
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2011

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number 1-32532

ASHLAND INC.

(a Kentucky corporation)

I.R.S. No. 20-0865835

50 E. RiverCenter Boulevard

P.O. Box 391

Covington, Kentucky 41012-0391

Telephone Number (859) 815-3333

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One):

Large Accelerated Filer ☒

Accelerated Filer ☐

Non-Accelerated Filer ☐

Smaller Reporting Company ☐

(Do not check if a smaller reporting company.)

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

At March 31, 2011, there were 79,136,699 shares of Registrant's Common Stock outstanding.

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES **STATEMENTS OF CONSOLIDATED INCOME**

	Three months ended March 31		Six months ended March 31	
(In millions except per share data - unaudited)	2011	2010	2011	2010
SALES	\$ 1,557	\$ 1,423	\$ 2,989	\$ 2,748
COSTS AND EXPENSES				
Cost of sales	1,135	992	2,174	1,899
Selling, general and administrative expense	292	293	577	577
Research and development expense	22	20	43	40
	<u>1,449</u>	<u>1,305</u>	<u>2,794</u>	<u>2,516</u>
EQUITY AND OTHER INCOME	<u>14</u>	<u>14</u>	<u>26</u>	<u>27</u>
OPERATING INCOME	122	132	221	259
Net interest and other financing expense (a)	(39)	(103)	(66)	(145)
Net gain (loss) on acquisitions and divestitures	-	(5)	21	(5)
Other income	-	-	-	1
INCOME FROM CONTINUING OPERATIONS				
BEFORE INCOME TAXES	83	24	176	110
Income tax benefit (expense) - Note K	<u>13</u>	<u>(18)</u>	<u>(18)</u>	<u>(40)</u>
INCOME FROM CONTINUING OPERATIONS	96	6	158	70
Income from discontinued operations (net of income taxes) - Note E (b)	<u>257</u>	<u>16</u>	<u>282</u>	<u>38</u>
NET INCOME	<u>\$ 353</u>	<u>\$ 22</u>	<u>\$ 440</u>	<u>\$ 108</u>
BASIC EARNINGS PER SHARE - Note N				
Income from continuing operations	\$ 1.22	\$.07	\$ 2.01	\$.90
Income from discontinued operations	3.25	.21	3.57	.50
Net income	<u>\$ 4.47</u>	<u>\$.28</u>	<u>\$ 5.58</u>	<u>\$ 1.40</u>
DILUTED EARNINGS PER SHARE - Note N				
Income from continuing operations	\$ 1.20	\$.07	\$ 1.97	\$.88
Income from discontinued operations	3.19	.20	3.50	.49
Net income	<u>\$ 4.39</u>	<u>\$.27</u>	<u>\$ 5.47</u>	<u>\$ 1.37</u>
DIVIDENDS PAID PER COMMON SHARE	\$.15	\$.075	\$.30	\$.15

(a) The three and six months ended March 31, 2011 and 2010 include a \$12 million and \$66 million charge, respectively, related to the significant extinguishment of debt completed during these periods.

(b) Includes income of \$23 million and \$46 million for the three and six months ended March 31, 2011, respectively, and \$14 million and \$25 million for the three and six months ended March 31, 2010, respectively, related to the direct results of the Distribution business. Due to its sale, the direct results of this business have been presented as discontinued operations for each period presented in accordance with U.S. GAAP. In addition, the three and six months ended March 31, 2011 include an after-tax gain of \$231 million related to Ashland's sale of its Distribution business.

SEE NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

	March 31 2011	September 30 2010
(In millions - unaudited)		
<u>ASSETS</u>		
CURRENT ASSETS		
Cash and cash equivalents	\$ 1,129	\$ 417
Accounts receivable (a)	1,142	1,115
Inventories - Note H	534	447
Deferred income taxes	112	112
Other assets	57	49
Held for sale - Note D (b)	-	693
	<u>2,974</u>	<u>2,833</u>
NONCURRENT ASSETS		
Auction rate securities - Note G	22	22
Goodwill - Note I	2,142	2,148
Intangibles - Note I	1,088	1,111
Asbestos insurance receivable (noncurrent portion) - Note M	440	459
Deferred income taxes	336	336
Other assets	640	514
Held for sale - Note D (b)	2	270
	<u>4,670</u>	<u>4,860</u>
PROPERTY, PLANT AND EQUIPMENT		
Cost	3,079	3,096
Accumulated depreciation and amortization	(1,311)	(1,258)
	<u>1,768</u>	<u>1,838</u>
TOTAL ASSETS	<u>\$ 9,412</u>	<u>\$ 9,531</u>
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
CURRENT LIABILITIES		
Short-term debt - Note J	\$ 42	\$ 71
Current portion of long-term debt - Note J	19	45
Trade and other payables	708	727
Accrued expenses and other liabilities	541	523
Held for sale - Note D (b)	-	321
	<u>1,310</u>	<u>1,687</u>
NONCURRENT LIABILITIES		
Long-term debt (noncurrent portion) - Note J	846	1,108
Employee benefit obligations - Note L	1,191	1,372
Asbestos litigation reserve (noncurrent portion) - Note M	813	841
Deferred income taxes	173	145
Other liabilities	582	575
	<u>3,605</u>	<u>4,041</u>
STOCKHOLDERS' EQUITY	<u>4,497</u>	<u>3,803</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 9,412</u>	<u>\$ 9,531</u>

(a) Accounts receivable includes an allowance for doubtful accounts of \$20 million and \$21 million at March 31, 2011 and September 30, 2010, respectively.

(b) September 30, 2010 primarily relates to assets and liabilities of the Distribution business that qualified for held for sale classification in accordance with U.S. GAAP.

SEE NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES
STATEMENTS OF CONSOLIDATED STOCKHOLDERS' EQUITY

(In millions - unaudited)	Common stock	Paid-in capital	Retained earnings	Accumulated other comprehensive loss (a)	Total
BALANCE AT SEPTEMBER 30, 2010	\$ 1	\$ 665	\$ 3,482	\$ (345)	\$ 3,803
Total comprehensive income (b)			440	254	694
Dividend on common stock, \$.30 per share			(24)		(24)
Common shares issued under stock incentive and other plans (c)		24			24
BALANCE AT MARCH 31, 2011	<u>\$ 1</u>	<u>\$ 689</u>	<u>\$ 3,898</u>	<u>\$ (91)</u>	<u>\$ 4,497</u>

(a) At March 31, 2011, the after-tax accumulated other comprehensive loss of \$91 million was comprised of pension and postretirement obligations of \$480 million and net unrealized translation gains of \$389 million.

(b) Reconciliations of net income to total comprehensive income (loss) follow.

(In millions)	Three months ended		Six months ended	
	March 31		March 31	
	2011	2010	2011	2010
Net income	\$ 353	\$ 22	\$ 440	\$ 108
Pension and postretirement obligation adjustments, net of tax	140	10	140	10
Unrealized translation gain (loss), net of tax	132	(104)	114	(123)
Total comprehensive income (loss)	<u>\$ 625</u>	<u>\$ (72)</u>	<u>\$ 694</u>	<u>\$ (5)</u>

(c) Common shares issued were 327,905 for the six months ended March 31, 2011.

