

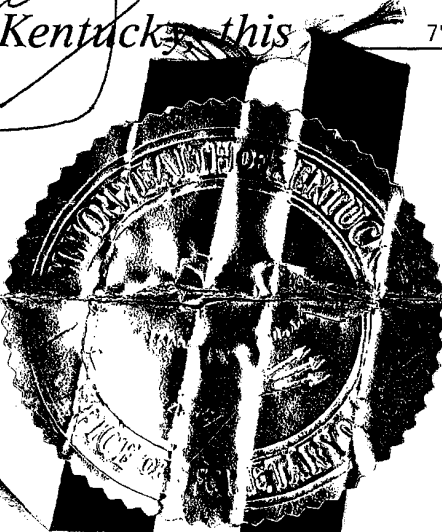
OFFICE OF THE SECRETARY OF STATE



CERTIFICATE

I, **BOB BABBAGE**, Secretary of State of the Commonwealth of Kentucky, do hereby certify, that the signature of DONALD W. BLEVINS County Court Clerk of FAYETTE County, Kentucky, United States of America, which appears on the attached document, appears to be the genuine signature of said DONALD W. BLEVINS when compared with his/her signature now on file in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, at Frankfort, Kentucky, this 7TH day of APRIL, 19 95.

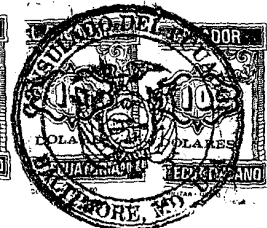
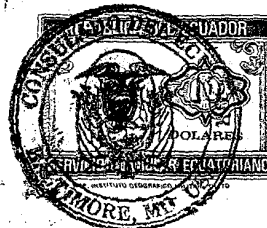


Bob Babbage
BOB BABBAGE
Secretary of State
Commonwealth of Kentucky





CONSULADO DEL ECUADOR
BALTIMORE, MARYLAND



CONSULADO DEL ECUADOR EN ESTADOS UNIDOS DE NORTE AMERICA.

PRESENTA PARA AUTENTICAR LA FIRMA QUE ANTECEDE, EL SUSCRITO
CONSUL A.H., DEL ECUADOR EN LA CIUDAD DE BALTIMORE Y EL ESTADO
DELAWARE, U.S.A., CERTIFICA QUE ES AUTENTICA, SIENDO LA QUE USA

(1a) *Honr. Bob. Babbage, Secretario de Estado...*
Comandante en Jefe de Kentucky...

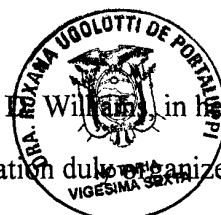
TODAS SUS ACTUACIONES
AUTENTICACION No. *28-95*
TODA ARANCELARIA. *U.S. \$ 30.00*
LUGAR Y FECHA *Baltimore Md. April 10-95*

[Signature]
Mando del Consulado
Consulador del Ecuador
BALTIMORE, MD

POWER OF ATTORNEY

Know all men by these presents that the undersigned, Lillian Williams, in her capacity as Vice President of Valvoline International, Inc., a corporation duly organized and existing under the laws of Delaware and having its principal offices at 3499 Dabney Dr., Lexington, KY 40509 (hereafter "VII"), hereby constitutes and appoints P B P Representaciones Cía. Ltda., Quito, Ecuador, to be VII's attorney-in-fact in Ecuador, with full power of substitution and revocation, authorizing them, in the name and on behalf of VII, to do the following:

1. To perform all acts and sign all documents which may be necessary in order to organize a corporation (sociedad anónima) to be named Lubricantes Andinos S.A. (hereafter "Lubriansa") and which will be domiciled in the city of Guayquil, Republic of Ecuador, with a subscribed capital in Ecuadorean sucres equivalent to US \$1,800,000.
2. To subscribe for shares in Lubriansa, for and on behalf of VII, the equivalent in Ecuadorean sucres up to US \$918,000 and to pay the equivalent in Ecuadorean sucres of US \$321,300 which is thirty-five percent (35%) of the amount due Lubriansa for the shares subscribed.
3. To present all applications and take all steps necessary in order to obtain the registration of this investment, and VII's investment in shares of Lubrival S.A. (hereafter "Lubrival"), as required by Ecuadorian law.
4. To represent and vote VII's shares, pursuant to VII's instruction, at: (i) the general shareholders' meeting of Lubriansa that will be organized as authorized in this power of attorney, and (ii) the general shareholders' meeting of Lubrival.



010238

This power of attorney shall remain in effect until the above mentioned mandates have been accomplished or until it is revoked in writing by the undersigned, whichever shall occur first.



In testimony whereof, Lillian D. Williams, the duly authorized Vice President of Valvoline International, Inc., grants this power of attorney in the city of Lexington, Commonwealth of Kentucky, U.S.A., on this 7th day of April, 1995.

Valvoline International, Inc.

By: Lillian D. Williams
Lillian D. Williams, Vice President

State of Kentucky)
)
County of Fayette)

On this 7th day of April, 1995, Lillian D. Williams, as Vice President of Valvoline International, Inc., appeared before me and acknowledged that she signed the foregoing Power of Attorney for and on behalf of Valvoline International, Inc.

