



October 18, 1988

Mr. Stephen J. Lee  
Minnesota Pollution Control Agency  
Tanks and Fuels Section  
520 Lafayette Road  
St. Paul, MN 55155

OCT 20 1988

RE: Rapid Oil Change Sites

Dear Mr. Lee:

Your letter of September 8, 1988 requested certain information regarding the ownership and operational histories of five specific properties now owned by Valvoline Instant Oil Change. As I told you during our recent telephone conversation, since receiving your letter we have been attempting to locate and review the files inherited in the purchase of Rapid Oil. As you know, that purchase occurred on October 1, 1986. We believe we now have reviewed the relevant documents and, based upon that review, we have reconstructed the ownership and operational history for the five properties.

5701 University Avenue, Fridley, MN - On November 2, 1965, this property was leased to Sunray DX by the Graves Company, a Minnesota general partnership, whose last known address was 5251 Central Avenue, N.E., Fridley, Minnesota. The lease was a 10-year lease running from February 1966 through February 1976, with two 5-year renewal options. On September 30, 1971, Sunray was merged into Sun Oil Company of Pennsylvania. The address is 100 Matson Ford Road, Radnor, Pennsylvania 19087. Sun Oil sold the improvements to the property to J. J. Brooksbank Company, Inc. on September 5, 1974. The sales contract refers to a service station and equipment to include one 8,000-, one 6,000- and two 550-gallon underground storage tanks. On June 30, 1978, Rapid Oil Change and Metro 500 executed a Letter of Intent to sell the service station and improvements to Rapid. Although Metro 500 agreed to remove the pumps, signs and other items, there is no mention of underground storage tanks. There is nothing in the file as to the succession between Brooksbank and Metro 500 except that Jack Schwartz appears as Vice President for both entities. Rapid Oil Change leased the land from the Graves Company on July 18, 1978, and on January 1, 1979, E. F. Flaherty conveyed to Rapid Oil Change, "the pylon sign, one compressor, two hoists, overhead grease equipment, and all underground storage tanks." E. F. Flaherty purchased the land from the Graves Company on December 31, 1979, and on January 1, 1980, he leased the land to Rapid Oil Change. There is no indication of operational history subsequent to Sun's sale of the improvements and there is no reference to underground storage tanks following the January 1, 1979 conveyance to Rapid Oil Change. We have been informed, but have no documentation, that the 8,000- and 6,000-gallon underground tanks were removed in 1983.

2633 West Broadway Avenue, Minneapolis, MN - This property was purchased by D. J. Flaherty from MAT Properties, a Minnesota partnership, whose last known

address is 8018 Sunnyside Road, Minneapolis, Minnesota 55432. On January 28, 1986, D. J. Flaherty leased a two-bay service station and land located at 2633 West Broadway to Rapid Oil Change. File documents indicate that the operator at the time of sale to D. J. Flaherty was Great Brakes. There is no other reference to operational history or underground storage tanks. We understand from Mr. Flaherty that all underground tanks were removed prior to 1986.

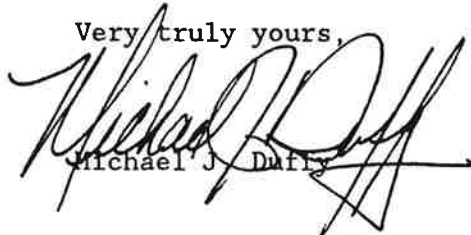
2955 Portland Avenue, Minneapolis, MN - On May 28, 1982, the property was deeded to E. F. Flaherty from the Ford Leasing Development Company, Division of Ford Motor Company, 300 Renaissance Center, Detroit, Michigan 48243. The deed does not describe any specific improvements. On September 15, 1982, E. F. Flaherty leased the property to Rapid Oil Change, and a Certificate of Occupancy dated November 29, 1982 cites the property use as a two-bay service station. However, the Certificate does not note either the owner or operator. With the exception of the Certificate of Occupancy, the documentation does not mention underground storage tanks or operational history .

1126 South Robert Street, St. Paul, MN - E. F. Flaherty purchased this property from Conoco on December 27, 1982. The bill of sale mentions only "miscellaneous equipment." However, it does contain the standard industry disclaimer regarding the prior storage of leaded gasoline in the tank. On January 1, 1984, E. F. Flaherty leased the property to Rapid Oil Change. We have been led to believe that Conoco removed the tanks prior to the sale.

2425 University Avenue, Minneapolis, MN - On November 19, 1979, Rapid Oil Change entered into an agreement with Amoco to purchase this property, which included the land, building, and equipment. On January 28, 1980, Rapid Oil Change transferred the property to E. F. Flaherty via a quit claim deed. A bill of sale dated January 28, 1980 conveyed from E. F. Flaherty to Rapid Oil Change certain specified equipment; however, there is no mention of underground storage tanks. On February 1, 1980, E. F. Flaherty leased a three-bay service station at this location to Rapid Oil Change. On June 29, 1984, E. F. Flaherty quit claim deeded the property to the trustees of the 1983 E. F. Flaherty Family Trust. On August 1, 1983, the 1983 E. F. Flaherty Family Trust leased the property to Rapid Oil Change. We do understand that there were underground tanks at the site which were removed by Rapid Oil Change in 1986 prior to the sale of assets.

As noted above, this information was reconstructed from a review of the materials on hand which, on occasion, may not have been complete. However, they do represent our best estimate as to the operational and ownership history of these properties. If we may be of any further assistance, or should you have any specific questions relating to these properties, please do not hesitate to contact me.

Very truly yours,



Michael J. Duffy

MJD/rmb

cc: D. J. Flaherty  
G. R. Johnson  
A. C. Newby