SEE NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES
STATEMENTS OF CONDENSED CONSOLIDATED CASH FLOWS

	Six months ended March 31	
(In millions - unaudited)	2011	2010
CASH FLOWS (USED) PROVIDED BY OPERATING ACTIVITIES FROM CONTINUING OPERATIONS		
Net income	\$ 440	\$ 108
Income from discontinued operations (net of income taxes)	(282)	(38)
Adjustments to reconcile income from continuing operations to cash flows from operating activities		
Depreciation and amortization	143	141
Debt issuance cost amortization	19	74
Deferred income taxes	(34)	54
Equity income from affiliates	(7)	(12)
Distributions from equity affiliates	3	6
Gain from sale of property and equipment	(2)	(3)
Stock based compensation expense	9	7
Stock contributions to qualified savings plans	13	13
Net (gain) loss on acquisitions and divestitures	(21)	5
Loss on early retirement of debt	-	4
Gain on auction rate securities	-	(1)
Change in operating assets and liabilities (a)	(204)	(110)
	<u>77</u>	<u>248</u>
CASH FLOWS (USED) PROVIDED BY INVESTING ACTIVITIES FROM CONTINUING OPERATIONS		
Additions to property, plant and equipment	(52)	(59)
Proceeds from disposal of property, plant and equipment	4	11
Purchase of operations - net of cash acquired	(5)	-
Proceeds from sale of operations or equity investments	40	60
Proceeds from sales and maturities of available-for-sale securities	-	85
	<u>(13)</u>	<u>97</u>
CASH FLOWS (USED) PROVIDED BY FINANCING ACTIVITIES FROM CONTINUING OPERATIONS		
Proceeds from issuance of long-term debt	11	300
Repayment of long-term debt	(299)	(773)
(Repayment of)/proceeds from short-term debt	(29)	317
Debt issuance costs	-	(12)
Cash dividends paid	(24)	(12)
Proceeds from exercise of stock options	2	4
Excess tax benefits related to share-based payments	1	1
	<u>(338)</u>	<u>(175)</u>
CASH (USED) PROVIDED BY CONTINUING OPERATIONS	<u>(274)</u>	<u>170</u>
Cash (used) provided by discontinued operations		
Operating cash flows	5	(17)
Investing cash flows (b)	979	(4)
Effect of currency exchange rate changes on cash and cash equivalents	2	(2)
INCREASE IN CASH AND CASH EQUIVALENTS	<u>712</u>	<u>147</u>
CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR	<u>417</u>	<u>352</u>
CASH AND CASH EQUIVALENTS - END OF PERIOD	<u>\$ 1,129</u>	<u>\$ 499</u>

(a) Excludes changes resulting from operations acquired or sold.

(b) Includes proceeds from the divestiture of the Distribution business on March 31, 2011.

SEE NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE A – BASIS OF PRESENTATION

The accompanying unaudited Condensed Consolidated Financial Statements have been prepared in accordance with generally accepted accounting principles for interim financial reporting and Securities and Exchange Commission regulations. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. These statements omit certain information and footnote disclosures required for complete annual financial statements and, therefore, should be read in conjunction with Ashland's Annual Report on Form 10-K for the fiscal year ended September 30, 2010. Results of operations for the period ended March 31, 2011 are not necessarily indicative of results to be expected for the year ending September 30, 2011. Certain prior period data has been reclassified in the Condensed Consolidated Financial Statements and accompanying footnotes to conform to current period presentation.

Ashland is composed of four reporting segments: Ashland Aqualon Functional Ingredients (Functional Ingredients), Ashland Hercules Water Technologies (Water Technologies), Ashland Performance Materials (Performance Materials) and Ashland Consumer Markets (Consumer Markets). On March 31, 2011, Ashland completed the sale of substantially all of the assets and certain liabilities of Ashland Distribution (Distribution). As a result of this sale, the prior period operating results and cash flows related to Distribution have been reflected as discontinued operations, while the assets and liabilities have been classified as held for sale. See Notes D, E and Q for additional information on the Distribution divestiture and reporting segment results.

The preparation of Ashland's Condensed Consolidated Financial Statements requires management to make estimates and assumptions that affect the reported amounts of certain assets, liabilities, revenues, expenses and related disclosures of contingent assets and liabilities as well as qualifying subsequent events. Significant items that are subject to such estimates and assumptions include, but are not limited to, long-lived assets (including goodwill and intangible assets), employee benefit obligations, income taxes, and liabilities and receivables associated with asbestos litigation, environmental remediation and asset retirement obligations. Although management bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances, actual results could differ significantly from the estimates under different assumptions or conditions.

Ashland's results are affected by domestic and international economic, political, legislative, regulatory and legal actions. Economic conditions, such as recessionary trends, inflation, interest and monetary exchange rates, government fiscal policies, and changes in the prices of hydrocarbon-based products and other raw materials, can have a significant effect on operations. While Ashland maintains reserves for anticipated liabilities and carries various levels of insurance, Ashland could be affected by civil, criminal, regulatory or administrative actions, claims or proceedings relating to asbestos, environmental remediation or other matters.

NOTE B – NEW ACCOUNTING STANDARDS

Changes to estimates of financial statement impacts due to the adoption of new accounting standards and new accounting standards issued during the current fiscal year are included in interim financial reporting. A detailed listing of all new accounting standards relevant to Ashland is included in the Annual Report on Form 10-K for the fiscal year ended September 30, 2010.

In October 2009, the Financial Accounting Standards Board (FASB) issued accounting guidance related to separating consideration in multiple-deliverable revenue arrangements (ASC 605-25 Revenue Recognition – Multiple-Element Arrangements). Under this guidance, multiple-deliverable arrangements will be accounted for separately (rather than as a combined unit) by selecting the best evidence of selling price among vendor-specific objective evidence, third-party evidence or estimated selling price. Additionally, this guidance eliminates the residual method of allocation and requires that arrangement consideration be allocated at the inception of the arrangement to all deliverables using the relative selling price method. This guidance became effective for Ashland on October 1, 2010. The adoption of this guidance did not have a material impact on the Condensed Consolidated Financial Statements.

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE C – ACQUISITIONS

Ara Quimica

In April 2010, Ashland acquired the remaining 50% interest in Ara Quimica S.A. (Ara Quimica), a leading producer of custom unsaturated polyester resin formulations for the composites industry in South America, for \$28 million. Prior to the acquisition, Ashland owned a 50% interest in Ara Quimica, which it recorded as an equity method investment within the Performance Materials reporting segment. Ara Quimica recorded sales of approximately \$56 million for its most recent fiscal year ended September 30, 2010. As a result of this transaction, Ashland recorded \$19 million of current assets and \$61 million of long-term assets, which included \$55 million of goodwill and intangible assets. In addition, Ashland recorded \$18 million of current liabilities and \$6 million of noncurrent liabilities.

Hercules

On November 13, 2008, Ashland completed its acquisition of Hercules Incorporated (Hercules). The total merger consideration for outstanding Hercules Common Stock was \$2,594 million, including \$2,096 million in cash, \$450 million in Ashland Common Stock with the remaining value of the transaction related to cash consideration and value for restricted stock units, stock options and transaction costs. In addition, Ashland assumed \$798 million in debt as a part of the transaction. The acquired businesses of Hercules now comprise the Functional Ingredients reporting segment, as well as a significant portion of the Water Technologies reporting segment. The total debt borrowed upon the closing of the merger was approximately \$2,300 million with the remaining cash consideration for the transaction paid from Ashland's existing cash at the date of the transaction.

