

- 10.23 - Credit Agreement dated as of July 11, 2016, among Valvoline Finco One LLC, as Initial Borrower, The Bank of Nova Scotia, as Administrative Agent, Swing Line Lender and an L/C Issuer, Citibank, N.A., as Syndication Agent, and the Lenders from time to time party thereto (“Valvoline Credit Agreement”) (incorporated by reference to Exhibit 10.9 to Valvoline’s Registration Statement on Form S-1 (File No. 333-211720) filed on September 12, 2016).
- 10.24 - Amendment No. 1, dated as of September 21, 2016, to Valvoline Credit Agreement (incorporated by reference to Exhibit 10.11 to Valvoline’s Annual Report on Form 10-K (File No. 001-37884) filed on December 19, 2016).
- 10.25 - Transfer and Administration Agreement, dated as of November 29, 2016, among LEX Capital LLC, Valvoline LLC, and each other entity from time to time party hereto as an Originator, as Originators, Valvoline LLC, as initial Master Servicer, PNC Bank, National Association, as the Agent, a Letter of Credit Issuer, a Managing Agent and a Committed Investor, The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, as a Managing Agent, an Administrator and a Committed Investor, Gotham Funding Corporation, as a Conduit Investor and an Uncommitted Investor, PNC Capital Markets, LLC, as Structuring Agent and the various investor groups, managing agents, letter of credit issuers and Administrators from time to time parties thereto (incorporated by reference to Exhibit 10.1 to Valvoline’s Current Report on Form 8-K (File No. 001-37884) filed on December 2, 2016).
- 10.26 - Sale Agreement, dated as of November 29, 2016, by and between Valvoline LLC and LEX Capital LLC (incorporated by reference to Exhibit 10.2 to Valvoline Current Report on Form 8-K (File No. 001-37884) filed on December 2, 2016).
- 10.27 - Parent Undertaking, dated as of November 29, 2016, by Valvoline Inc. in favor of PNC Bank National Association and the Secured Parties. (incorporated by reference to Exhibit 10.3 to Valvoline’s Current Report on Form 8-K (File No. 001-37884) filed on December 2, 2016).
- 10.28 - Separation Agreement, dated as of September 22, 2016, by and between Ashland Global Holdings Inc. and Valvoline Inc. (incorporated by reference to Exhibit 10.15 to Valvoline’s Annual Report on Form 10-K (File No. 001-37884) filed on December 19, 2016).
- 10.29 - Transition Services Agreement, dated as of September 22, 2016, by and between Ashland Global Holdings Inc. and Valvoline Inc. (incorporated by reference to Exhibit 10.16 to Valvoline’s Annual Report on Form 10-K (File No. 001-37884) filed on December 19, 2016).
- 10.30 - Reverse Transition Services Agreement, dated as of September 22, 2016, by and between Valvoline Inc. and Ashland Global Holdings Inc. (incorporated by reference to Exhibit 10.17 to Valvoline’s Annual Report on Form 10-K (File No. 001-37884) filed on December 19, 2016).
- 10.31 - Tax Matters Agreement, dated as of September 22, 2016, by and between Ashland Global Holdings Inc. and Valvoline Inc. (incorporated by reference to Exhibit 10.18 to Valvoline’s Annual Report on Form 10-K (File No. 001-37884) filed on December 19, 2016).
- 10.32 - Employee Matters Agreement, dated as of September 22, 2016, by and between Ashland Global Holdings Inc. and Valvoline Inc. (incorporated by reference to Exhibit 10.19 to Valvoline’s Annual Report on Form 10-K (File No. 001-37884) filed on December 19, 2016).
- 10.33** - Supplier Terms & Conditions Agreement between Valvoline and Genuine Parts Company (NAPA oil), effective as of January 1, 2016 (incorporated by reference to Exhibit 10.7 to Valvoline’s Registration Statement on Form S-1 (File No. 333-211720) filed on August 23, 2016).
- 10.34** - Supplier Terms & Conditions Agreement between Valvoline and Genuine Parts Company (Valvoline Oil), effective as of January 1, 2016 (incorporated by reference to Exhibit 10.8 to Valvoline’s Registration Statement on Form S-1 (File No. 333-211720) filed on September 12, 2016).
- 12.1* - Computation of Ratio of Earnings to Fixed Charges.
- 21* - List of Subsidiaries.
- 23.1* - Consent of Ernst & Young LLP.
- 24* - Power of Attorney.
- 31.1* - Certification of Samuel J. Mitchell, Jr., Chief Executive Officer of Valvoline, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2* - Certification of Mary E. Meixelsperger, Chief Financial Officer of Valvoline, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32* - Certification of Samuel J. Mitchell, Jr., Chief Executive Officer of Valvoline, and Mary E. Meixelsperger, Chief Financial Officer of Valvoline, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.