

TO HAVE AND TO HOLD the premises described above unto GRANTEE, his heirs and assigns forever, together with all improvements thereon, and all easements and appurtenances thereunto pertaining.

This conveyance is made subject to all parties in possession, all applicable zoning laws, ordinances, regulations and restrictions, and to all easements, rights of way, exceptions, reservations, restrictions and conditions contained in prior instruments of record in the chain of title to the premises described above.

PAYLESS hereby covenants with GRANTEE to warrant and defend title to the property described above against the lawful claims and demands of all persons claiming by, through or under PAYLESS and no others.

IN WITNESS WHEREOF, PAYLESS STATIONS, INC. has caused its corporate seal to be hereunto affixed, and these presents to be signed by its duly authorized officers as of the day and year first above written.

Signed, sealed and delivered in the presence of:

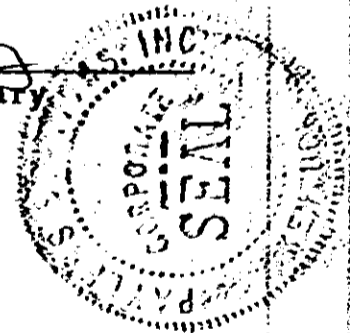
PAYLESS STATIONS, INC.

Debbie Adams
Janace Bowling

By: *Laurel L Skout*
Vice President

ATTEST:

James J. Alvey
Assistant Secretary



This instrument was prepared by:
Roy F. Layman, Attorney
1409 Winchester Avenue
Ashland, Kentucky 41101

RECORDED

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