NOTE D – DIVESTITURES

Ashland Distribution

On March 31, 2011, Ashland completed a sale to Nexeo Solutions, LLC (formerly known as TPG Accolade, LLC (Nexeo)) of substantially all of the assets and certain liabilities of its global distribution business conducted by the Ashland Distribution (Distribution) segment. The transaction is an asset sale with the total cash proceeds received by Ashland of \$979 million, before transaction fees and taxes, which includes \$49 million in estimated working capital adjustments. Final settlements related to post-closing working capital adjustments and certain other adjustments, as specified in the definitive agreement, are expected to occur in upcoming periods. Ashland recognized an after-tax gain of \$231 million. The tax effects on the gain were partially offset by a \$68 million release of tax valuation allowances on a capital loss carry-forward generated from the December 2008 divestiture of Ashland's interest in FiberVisions Holdings LLC. The gain was included within the discontinued operations caption in the Statement of Consolidated Income for the three months and six months ended March 31, 2011. Ashland Distribution recorded sales of \$3,419 million during the most recently completed fiscal year ended September 30, 2010 and employed approximately 2,000 employees across North America and Europe.

Because this transaction signifies Ashland's exit from the Distribution business, the results of operations and cash flows of Distribution have been classified as discontinued operations for all periods presented. Certain indirect corporate costs included within selling, general and administrative expense that were previously allocated to the Distribution reporting segment that do not qualify for discontinued operations accounting classification are now reported as costs within the Unallocated and other section of continuing operations, and equaled \$8 million and \$6 million for the three months ended March 31, 2011 and 2010, respectively, and \$15 million for both the six months ended March 31, 2011 and 2010, respectively. Ashland is currently analyzing and developing plans to reduce these stranded costs.

Ashland will retain and has agreed to indemnify Nexeo for certain liabilities of the Distribution business arising prior to the closing of the sale. This includes pension and other postretirement benefits, as well as certain other liabilities, including certain litigation and environmental liabilities relating to the pre-closing period, as described in

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE D – DIVESTITURES (continued)

the definitive agreement. Costs directly related to these expenses have been included within the discontinued operations caption for the three and six months ended March 31, 2011 and 2010. In accordance with U.S. GAAP, the ongoing effects of the pension and postretirement plans for Distribution employees will be reported within the Unallocated and other section of continuing operations subsequent to March 31, 2011.

As part of this sale, Ashland expects to receive transition service fees for ongoing administrative and other services to be provided to Nexeo in upcoming periods. While the transition service agreements are expected to vary in duration depending upon the type of service provided, Ashland expects to reduce costs as the transition services are completed. See Note E – Discontinued Operations for further information on the results of operations of Distribution for all periods presented.

As a result of this divestiture, the assets and liabilities of Distribution for prior periods have been reflected as assets and liabilities held for sale within the Condensed Consolidated Balance Sheets and are comprised of the following components:

(In millions - unaudited)	September 30 2010
Accounts receivable	\$ 494
Inventories	197
Other current assets	2
Current assets held for sale	<u>\$ 693</u>
Property, plant and equipment, net	\$ 179
Goodwill and intangible assets	82
Noncurrent assets held for sale	<u>\$ 261</u>
Trade payables	\$ 315
Accrued expenses and other liabilities	6
Current liabilities held for sale	<u>\$ 321</u>

In addition to the Distribution assets and liabilities identified above as held for sale, Ashland held other noncurrent assets for sale of \$2 million and \$9 million as of March 31, 2011 and September 30, 2010, respectively, primarily related to non-operational properties and certain Valvoline Instant Oil ChangeTM locations. The noncurrent assets held for sale are recorded at the lower of carrying value or below this level if an impairment is indicated. The fair values were based on definitive agreements of sale or other market quotes which would be considered significant unobservable market inputs (Level 3) within the fair value hierarchy. See also Note G – Fair Value Measurements for further information on the fair value hierarchy.

Castings Solutions Joint Venture

In July 2010, Ashland and Süd-Chemie AG (Süd-Chemie) signed an agreement for the formation of an expanded global joint venture serving the foundry chemical sector. The transaction closed on November 30, 2010 and combined three businesses: (i) Ashland's Castings Solutions business group, (ii) Süd-Chemie's Foundry-Products and Specialty Resins business unit, and (iii) Ashland-Südchemie-Kernfest GmbH (ASK), the existing fifty-percent owned European-based joint venture between Ashland and Süd-Chemie, for which Ashland historically only recognized equity income of the joint venture within its consolidated results. Ashland's Castings Solutions and ASK businesses recorded sales of \$279 million and \$145 million, respectively, during each businesses' most recently completed fiscal year. The Foundry-Products and Specialty Resins business unit of Süd-Chemie contributed to the joint venture generated sales of approximately \$146 million for its most recently completed fiscal year.

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE D – DIVESTITURES (continued)

During the fifth year of the joint venture's operations, Ashland will have the option to sell its shares in the expanded global joint venture to Süd-Chemie under mutually agreed terms. If Ashland does not execute this option by the end of the sixth year of the joint venture's operations, Süd-Chemie will have the option to acquire Ashland's shares under mutually agreed terms. Under both options, if mutually agreed terms cannot be reached, then the fair market value of the shares will be determined through an appraisal process set forth in the agreement.

Upon closing of the transaction, the joint venture distributed a \$21 million net payment to Ashland in accordance with the agreement. During the March 2011 quarter, Ashland received an additional \$8 million cash payment from the joint venture, resulting from post-closing activities and measurements set forth in the agreement. Ashland anticipates receiving an additional cash payment from the joint venture of approximately \$20 million during the June 2011 quarter, resulting from the finalization of the remaining post-closing activities and measurements.

Ashland recognized pretax gains of \$5 million and \$23 million during the three and six months ended March 31, 2011, respectively, attributable to the fair market value of the net assets contributed to the joint venture. For the majority of the valuation of the contributed assets and liabilities, Ashland utilized the discounted cash flow method; however, the adjusted book value method was also used in some areas of the valuation. The gains were included in the Net gain (loss) on acquisitions and divestitures caption in the Statement of Consolidated Income. The recorded values of assets and liabilities contributed on the closing date by Ashland to the expanded joint venture, excluding equity interests were as follows:

(In millions)	Assets (liabilities)
Cash	\$ 9
Accounts receivable	52
Inventories	21
Property, plant and equipment	34
Goodwill	52
Trade and other payables	(24)
Other noncurrent assets (liabilities) - net	11
	<u>\$ 155</u>

Ashland's equity interest in the expanded joint venture qualifies for equity method accounting treatment under U.S. GAAP. As a result, beginning on December 1, 2010, the reported results of the Castings Solutions business will no longer include the sales, cost of sales or selling, general and administrative expense related to this business; however, Ashland will include the financial effects of the joint venture within Performance Materials' equity and other income caption of the Statements of Consolidated Income. In addition, the expanded joint venture has left certain stranded costs that Ashland is currently analyzing and developing plans to reduce.

