ADDRESS NEW OWNER:	SEND TAX BILLS TO:	PARCEL NUMBER:
539 SOUTH MAIN STREET FINDLAY, OH 45840	539 SOUTH MAIN STREET FINDLAY, OH 45840	081-05-0005.00

THIS INSTRUMENT PREPARED BY: QUENTIN H. WOOD, ATTORNEY AT LAW, 539 SOUTH MAIN STREET, FINDLAY, OHIO 45840

MOC Unit No: 59
Location: 2920 Old Hydes Ferry Road, Nashville, Tennessee
T&C: 05-001-TN-000066

10805 PG 909

QUITCLAIM DEED

THIS DEED OF CONVEYANCE, made and entered into on the 19th day of December, 1997, by and between **MARATHON OIL COMPANY**, an Ohio corporation, whose address is 539 South Main Street, Findlay, Ohio 45840, 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 release, convey and quitclaim unto Grantee, it 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"

BEING the same property conveyed to Marathon Oil Company by Special Warranty Deed from Atlantic Richfield Company dated October 27, 1976 and recorded in Deed Book 5085, Page 422 in the records of the Davidson County Register's Office.

This conveyance is made pursuant to authorization by the Board of Directors of MARATHON OIL COMPANY, an Ohio corporation, as evidenced by a corporate resolution to be furnished with the deed.

98 FEB 24 AM 9:05

MAIL ENV.

01-03907

STATE OF OHIO)
) SS.
COUNTY OF HANCOCK)

The actual consideration or value, whichever is greater, for this transfer is $692,346.00.

R. E. White
Affiant

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

Patty K. Hollister
Notary Public

PATTY K. HOLLISTER, Notary Public
State of Ohio
My Commission Expires Nov. 13, 1999

SEAL

My Commission Expires:

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

Grantor, does further release, convey and quitclaim to said 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 to the above described lands.

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

Signed and acknowledged
in the presence of:

Karen I. Mays
Printed Name: Karen I. Mays

Cynthia L. Snyder
Printed Name: Cynthia L. Snyder

MARATHON OIL COMPANY

By: Ray Q. Scholes
Printed Name: Ray Q. Scholes
Title: Region Real Estate Manager

STATE OF OHIO)
) SS.
COUNTY OF HANCOCK)

BEFORE ME, a Notary Public in and for said State of Ohio personally appeared Ray Q. Scholes, with whom I am personally acquainted, and who, upon oath acknowledged himself to be the Region Real Estate Manager of Marathon Oil Company, the within named bargainor, a corporation, and that he as such Region Real Estate Manager being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as Region Real Estate Manager.

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

Patty K. Hollister
Notary Public
PATTY K. HOLLISTER, Notary Public
State of Ohio
My Commission Expires Nov. 13, 1999

My Commission Expires:

H:\MARASH\DEED\TNMOCQC.WPD

AFTER RECORDING MAIL TO:
MARATHON ASHLAND PETROLEUM LLC
% REAL ESTATE DEPARTMENT, ROOM 1604
539 SOUTH MAIN STREET
FINDLAY, OH 45840

EXHIBIT "A"

Legal Description of Premises @
2920 Old Hydes Ferry Rd.
Nashville, TN
Unit # 59

Situate in 13th Civil District, County of Davidson and State of Tennessee, to wit:

TRACT NO. 1

Being parts of lots Nos. 3 and 4 on the Map of the First Addition to Haley's Subdivision of part of Block 5 in G. T. Sheegog's Subdivision, as of record in book 1130, page 86, Register's Office for said County, described as follows:

BEGINNING at the point on the Northern boundary line of the property conveyed to T.E. Howse and wife by deed from Geo. B. Graves, of record in book 2135, page 290, said Register's Office, 280 feet Easterly from River Drive; thence North 08 degrees 50 minutes East 127 feet; thence South 60 degrees 30 minutes East 147 feet, more or less, to the low water mark of the Cumberland River; thence with the low water mark of said River, South 06 degrees 30 minutes East 147 feet, more or less, to the low water mark of the Cumberland River; thence with the low water mark of said River, South 06 degrees 30 minutes West 91.5 feet, more or less, to the Northern boundary line of said Howse property North 74 degrees 30 minutes West 140 feet, more or less to the BEGINNING.

