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TRANSFER OF LIEN

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Date: July 6, 2001
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Holder of Note and Lien: SunTrust Bank, formerly known as SunTrust Bank, Atlanta, a Georgia state bank

Holder's Mailing Address (including county):

PO Box 4418
Mail Code 1923
Atlanta, Georgia 30302
Fulton County

Transferee: Pennzoil-Quaker State Company, a Delaware corporation

Transferee's Mailing Address (including county):

700 Milam
Houston, Texas 77002
Harris County

Note:

Date:	August 18, 1997
Original Principal Amount:	\$580,000.00
Maker:	Thompson-Jackson Limited Partnership
Payee:	SunTrust Bank, Atlanta
Date of Maturity:	August 31, 2009

Note and Lien are Described in the Following Documents:

Oregon Trust Deed (Including Security Agreement, Assignment of Leases, and Fixture Financing Statement), dated as of August 18, 1997, among Thompson-Jackson Limited Partnership (the "grantor" or "Borrower"), Richard A. Canaday ("Trustee") and SunTrust Bank, Atlanta (the "beneficiary" or "Lender") and recorded on August 19, 1997, in Volume M97 of Mortgages on Pages 27194-27208 of the Klamath County, Oregon records.

Property (including any improvements) Subject to Lien:


All of Thompson-Jackson Limited Partnership's present and future right, title, and interest, at law or in equity, in and to the following items of real estate and personal property:

- (a) The land in Klamath County, Oregon, described as Lots 3, 11, 12, 13, and 14, Block 3, Sixth Street Addition to the city of Klamath Falls, according to the official plat thereof on file in the office of the county clerk of Klamath County,

Return acknowledgment to:

HOU03:773047.3
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Capitol Services, Inc.
P.O. Box 1831 Austin TX 78767
800/345-4647

Oregon, including the land lying in adjoining and abutting alleys, streets, and roads which is now subject to the rights of the public, all easements, access, air, and development rights, minerals, oil, gas, and other hydrocarbon substances, water, water rights, and water stock, and all other rights, hereditaments, privileges, permits, licenses, franchises, and appurtenances that now or hereafter belong or appertain thereto (the "Land").

- (b) All buildings, improvements, fixtures, landscaping, parking (whether on-site or provided through easements on adjoining land), and tenements now or hereafter located on the Land (the "Improvements"). The Land and the Improvements are the "Real Estate."
- (c) All equipment and trade fixtures installed on, used at, or purchased for use at the Real Estate, including engines, motors, hydraulic lifts, racks, conduits, pipes, pumps, tanks, ducts, compressors, wires, wiring, appliances, escalators, elevators, window coverings, floor coverings, and all other heating, cooling, air-conditioning, ventilating, refrigerating, plumbing, electrical, fire prevention and extinguishing, security and access control, and communication equipment and trade fixtures (the "Equipment").
- (d) All building plans, specifications, and warranties relating to the Real Estate and the Equipment, all franchise rights, and all occupancy permits, business licenses, and other governmental approvals necessary for occupation and/or operation of the Real Estate and/or the Equipment.
- (e) All general intangibles (including trade names, service marks, and trademarks) that arise from or relate to the Real Estate and/or the Equipment.
- (f) All leases and executory contracts relating to the Real Estate and/or the Equipment and all rents, revenues, issues, profits, deposits, income, accounts, and insurance, condemnation, and other proceeds.
- (g) All books and records related to any of the foregoing items.

The real estate has a street address of 1730 Washburn Way, Klamath Falls, Oregon.

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For value received Holder of the note and lien transfers them to Transferee.

When the context requires, singular nouns and pronouns include the plural.

EXECUTED as of the date first above written.

SUNTRUST BANK, formerly known as
SUNTRUST BANK, ATLANTA

By: Mary Smith

Name: Mary Smith

Title: Director

ACKNOWLEDGMENT

STATE OF GEORGIA §

§

COUNTY OF FULTON §

This instrument was acknowledged before me on the 6 day of July 2001, by
Mary Smith, as Director of SunTrust
Bank, formerly known as SunTrust Bank, Atlanta, a Georgia state bank.

Shirley D. Wallin

Notary Public in and for the
State of Georgia

My commission expires:

~~Notary Public, Fulton County, Georgia~~

~~My Commission Expires August 18, 2002~~



State of Oregon, County of Klamath

Recorded 08/06/01 at 9:43 a. m.

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Linda Smith,

County Clerk Fee \$ 31⁰⁰