Pinova divestiture

In January 2010, Ashland sold its refined wood rosin and natural wood terpenes business, formerly known as Pinova, a business unit of Functional Ingredients, to TorQuest Partners in a transaction valued at approximately \$75 million before tax, which was comprised of \$60 million in cash and a \$15 million five-year promissory note from TorQuest Partners. The Pinova business, with annual sales of approximately \$85 million per year, had approximately 200 employees along with an associated manufacturing facility located in Brunswick, Georgia. As part of this transaction, TorQuest Partners has agreed to continue to manufacture certain products on behalf of Ashland.

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE E – DISCONTINUED OPERATIONS

As previously described in Note D, on March 31, 2011 Ashland completed the sale of substantially all of the assets and certain liabilities of Distribution. Ashland has determined that this sale qualifies as a discontinued operation, in accordance with U.S. GAAP, since Ashland does not have significant continuing involvement in the distribution business. As a result, operating results and cash flows related to Distribution have been reflected as discontinued operations in the Statement of Consolidated Income and Statement of Condensed Consolidated Cash Flows, while assets and liabilities that were sold have been classified within the September 30, 2010 Condensed Consolidated Balance Sheet as held for sale. Sales for the three month periods ended March 31, 2011 and 2010 were \$1,013 million and \$857 million, respectively. Sales for the six month periods ended March 31, 2011 and 2010 were \$1,868 million and \$1,586 million, respectively. The results of operations for the three and six month periods ended March 31, 2011 and 2010 are included in the table below.

Ashland is subject to liabilities from claims alleging personal injury caused by exposure to asbestos. Such claims result primarily from indemnification obligations undertaken in 1990 in connection with the sale of Riley Stoker Corporation (Riley), a former subsidiary of Ashland, and from the acquisition of Hercules during fiscal 2009, a wholly-owned subsidiary of Ashland. Adjustments to the recorded litigation reserves and related insurance receivables continue periodically and primarily reflect updates to the estimates. See Note M for more information related to the adjustments on asbestos liabilities and receivables.

Ashland's divestiture of Ashland Paving And Construction (APAC) during 2006 qualified as a discontinued operation. As a result, the previous operating results, assets and liabilities related to APAC have been reflected as discontinued operations in the Condensed Consolidated Financial Statements. Ashland has made subsequent adjustments to the gain on the sale of APAC, primarily relating to the tax effects of the sale, during the three and six month periods ended March 31, 2011 and 2010. Such adjustments to these and other divested businesses may continue to occur in future periods and are reflected in the period they are determined and recorded in the discontinued operations caption in the Statements of Consolidated Income.

Components of amounts reflected in the Statements of Consolidated Income related to discontinued operations are presented in the following table for the three and six months ended March 31, 2011 and 2010.

(In millions)	Three months ended March 31		Six months ended March 31	
	2011	2010	2011	2010
Income from discontinued operations (net of tax)				
Distribution (a)	\$ 23	\$ 14	\$ 46	\$ 25
Asbestos-related litigation reserves and receivables	-	-	1	9
Gain on disposal of discontinued operations (net of tax)				
Distribution (b)	231	-	231	-
APAC	3	-	4	2
Electronic Chemicals	-	2	-	2
Total income from discontinued operations (net of tax)	<u>\$ 257</u>	<u>\$ 16</u>	<u>\$ 282</u>	<u>\$ 38</u>

(a) For the three and six month periods ended March 31, the pretax income reported for Distribution was \$28 million and \$54 million for 2011 and \$19 million and \$38 million for 2010, respectively.

(b) For the three and six months ended March 31, 2011, the pretax gain reported for Distribution was \$314 million.

NOTE F – RESTRUCTURING ACTIVITIES

Ashland periodically implements restructuring programs related to acquisitions, divestitures or other cost reduction programs in order to enhance profitability through streamlined operations and an improved overall cost structure for each business. The total restructuring cost incurred for these programs for the three and six months ended March 31, 2010 was \$1 million and \$3 million, respectively, and was classified within the selling, general and administrative expenses caption. Additional costs from reductions in resources, facilities and business realignment

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE F – RESTRUCTURING ACTIVITIES (continued)

or divestitures may occur in future periods, which could include charges related to additional severance, plant closings, reassessed pension plan valuations or other items.

As of March 31, 2011, the remaining restructuring reserves for these programs principally consisted of severance payments from the Hercules Integration Plan and the recent Performance Materials restructuring, which consisted of several plant closings and operational redesign to eliminate excess capacity that was announced during the prior fiscal year.

The following table details at March 31, 2011 and 2010, the amount of restructuring reserves related to the programs discussed above, and the related activity in these reserves for the six months ended March 31, 2011 and 2010. The reserves are included in accrued expenses and other liabilities in the Condensed Consolidated Balance Sheet and are expected to be fully utilized by the end of fiscal 2011.

(In millions)	Severance
Balance as of September 30, 2009	\$ 38
Restructuring reserve	3
Utilization (cash paid or otherwise settled)	(23)
Balance at March 31, 2010	<u>\$ 18</u>
 Balance as of September 30, 2010	 \$ 26
Utilization (cash paid or otherwise settled)	(8)
Balance at March 31, 2011	<u>\$ 18</u>

NOTE G – FAIR VALUE MEASUREMENTS

As required by U.S. GAAP, Ashland uses applicable guidance for defining fair value, the initial recording and periodic remeasurement of certain assets and liabilities measured at fair value and related disclosures for instruments measured at fair value. Fair value accounting guidance establishes a fair value hierarchy, which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). An instrument's categorization within the fair value hierarchy is based upon the lowest level on input that is significant to the instrument's fair value measurement. The three levels within the fair value hierarchy are described as follows:

Level 1 — Observable inputs such as unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 — Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.

Level 3 — Unobservable inputs for the asset or liability for which there is little, if any, market activity at the measurement date. Unobservable inputs reflect Ashland's own assumptions about what market participants would use to price the asset or liability. The inputs are developed based on the best information available in the circumstances, which might include occasional market quotes or sales of similar instruments or Ashland's own financial data such as internally developed pricing models, discounted cash flow methodologies, as well as instruments for which the fair value determination requires significant management judgment.

For assets that are measured using quoted prices in active markets (Level 1), the total fair value is the published market price per unit multiplied by the number of units held without consideration of transaction costs. Assets and liabilities that are measured using significant other observable inputs (Level 2) are primarily valued by reference to

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE G – FAIR VALUE MEASUREMENTS (continued)

quoted prices of similar assets or liabilities in active markets (market approach), adjusted for any terms specific to that asset or liability. For all other assets and liabilities for which unobservable inputs are used (Level 3), fair value is derived through the use of fair value models, such as a discounted cash flow model or other standard pricing models that Ashland deems reasonable.

The following table summarizes financial asset instruments subject to recurring fair value measurements as of March 31, 2011. Ashland did not have any financial liability instruments subject to recurring fair value measurements as of March 31, 2011.

(In millions)	Carrying value	Total fair value	Quoted prices in active markets for identical assets Level 1	Significant other observable inputs Level 2	Significant unobservable inputs Level 3
Assets					
Cash equivalents	\$ 1,129	\$ 1,129	\$ 1,129	\$ -	\$ -
Auction rate securities	22	22	-	-	22
Deferred compensation investments (a)	176	176	62	114	-
Investments of captive insurance company (a)	2	2	2	-	-
Total assets at fair value	<u>\$ 1,329</u>	<u>\$ 1,329</u>	<u>\$ 1,193</u>	<u>\$ 114</u>	<u>\$ 22</u>

(a) Included in other noncurrent assets in the Condensed Consolidated Balance Sheet.