TRACT NO. 2

BEGINNING at a point on the Southern boundary line of lot No. 4 on the plan of the First Addition to Haley's Subdivision of part of Block 5 in G.T. Sheegog's Subdivision, as of record in book 1130, page 86, Register's Office for said County, conveyed to G.B. Kathka and wife, by deed from Alva Haley McCuistion and husband, of record in book 1391, page 338, said Register's Office, 280 feet Easterly from River Road; thence South 19 degrees 30 minutes West 137.5 feet; thence South 04 degrees 10 minutes West 100 feet to a point in the Northern boundary line of the property conveyed to E.O. Hornbuckle and wife, by deed from Ollie Felts Wright, Trustee, of record in book 1390, page 604, said Register's Office; thence with the Northern boundary line of said Hornbuckle property, North 57 degrees 30 minutes East 190 feet, more or less, to the low water mark of the Cumberland River; thence with the low water mark of said Cumberland River, North 17 degrees 15 minutes East 94 feet, more or less, to the Southeast corner of said Kathka property; thence with the Southern boundary line of said Kathka property, North 74 degrees 30 minutes West 140 feet, more or less, to the BEGINNING.

TRACT NO. 3

BEGINNING at a point in the Northern boundary line of the property conveyed to Sinclair Refining Company by deed from Mrs. Maude Burnett, of record in book 2085, page 435, Register's Office for said County, at the Southeast corner of a private Lane, called Hornbuckle Lane, said point being 762 feet Northeasterly from the center of the Old Hydes Ferry Pike; thence North 4 degrees 10 minutes East 256 feet to a point in the Southern boundary line of the property conveyed to T.E. Howse and wife by deed from Geo. B. Graves, of record in book 2135, page 290, said Register's Office; thence with the Southern boundary line of said Howse property, North 57 degrees 30 minutes East 190 feet, more or less, to the low water mark of the Cumberland River; thence with the low water mark of said Cumberland River, South 12 degrees 30 minutes West 290 feet, more or less, to the Northern boundary line of said Sinclair Refining Company's property; thence with said boundary line South 57 degrees 30 minutes West 138 feet, more or less, to the BEGINNING.

TRACT NO. 4

BEGINNING at the Southeast corner of Hornbuckle Lane and Old Hydes Ferry Pike; thence with the Southeast line of said Lane, North 57 degrees 30 minutes East 890 feet to low water mark of Cumberland River; thence with said River, South 04 degrees West 491.5

feet; thence South 11 degrees 20 minutes West 460 feet to the Northerly line of the T. C. Railroad Company's right-of-way; thence with the North line of said right-of-way, North 76 degrees 40 minutes West 418 feet to the center line of Old Hydes Ferry Pike; thence with the center line of said Pike, North 31 degrees West 428 feet to the center line of said Pike; thence North 57 degrees 30 minutes East 16.5 feet to an iron pin at fence corner, the point of BEGINNING.

Prior Deed Reference: Book 5085, Page 422

Permanent Tax No.: 081-05-0005.00

BOOK 10805 PG 913

CERTIFICATION

I, J. A. Evans, Assistant Secretary of Marathon Oil Company, an Ohio corporation, hereby certify that the following is a true and correct copy of a resolution unanimously adopted at a meeting of the Board of Directors of Marathon Oil Company, held in the City of Robinson, Illinois, on the 19th day of August, 1997, at 8:00 a.m., at which meeting all members of the Board were present:

> "RESOLVED: That J. L. Kitts and R. Q. Scholes are each hereby severally authorized to execute in the name and on behalf of this Company, any and all instruments pertaining to the conveyance or transfer of real property interests of the Company in connection with the formation of a Joint Venture between Ashland Inc. and this Company to be known as Marathon Ashland Petroleum LLC, ("Joint Venture"), including without limitation deeds, leases, assignments, notices, transfer forms, agreements and related documentation as well as to do or cause to be done all acts or things and to make, execute and deliver such other instruments or documents as they severally deem necessary, advisable or appropriate to accomplish the conveyance of real property interests of the Company in connection with the Joint Venture."

IN WITNESS WHEREOF, I have hereunto affixed my signature and the seal of the Company, this 24th day of December, 1997.

6840 02/24 0101 03CHEDN 2F32-60



Assistant Secretary
Marathon Oil Company

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

RECEIVED OF _____

FOR _____

RTN# 10805 PG 914

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

DART
692346.00
CON TX 2561.68
PRFEE 1.00
~~[illegible] 10.50~~
~~TOTAL 2562.68~~
CHECK 2562.68

02/24/98 01 09:04 0001 e840

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

98 FEB 24 AM 9:05

0403907

IDENTIFICATION REFERENCE

No. 1257318