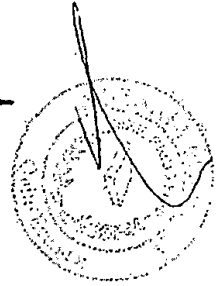


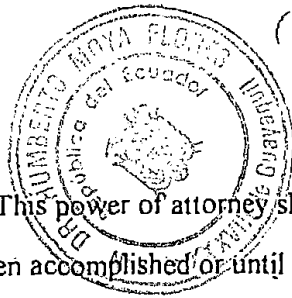
POWER OF ATTORNEY

Know all men by these presents that the undersigned, Lillian D. 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 Guayaquil, 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.



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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 VII, 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 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 of Record, DO HEREBY CERTIFY THAT THE NOTARY COMMISSION OF MONICA YOUNG EXPIRES

4 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, 1995

Donald W. Blevins

Clerk, Fayette County Court



PODER

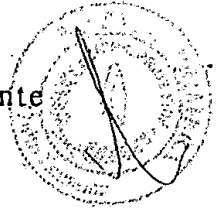
- 4 -



Sébase por el presente instrumento que el suscrito, Lillian D. Williams, en su calidad de Vicepresidente de Valvoline International, Inc., una sociedad debidamente organizada existente bajo las leyes de Delaware y con oficinas principales en 3499 Dabney Dr., Lexington, KY 40509 (en adelante "VII"), por el presente instrumento nombra y designa a PBP Representaciones Cía. Ltda., Quito, Ecuador, como la apoderada de VII en el Ecuador, con plenos poderes de substitución y revocación, autorizándoles, a nombre y en representación de VII, para hacer lo siguiente:

1. Llevar a cabo todos los actos y firmar todos los documentos que sean necesarios para organizar una sociedad anónima que se denominará Lubricantes Andinos S.A. (en adelante "Lubriansa") y que estará domiciliada en la ciudad de Guayaquil, República del Ecuador, con un capital suscrito en sucres ecuatorianos equivalente a US\$ 1.800.000.
2. Suscribir las acciones de Lubriansa por y a nombre de VII, hasta un monto en sucres ecuatorianos equivalente a US\$ 918.000 y pagar un monto en sucres ecuatorianos equivalente a US\$ 321.300, lo que representa el treinta y cinco por ciento (35%) de la suma que Lubriansa deberá pagar por las acciones suscritas.
3. Presentar todas las solicitudes y tomar todas las acciones necesarias para obtener el registro de esta inversión y de la

inversión de VII en acciones de Lubrival S.A. (en adelante "Lubrival"), según lo requieran las leyes ecuatorianas.



4. Representar y dar el voto correspondiente a las acciones de VII, según las instrucciones de VII, en: (i) la junta general de accionistas de Lubriansa que será organizada según se autoriza en este poder y (ii) la junta general de accionistas de Lubrival.

Este poder deberá permanecer en vigencia hasta que los mandatos antes mencionados hayan sido cumplidos o hasta que sea revocado por escrito por el suscrito, lo que ocurra primero.

En testimonio de lo cual, Lillian D. Williams, Vicepresidente debidamente autorizado de VII, otorga este poder en la ciudad de Lexington, Estado de Kentucky, E.U.A., hoy, 7 de abril de 1995.

Valvoline International, Inc.

(firmado) Lillian D. Williams, Vicepresidente

Estado de Kentucky

Condado de Fayette

Hoy, 7 de abril de 1995, Lillian D. Williams, en su calidad de Vicepresidente de Valvoline International, Inc., compareció ante mí y reconoció que firmó el Poder que antecede por y en representación de Valvoline International, Inc.

(firmado) Monica J. Young, Notario Público para todo el Estado de Kentucky.

(sello) Monica Young: Mi comisión expira en abril 29, 1996.