The following table summarizes financial asset instruments subject to recurring fair value measurements as of September 30, 2010. Ashland did not have any financial liability instruments subject to recurring fair value measurements as of September 30, 2010.

(In millions)	Carrying value	Total fair value	Quoted prices in active markets for identical assets Level 1	Significant other observable inputs Level 2	Significant unobservable inputs Level 3
Assets					
Cash equivalents	\$ 417	\$ 417	\$ 417	\$ -	\$ -
Auction rate securities	22	22	-	-	22
Deferred compensation investments (a)	169	169	62	107	-
Investments of captive insurance company (a)	2	2	2	-	-
Total assets at fair value	<u>\$ 610</u>	<u>\$ 610</u>	<u>\$ 481</u>	<u>\$ 107</u>	<u>\$ 22</u>

(a) Included in other noncurrent assets in the Condensed Consolidated Balance Sheet.

Level 3 instruments

Auction rate securities

At March 31, 2011 and September 30, 2010, Ashland held at par value \$25 million of student loan auction rate securities for which there was not an active market with consistent observable inputs. In February 2008, the auction rate securities market became largely illiquid, as there was not enough demand to purchase all of the securities that holders desired to sell at par value during certain auctions. Since this time, the market for auction rate securities has

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE G – FAIR VALUE MEASUREMENTS (continued)

failed to achieve equilibrium. Due to the uncertainty as to when active trading will resume in the auction rate securities market, Ashland believes the recovery period for certain of these securities may extend beyond a twelve-month period. As a result, these instruments have been classified as noncurrent assets in the Condensed Consolidated Balance Sheet.

During 2010, Ashland liquidated \$95 million par value auction rate securities for \$85 million in cash proceeds, which approximated book value. The following table provides a reconciliation of the beginning and ending balances of Ashland's auction rate securities, as these are Ashland's only assets measured at fair value using significant unobservable inputs (Level 3).

(In millions)	Level 3
Balance as of October 1, 2010	\$ 22
Sales of auction rate securities	-
Balance as of March 31, 2011	<u>\$ 22</u>
Balance as of October 1, 2009	\$ 170
Sales of auction rate securities	(85)
Realized gain recognized in the Consolidated Statement of Income	1
Balance as of March 31, 2010	<u>\$ 86</u>

Derivative and hedging activities

Currency hedges

Ashland conducts business in a variety of foreign currencies. Accordingly, Ashland regularly uses foreign currency derivative instruments to manage exposure on certain transactions denominated in foreign currencies to curtail the earnings volatility effects of short-term assets and liabilities denominated in currencies other than the functional currency of an entity.

Ashland contracts with counter-parties to buy and sell foreign currencies to offset the impact of exchange rate changes on transactions denominated in non-functional currencies, including short-term inter-company loans. These contracts generally require exchange of one foreign currency for another at a fixed rate at a future date and generally have maturities of less than twelve months. All contracts are marked-to-market with net changes in fair value recorded within the selling, general and administrative expense caption. For the three and six months ended March 31, 2011, losses of less than \$1 million and \$1 million, respectively, were recorded in the Statement of Consolidated Income for these contracts. For the three and six months ended March 31, 2010, losses of less than \$1 million for each period were recorded in the Statement of Consolidated Income for these contracts. The impacts of these contracts were largely offset by gains and losses resulting from the impact of changes in exchange rates on transactions denominated in non-functional currencies.

Ashland's net loss position on foreign currency derivatives outstanding in the Condensed Consolidated Balance Sheet as of March 31, 2011 was less than \$1 million, consisting of a gain of less than \$1 million with a notional amount of \$139 million offset by a loss of less than \$1 million with a notional amount of \$81 million, and was included in other noncurrent assets and liabilities, respectively. The net gain position on foreign currency derivatives outstanding in the Condensed Consolidated Balance Sheet as of September 30, 2010 was \$1 million, consisting of a gain of \$2 million with a notional amount of \$86 million offset by a loss of \$1 million with a notional amount of \$41 million, and was included in other noncurrent assets and liabilities, respectively. As of March 31, 2011, there were no open foreign currency derivatives which qualified for hedge accounting treatment.

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE G – FAIR VALUE MEASUREMENTS (continued)*Interest rate hedges*

During 2009, Ashland purchased a three year interest rate cap on a notional amount of \$300 million of variable rate debt. This interest rate cap fixes Ashland's interest rate on that outstanding variable interest rate debt when LIBOR interest rates equal or exceed 7% on a reset date. This interest rate cap qualifies as an interest rate swap within the provisions of the Senior Credit Agreement. This instrument does not qualify for hedge accounting and therefore gains or losses reflecting changes in fair value, along with the amortization of the upfront premium paid by Ashland to purchase the instrument, are reported in the Statements of Consolidated Income within the net interest and other financing expense caption. As of March 31, 2011 and September 30, 2010, the fair value on the interest rate cap was less than \$1 million and recorded within the other noncurrent assets caption of the Condensed Consolidated Balance Sheet.

Other financial instruments

At March 31, 2011 and September 30, 2010, Ashland's long-term debt had a carrying value of \$865 million and \$1,153 million, respectively, compared to a fair value of \$1,132 million and \$1,402 million, respectively. The fair values of long-term debt are based on quoted market prices or, if market prices are not available, the present values of the underlying cash flows discounted at Ashland's incremental borrowing rates.

NOTE H – INVENTORIES

Inventories are carried at the lower of cost or market. Certain chemicals, plastics and lubricants are valued at cost using the last-in, first-out (LIFO) method. The remaining inventories are stated at cost using the average cost method. The following table summarizes Ashland's inventories as of the reported Condensed Consolidated Balance Sheet dates.

	March 31	September 30
(In millions)	2011	2010
Finished products	\$ 395	\$ 326
Raw materials, supplies and work in process	195	175
LIFO carrying values	(56)	(54)
	<u>\$ 534</u>	<u>\$ 447</u>

NOTE I – GOODWILL AND OTHER INTANGIBLES

In accordance with U.S. GAAP, Ashland reviews goodwill and other intangible assets for impairment annually and when events and circumstances indicate an impairment may have occurred. The annual assessment is performed as of July 1 and consists of Ashland determining each reporting unit's current fair value compared to its current carrying value. Ashland has determined its reporting units for allocation of goodwill include the Functional Ingredients, Water Technologies, Performance Materials and Consumer Markets reportable segments. Prior to its sale to Nexeo, Distribution was treated as a separate reporting unit for allocation of goodwill. Ashland performed its most recent annual goodwill impairment test as of July 1, 2010, and determined at that time, that no impairment existed.

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE I – GOODWILL AND OTHER INTANGIBLES (continued)

The following is a progression of goodwill by segment for the period ended March 31, 2011.

