to Southern States Asphalt Company by Charles H. Singer, Jr. and Louise Singer by deed dated July 11, 1967, of record in book 4151, page 515, of the Davidson County Register's Office, north 22° 26' west passing an iron pin at 40 feet a total distance of 545 feet, more or less, to an iron pin in the southerly margin of Young's Lane; thence with the southerly margin of Young's Lane, easterly 179.17 feet to the beginning.

Parcels I and II being the same properties conveyed to Southern States Asphalt Company by deed dated May 19, 1967 and recorded in Book 4134, Page 374 in the Register's Office of Davidson County, Tennessee.

Parcels III and IV being the same properties conveyed to Southern States Asphalt Company by deed dated January 1, 1964 and recorded in Book 3768, Page 542 in the Register's Office of Davidson County, Tennessee

Parcel V being the same property conveyed to Southern States Asphalt Company by deed dated July 11, 1967 and recorded in Book 4151, Page 515 in the Register's Office of Davidson County, Tennessee.

Parcel VI being the same property conveyed to Southern States Asphalt Company by deed dated August 24, 1967, and recorded in Book 4165, Page 46 in the Register's Office of Davidson County, Tennnessee.



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10805 PG 908

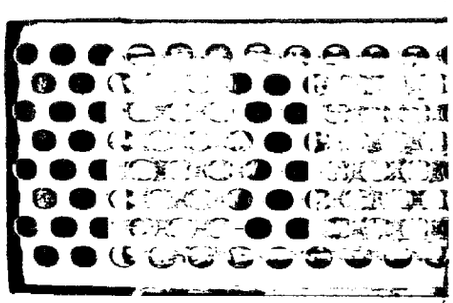
CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CHRT
335300.00
CON TX 1240.61
PRFEE 1.00
MISC 20.00
TOTAL 1261.61
CHECK 1261.61

02/24/98 01 09:07 0001 6E39

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



0403906
IDENTIF. # REFERENCE

98 FEB 24 AM 9:05

No. 1257317