

No. 90058	Idaho Corporation Annual Report Form Due No Later Than November 1, 1992	2. Registered Agent and Office NOT A P.O. BOX
Return To Secretary of State Room 203, Statehouse Boise, ID 83720 ★ FIRST NOTICE ★ NO FEE REQUIRED	Mailing Address -- Please Correct If Not Correct	C T CORPORATION SYSTEM 300 NORTH 6TH STREET
	VALVOLINE, INC. P O BOX 14000 Lexington, KY 40512 0000	BOISE ID 83702 3. Incorporated Under The Laws of KY NO: 90058

4. Names and Addresses of Officers and Directors

<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
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President:
Secretary:
Directors:

SEE SCHEDULE ATTACHED

5. Nature of Business Responsible for Valvoline Operations (Petroleum Products)	6. I certify that this Annual Report has been examined by me and is to the best of my knowledge true, correct and complete. <table> <tr> <td>Signature</td> <td><i>Charles D. Ellis</i></td> <td>Date</td> <td>7-28-92</td> </tr> <tr> <td>Name (Typed or Printed)</td> <td>Charles D. Ellis</td> <td>Title</td> <td>Asst. Secy.</td> </tr> </table>	Signature	<i>Charles D. Ellis</i>	Date	7-28-92	Name (Typed or Printed)	Charles D. Ellis	Title	Asst. Secy.
Signature	<i>Charles D. Ellis</i>	Date	7-28-92						
Name (Typed or Printed)	Charles D. Ellis	Title	Asst. Secy.						

VALVOLINE, INC.
OFFICERS & DIRECTORS LIST

DIRECTORS:

John A. Brothers	3400 Blazer Parkway Dublin, OH 43017
John D. Barr	3499 Dabney Drive Lexington, KY 40509
Paul W. Chellgren	1000 Ashland Drive Russell, KY 41169

OFFICERS:

John D. Barr	President	3499 Dabney Drive Lexington, KY 40509
James B. Baylor	Senior Vice President	3499 Dabney Drive Lexington, KY 40509
John C. Biehl	Senior Vice President	3499 Dabney Drive Lexington, KY 40509
Carl F. Frey III	Senior Vice President	3499 Dabney Drive Lexington, KY 40509
Robert M. Harbison	Senior Vice President	301 E. Main Street Lexington, KY 40507
Steven F. Leer	Senior Vice President	3499 Dabney Drive Lexington, KY 40509
John M. Gordon	Vice President	3499 Dabney Drive Lexington, KY 40509
James V. Rocco	Vice President	3499 Dabney Drive Lexington, KY 40509
Hoyt B. Wilder III	Vice President	3499 Dabney Drive Lexington, KY 40509
John W. Dansby	Vice President - Finance	1000 Ashland Drive Russell, KY 41169
Lillian D. Williams	Vice President/ Secretary	3499 Dabney Drive Lexington, KY 40509
Lawrence J. LaBrie	Assistant Secretary	1000 Ashland Drive Russell, KY 41169

Daniel B. Huffman	Treasurer	1000 Ashland Drive Russell, KY 41169
Charles M. Hedrick	Assistant Treasurer - Cash Control	1000 Ashland Drive Russell, KY 41169
Terry L. McKinley	Assistant Secretary - Tax Assistant Treasurer - Tax	1000 Ashland Drive Russell, KY 41169
Charles D. Ellis	Assistant Secretary - Tax Assistant Treasurer - Tax	3499 Dabney Drive Lexington, KY 40509
John McD. Ross	Assistant Secretary - Tax Assistnat Treasurer - Tax	3499 Dabney Drive Lexington, KY 40509