(In millions)	Functional Ingredients	Water Technologies	Performance Materials (a)	Consumer Markets	Total
Balance at September 30, 2010	\$ 1,080	\$ 620	\$ 333	\$ 115	\$ 2,148
Divestitures	-	-	(52)	-	(52)
Currency translation adjustment	18	22	6	-	46
Balance at March 31, 2011	<u>\$ 1,098</u>	<u>\$ 642</u>	<u>\$ 287</u>	<u>\$ 115</u>	<u>\$ 2,142</u>

(a) Within the Performance Materials reportable segment as of September 30, 2010, because further discrete financial information is provided and management regularly reviews this information, this reportable segment was further broken down into the Castings Solutions and Composite Polymers/Specialty Polymers and Adhesives reporting units. Goodwill consisted of \$52 million and \$281 million, respectively, for the Castings Solutions and Composite Polymers/Specialty Polymers and Adhesives reporting units as of September 30, 2010. The reduction of \$52 million of goodwill is related to the contribution of Ashland's Castings Solutions business to the expanded global joint venture with Süd-Chemie.

Intangible assets principally consist of trademarks and trade names, intellectual property, customer lists and sale contracts. Intangible assets are amortized on a straight-line basis over their estimated useful lives. The cost of trademarks and trade names is amortized principally over 15 to 25 years, intellectual property over 5 to 20 years, customer relationships over 3 to 24 years and other intangibles over 2 to 50 years.

Certain intangible assets within trademarks and trade names have been classified as indefinite-lived and had a balance of \$290 million as of March 31, 2011 and September 30, 2010. In accordance with U.S. GAAP, Ashland annually reviews these intangible assets for possible impairment or whenever events or changes in circumstances indicate that carrying amounts may not be recoverable. In conjunction with the July 1 annual assessment of indefinite-lived intangible assets, Ashland's models did not indicate any impairment. Intangible assets were comprised of the following as of March 31, 2011 and September 30, 2010.

(In millions)	March 31, 2011		
	Gross carrying amount	Accumulated amortization	Net carrying amount
Trademarks and trade names	\$ 353	\$ (29)	\$ 324
Intellectual property	331	(73)	258
Customer relationships	595	(96)	499
Other intangibles	35	(28)	7
Total intangible assets	<u>\$ 1,314</u>	<u>\$ (226)</u>	<u>\$ 1,088</u>

(In millions)	September 30, 2010		
	Gross carrying amount	Accumulated amortization	Net carrying amount
Trademarks and trade names	\$ 353	\$ (27)	\$ 326
Intellectual property	331	(63)	268
Customer relationships	583	(78)	505
Other intangibles	39	(27)	12
Total intangible assets	<u>\$ 1,306</u>	<u>\$ (195)</u>	<u>\$ 1,111</u>

Amortization expense recognized on intangible assets for the six months ended March 31 was \$34 million for both 2011 and 2010 and is primarily included in the selling, general and administrative expense caption of the Statements of Consolidated Income. Estimated amortization expense for future periods is \$68 million in 2011 (includes six months actual and six months estimated), \$67 million in 2012, \$66 million in 2013, \$64 million in 2014 and \$62 million in 2015.

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE J – DEBT

The following table summarizes Ashland's current and long-term debt as of the reported Condensed Consolidated Balance Sheet dates.

	March 31	September 30
(In millions)	2011	2010
Term Loan A, due 2014 (a)	\$ -	\$ 293
6.60% notes, due 2027	12	12
Accounts receivable securitization	-	40
9.125% notes, due 2017	631	630
Medium-term notes, due 2013-2019, interest at a weighted-average rate of 8.4% at March 31, 2011 (7.7% to 9.4%)	21	21
8.80% debentures, due 2012	20	20
6.50% junior subordinated notes, due 2029	127	126
Hercules Tianpu - term notes, due through 2011	7	14
Hercules Nanjing - term notes, due 2013	46	34
Other international loans, interest at a weighted-average rate of 5.7% at March 31, 2011 (1.6% to 11.3%)	41	30
Other	2	4
Total debt	907	1,224
Short-term debt	(42)	(71)
Current portion of long-term debt	(19)	(45)
Long-term debt (less current portion)	<u>\$ 846</u>	<u>\$ 1,108</u>

(a) Senior credit facilities.

The scheduled aggregate maturities of debt by fiscal year are as follows: \$45 million remaining in 2011, \$26 million in 2012, \$40 million in 2013, \$11 million in 2014, \$9 million in 2015 and \$0 million in 2016. Total borrowing capacity remaining under the \$550 million revolving credit facility was \$448 million, representing a reduction of \$102 million for letters of credit outstanding at March 31, 2011.

During the March 2011 quarter, Ashland terminated its accounts receivable securitization facility. In conjunction with the termination, Ashland expensed the remaining debt issuance costs associated with the accounts receivable securitization facility, which were less than \$1 million.

On March 31, 2011, Ashland terminated its Term Loan A facility, paying off the outstanding balance of \$289 million with funds received from the sale of Distribution. As a result of this termination of the Term Loan A facility, Ashland recognized an \$11 million charge for the remaining debt issuance costs related to the loan fees paid to originate the loan.

During the March 2010 quarter, Ashland refinanced its then-existing senior credit facilities. As part of the refinancing activities, Ashland expensed \$62 million of debt issuance costs and incurred an additional \$4 million of prepayment penalties, which are included in the net interest and other financing expense caption in the Statements of Consolidated Income for the three and six months ended March 31, 2010.

Covenant restrictions

The Senior Credit Facilities (revolving credit and repaid Term Loan A facilities), refinanced during the March 2010 quarter, include less restrictive covenants than the previous credit facility and no longer contain covenants associated with minimum consolidated net worth and capital expenditure limits. The covenants contain certain usual and customary representations and warranties, and usual and customary affirmative and negative covenants which include financial covenants, limitations on liens, additional indebtedness, further negative pledges, investments, payment of dividends, mergers, sale of assets and restricted payments, and other customary limitations. As of March 31, 2011, Ashland is in compliance with all debt agreement covenant restrictions.

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE J – DEBT (continued)

The maximum consolidated leverage ratios permitted under the Senior Credit Facilities are as follows: 3.00 from the period March 31, 2011 through September 30, 2011 and 2.75 from March 31, 2012 and each fiscal quarter thereafter. The permitted consolidated fixed charge coverage ratio under the Senior Credit Facility is 1.50 from March 31, 2011 and for each fiscal quarter thereafter.

At March 31, 2011, Ashland's cash exceeded debt outstanding therefore the consolidated leverage ratio was negative when compared to the maximum consolidated leverage ratio permitted under Ashland's Senior Credit Agreement of 3.0. At March 31, 2011, Ashland's calculation of the fixed charge coverage ratio was 6.1 compared to the permitted consolidated ratio of 1.5.

NOTE K – INCOME TAXES

Ashland's effective tax rate is generally subjected to adjustments related to discrete items and changes within foreign effective tax rates resulting from income or loss fluctuations. The overall effective tax benefit rate was 15.7% for the three months ended March 31, 2011 and includes certain discrete items that had a significant impact to the rate, including favorable adjustments for state deferred tax asset valuation allowance releases (net of FIN 48 reserves) of \$45 million and an unfavorable adjustment of \$6 million for additional taxes associated with the expected repatriation of proceeds generated from the sale of Ashland's Distribution business. Ashland determined that there was sufficient evidence to reverse the state tax valuation allowances during the March 2011 quarter based on the cumulative effect of the gain on the sale of Distribution, reduced interest expense and forecasted future operating results.