Monica J. Young
Monica J. Young, Notary Public
State-at-Large, Kentucky

MONICA YOUNG
My commission expires April 29, 1996



STATE OF KENTUCKY
COUNTY OF FAYETTE

- 3 -

I, DONALD W. BLEVINS, Clerk of the County of Fayette for the state of Kentucky, the same being a Court Record, DO HEREBY CERTIFY THAT THE NOTARY COMMISSION OF MONICA YOUNG EXPIRES

29 96 RECORDED IN NOTARY BOOK 70 PAGE 317.

whose name is subscribed to the certificate of the proof or acknowledgment of the annexed instrument and thereon written was, at the time of taking such proof or acknowledgment, a Notary Public in and for said County of Fayette, dwelling in the City of Lexington, commissioner and sworn, and duly authorized to take same, and duly authorized by the laws of Kentucky to take the proof and acknowledgment of deeds to be recorded in said County of Fayette, and, further, that I am well acquainted with the handwriting of such Notary and verily believe that the signature to said certificate or proof or acknowledgment is genuine.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the said Court and County, this the 7th day of April, 19 95.

Donald W. Blevins

Clerk, Fayette County Court



ESTADO DE KENTUCKY

Oficina del Secretario de Estado



CERTIFICADO

Yo, Bob Babbage, Secretario de Estado del Estado de Kentucky, certifico por el presente instrumento que la firma de DONALD W. BLEVINS Secretario de la Corte del Condado de Fayette, Kentucky, Estados Unidos de América, que aparece en el documento adjunto, parece ser la firma genuina del mencionado DONALD W. BLEVINS al ser comparada con su firma que consta en los archivos de esta oficina.

EN TESTIMONIO DE LO CUAL, he colocado en este instrumento mi firma y Sello Oficial, en Frankfort, Kentucky, hoy, 7 de abril de 1995.

(firmado) Bob Babbage, Secretario de Estado, Estado de Kentucky

(sello)

REPÚBLICA DEL ECUADOR



**SUPERINTENDENCIA
DE COMPAÑÍAS**

**NÓMINA DE SOCIOS O ACCIONISTAS DE UNA COMPAÑÍA EXTRANJERA QUE A SU
VEZ ES SOCIA O ACCIONISTA DE COMPAÑÍA ECUATORIANA**

1. COMPAÑÍA ECUATORIANA

NOMBRE..... LUBRIVAL S.A.....
NÚMERO DE EXPEDIENTE..... 72130.....
NOMBRE Y CARGO DEL REPRESENTANTE LEGAL..... LUIS FERNANDO GÓMEZ ROSALES
PRESIDENTE DEL DIRECTORIO

2. COMPAÑÍA EXTRANJERA SOCIA O ACCIONISTA DE LA SOCIEDAD ECUATORIANA

NOMBRE..... VALVOLINE INTERNATIONAL, INC.....
NACIONALIDAD DE LA COMPAÑÍA EXTRANJERA..... ESTADOUNIDENSE
DOMICILIO..... LEXINGTON, KENTUCKY 40519, 3499 BLAZER PARKWAY.....

NOTA 1.- A este formulario se debe acompañar una certificación extendida por la autoridad competente del país de origen o Cónsul del Ecuador en la que se acredite que la sociedad en cuestión se encuentra legalmente existente en dicho país.

3. APODERADO LOCAL DE LA COMPAÑÍA EXTRANJERA SOCIA O ACCIONISTA DE LA COMPAÑÍA ECUATORIANA

NOMBRES Y APELLIDOS COMPLETOS..... PBP REPRESENTACIONES CIA. LTDA.....
NACIONALIDAD..... ECUATORIANA.....
NÚMERO DE IDENTIFICACIÓN PERSONAL..... 1791269306001.....
DOMICILIO..... AVE. REPÚBLICA DE EL SALVADOR 1082 Y NACIONES UNIDAS, QUITO-ECUADOR

A

REPÚBLICA DEL ECUADOR



**SUPERINTENDENCIA
DE COMPAÑÍAS**

4. DATOS DE LOS SOCIOS O ACCIONISTAS DE LA COMPAÑÍA EXTRANJERA

No.	Nombres y Apellidos completos	Estado Civil	Nacionalidad	Domicilio
1	ASHLAND INTERNATIONAL HOLDING INC.	N/A	ESTADOUNIDENSE	LEXINGTON, KENTUCKY USA
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				

REP. REPRESENTACIÓN
FIRMA DEL REPRESENTANTE LEGAL, SECRETARIO
ADMINISTRADOR O FUNCIONARIO DE LA SOCIEDAD
EXTRANJERA O APODERADO

Nota 2.- Si este formulario hubiere sido otorgado en el exterior, deberá estar autenticado por Cónsul ecuatoriano o apostillado

FECHA DE PRESENTACIÓN _____
AÑO _____ MES _____ DÍA _____

EL PRESENTE FORMULARIO NO SE ACEPTARÁ CON ENMENDADURAS O TACHONES