The overall effective tax rate of 10.2% for the six months ended March 31, 2011 includes certain discrete items such as the current quarter discrete items discussed previously, as well as a \$15 million tax expense from the gain associated with the fair market value of the Castings Solutions contribution and a \$4 million tax benefit associated with research and development tax credits for the 2010 fiscal year.

The overall effective tax expense rate was 75.0% for the three months ended March 31, 2010 and includes certain discrete items that had a significant impact to the rate, including an unfavorable adjustment of \$14 million for a deferred tax accrual for the Patient Protection and Affordable Care Act and a favorable adjustment of \$5 million for the release of valuation allowance reserves related to the sale of auction rate securities. The overall effective tax rate of 36.4% for the six months ended March 31, 2010 also includes a benefit of \$6 million associated with the reversal of certain foreign tax reserves.

Changes in unrecognized tax benefits are summarized as follows for the six months ended March 31, 2011.

(In millions)	
Balance at October 1, 2010	\$ 116
Increases related to positions taken on items from prior years	9
Decreases related to positions taken on items from prior years	(2)
Increases related to positions taken in the current year	13
Lapse of statute of limitations	(7)
Balance at March 31, 2011	<u>\$ 129</u>

It is reasonably possible that the amount of the unrecognized tax benefits may increase or decrease within the next twelve months as the result of settlements from ongoing audits, which may have a material effect on the Condensed Consolidated Financial Statements.

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE L – EMPLOYEE BENEFIT PLANS

For the six months ended March 31, 2011, Ashland contributed \$10 million to the U.S. benefit plans and \$16 million to the non-U.S. benefit plans. Ashland expects to make additional contributions to the U.S. plans of approximately \$5 million and to the non-U.S. plans of \$14 million during the remainder of fiscal year 2011. The following table details the components of pension and other postretirement benefit costs.

(In millions)	Pension benefits		Other postretirement benefits	
	2011	2010	2011	2010
Three months ended March 31				
Service cost	\$ 12	\$ 13	\$ 1	\$ 2
Interest cost	48	50	4	4
Curtailment	-	-	(4)	-
Expected return on plan assets	(56)	(53)	-	-
Amortization of prior service credit	-	-	(1)	(1)
Amortization of net actuarial loss	19	12	-	-
	<u>\$ 23</u>	<u>\$ 22</u>	<u>\$ -</u>	<u>\$ 5</u>
Six months ended March 31				
Service cost	\$ 25	\$ 26	\$ 2	\$ 3
Interest cost	98	101	8	9
Curtailment	-	-	(4)	-
Expected return on plan assets	(113)	(107)	-	-
Amortization of prior service credit	(1)	-	(2)	(2)
Amortization of net actuarial loss	38	25	-	-
	<u>\$ 47</u>	<u>\$ 45</u>	<u>\$ 4</u>	<u>\$ 10</u>

The Distribution divestiture resulted in a curtailment gain of \$4 million, which was recognized as part of the \$231 million gain on the sale of Distribution recorded within the discontinued operations caption of the Consolidated Statements of Income during the March 2011 quarter. As a result of the curtailment, Ashland was required to remeasure its obligations for the pension and other postretirement benefit plans based on updated actuarial assumptions. This remeasurement resulted in a decrease in pension and postretirement expense for the remainder of fiscal 2011 of approximately \$10 million as well as a reduction to the U.S. pension and postretirement liability of approximately \$140 million and \$40 million.

NOTE M – LITIGATION, CLAIMS AND CONTINGENCIES

Asbestos litigation

Ashland and Hercules, a wholly-owned subsidiary of Ashland, have liabilities from claims alleging personal injury caused by exposure to asbestos. To assist in developing and annually updating independent reserve estimates for future asbestos claims and related costs given various assumptions, Ashland retained Hamilton, Rabinovitz & Associates, Inc. (HR&A). The methodology used by HR&A to project future asbestos costs is based largely on recent experience, including claim-filing and settlement rates, disease mix, enacted legislation, open claims, and litigation defense. The claim experience of Ashland and Hercules are separately compared to the results of previously conducted third party epidemiological studies estimating the number of people likely to develop asbestos-related diseases. Those studies were undertaken in connection with national analyses of the population expected to have been exposed to asbestos. Using that information, HR&A estimates a range of the number of future claims that may be filed, as well as the related costs that may be incurred in resolving those claims.

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE M – LITIGATION, CLAIMS AND CONTINGENCIES (continued)

Ashland asbestos-related litigation

The claims alleging personal injury caused by exposure to asbestos asserted against Ashland result primarily from indemnification obligations undertaken in 1990 in connection with the sale of Riley Stoker Corporation, a former subsidiary.

The amount and timing of settlements and number of open claims can fluctuate significantly from period to period. A summary of Ashland asbestos claims activity, excluding those related to Hercules, follows.

(In thousands)	Six months ended		Years ended September 30		
	March 31		2010	2009	2008
	2011	2010	2010	2009	2008
Open claims - beginning of period	83	100	100	115	134
New claims filed	1	1	2	2	4
Claims settled	(1)	(1)	(1)	(1)	(2)
Claims dismissed	(7)	(11)	(18)	(16)	(21)
Open claims - end of period	<u>76</u>	<u>89</u>	<u>83</u>	<u>100</u>	<u>115</u>

A progression of activity in the asbestos reserve is presented in the following table.

(In millions)	Six months ended		Years ended September 30		
	March 31		2010	2009	2008
	2011	2010	2010	2009	2008
Asbestos reserve - beginning of period	\$ 537	\$ 543	\$ 543	\$ 572	\$ 610
Reserve adjustment	-	-	28	5	2
Amounts paid	(20)	(18)	(34)	(34)	(40)
Asbestos reserve - end of period	<u>\$ 517</u>	<u>\$ 525</u>	<u>\$ 537</u>	<u>\$ 543</u>	<u>\$ 572</u>

From the range of estimates, Ashland records the amount it believes to be the best estimate of future payments for litigation defense and claim settlement costs, which generally approximates the mid-point of the estimated range of exposure from model results. Ashland reviews this estimate and related assumptions quarterly and annually updates the results of a non-inflated, non-discounted approximate 50-year model developed with the assistance of HR&A. Total reserves for asbestos claims were \$517 million at March 31, 2011 compared to \$537 million at September 30, 2010.

Excluding the Hercules asbestos claims further described below, Ashland has insurance coverage for most of the litigation defense and claim settlement costs incurred in connection with its asbestos claims, and coverage-in-place agreements exist with the insurance companies that provide most of the coverage currently being accessed. As a result, increases in the asbestos reserve have been largely offset by probable insurance recoveries. The amounts not recoverable generally are due from insurers that are insolvent, rather than as a result of uninsured claims or the exhaustion of Ashland's insurance coverage.

For the Ashland asbestos-related obligations, Ashland has estimated the value of probable insurance recoveries associated with its asbestos reserve based on management's interpretations and estimates surrounding the available or applicable insurance coverage, including an assumption that all solvent insurance carriers remain solvent. Approximately 70% of the estimated receivables from insurance companies are expected to be due from domestic insurers, of which approximately 84% have a credit rating of B+ or higher by A. M. Best, as of March 31, 2011. The remainder of the insurance receivable is due from London insurance companies, which generally have lower credit quality ratings, and from Underwriters at Lloyd's, whose insurance policy obligations have been transferred to a Berkshire Hathaway entity. During the December 2009 quarter, Ashland entered into a new agreement with a

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE M – LITIGATION, CLAIMS AND CONTINGENCIES (continued)

number of London market insurance companies with respect to coverage for asbestos-related insurance claims. As a result, a \$12 million increase to the Ashland asbestos receivable was recorded within the Condensed Consolidated Balance Sheet as of December 31, 2009, which had a \$9 million (after-tax) effect on the Statement of Consolidated Income for the December 2009 quarter within the discontinued operations caption. As a result of this agreement and other revised estimates, Ashland no longer discounts any portion of the asbestos receivable at this time.

At March 31, 2011, Ashland's receivable for recoveries of litigation defense and claim settlement costs from insurers amounted to \$402 million (excluding the Hercules receivable for asbestos claims), of which \$54 million relates to costs previously paid. Receivables from insurers amounted to \$421 million at September 30, 2010. During the June 2010 quarter, the model used for purposes of valuing the asbestos reserve described above, and its impact on valuation of future recoveries from insurers, was updated. This model update, along with likely settlement adjustments, caused an additional \$24 million net increase in the receivable for probable insurance recoveries.

Hercules asbestos-related litigation

Hercules, a wholly-owned subsidiary of Ashland, has liabilities from claims alleging personal injury caused by exposure to asbestos. Such claims typically arise from alleged exposure to asbestos fibers from resin encapsulated pipe and tank products which were sold by one of Hercules' former subsidiaries to a limited industrial market. The amount and timing of settlements and number of open claims can fluctuate significantly from period to period. A summary of Hercules' asbestos claims activity follows.

(In thousands)	Six months ended March 31		Years ended September 30	
	2011	2010	2010	2009 (a)
Open claims - beginning of period	20	21	21	27
New claims filed	2	-	-	1
Claims dismissed/settled	-	(1)	(1)	(7)
Open claims - end of period	<u>22</u>	<u>20</u>	<u>20</u>	<u>21</u>

(a) Beginning of period represents acquisition date of November 13, 2008.

A progression of activity in the asbestos reserve is presented in the following table.

(In millions)	Six months ended March 31		Years ended September 30	
	2011	2010	2010	2009 (a)
Asbestos reserve - beginning of period	\$ 375	\$ 484	\$ 484	\$ 233
Reserve adjustments (b)	-	(35)	(93)	261
Amounts paid	(8)	(4)	(16)	(10)
Asbestos reserve - end of period	<u>\$ 367</u>	<u>\$ 445</u>	<u>\$ 375</u>	<u>\$ 484</u>

(a) Beginning of period represents acquisition date of November 13, 2008.

(b) Includes purchase accounting adjustments recorded during 2010 and 2009 as part of purchase price allocations for the Hercules acquisition.

During the December 2009 quarter, Ashland essentially completed the final valuation assessment of the Hercules asbestos claims liability existing as of the acquisition date and underlying claim files as part of transitioning to a standardized claims management approach. This assessment resulted in a \$35 million and \$22 million reduction to the asbestos liability and receivable, respectively, which was accounted for as an adjustment to Hercules' opening balance sheet since the adjustment related to claims that had been incurred as of the acquisition date. During the most recent annual update of this estimate, completed during the June 2010 quarter, it was determined that the

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE M – LITIGATION, CLAIMS AND CONTINGENCIES (continued)

liability for asbestos claims should be reduced by \$58 million. Based upon review of the assumptions underlying the asbestos valuation model and the most recent claim filing and settlement trend rates for both pre- and post-acquisition periods, Ashland determined that \$14 million of the \$58 million adjustment should be recorded to goodwill, which was partially offset by \$6 million for an increase in probable insurance recoveries, totalling to a net \$8 million adjustment to goodwill. Total reserves for Hercules asbestos claims were \$367 million at March 31, 2011 compared to \$375 million at September 30, 2010.

For the Hercules asbestos-related obligations, Ashland has estimated the value of probable insurance recoveries associated with its asbestos reserve based on management's interpretations and estimates surrounding the available or applicable insurance coverage, including an assumption that all solvent insurance carriers remain solvent. The estimated receivable consists exclusively of domestic insurers, of which approximately 98% have a credit rating of B+ or higher by A.M. Best, as of March 31, 2011.

As of March 31, 2011 and September 30, 2010, the receivables from insurers amounted to \$67 million and \$68 million, respectively. As previously mentioned, during the June 2010 quarter, the model used for purposes of valuing the asbestos reserve and its impact on valuation of future recoveries from insurers was updated. This model update along with likely settlement adjustments caused a \$28 million reduction in the receivable for probable insurance recoveries, \$6 million of which was recorded to goodwill. For the Hercules asbestos-related obligations, certain reimbursements pursuant to coverage-in-place agreements with insurance carriers exist. As a result, increases in the asbestos reserve are partially offset by probable insurance recoveries.

Asbestos litigation cost projection

Projecting future asbestos costs is subject to numerous variables that are extremely difficult to predict. In addition to the significant uncertainties surrounding the number of claims that might be received, other variables include the type and severity of the disease alleged by each claimant, the long latency period associated with asbestos exposure, dismissal rates, costs of medical treatment, the impact of bankruptcies of other companies that are co-defendants in claims, uncertainties surrounding the litigation process from jurisdiction to jurisdiction and from case to case, and the impact of potential changes in legislative or judicial standards. Furthermore, any predictions with respect to these variables are subject to even greater uncertainty as the projection period lengthens. In light of these inherent uncertainties, Ashland believes that the asbestos reserves for Ashland and Hercules represent the best estimate within a range of possible outcomes. As a part of the process to develop these estimates of future asbestos costs, a range of long-term cost models was developed. These models are based on national studies that predict the number of people likely to develop asbestos-related diseases and are heavily influenced by assumptions regarding long-term inflation rates for indemnity payments and legal defense costs, as well as other variables mentioned previously. Ashland has currently estimated in various approximate 50-year models that it is reasonably possible that total future litigation defense and claim settlement costs on an inflated and undiscounted basis could range as high as approximately \$830 million for the Ashland asbestos-related litigation and approximately \$570 million for the Hercules asbestos-related litigation (or approximately \$1.4 billion in the aggregate), depending on the combination of assumptions selected in the various models. If actual experience is worse than projected, relative to the number of claims filed, the severity of alleged disease associated with those claims or costs incurred to resolve those claims, Ashland may need to further increase the estimates of the costs associated with asbestos claims and these increases could potentially be material over time.

Environmental remediation and asset retirement obligations

Ashland and Hercules are subject to various federal, state and local environmental laws and regulations that require environmental assessment or remediation efforts (collectively environmental remediation) at multiple locations. At March 31, 2011, such locations included 88 waste treatment or disposal sites where Ashland and/or Hercules have been identified as a potentially responsible party under Superfund or similar state laws, 151 current and former operating facilities (including certain operating facilities conveyed to Marathon Ashland Petroleum LLC in 2005) and about 1,225 service station properties, of which 114 are being actively remediated.

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE M – LITIGATION, CLAIMS AND CONTINGENCIES (continued)

Ashland's reserves for environmental remediation amounted to \$199 million at March 31, 2011 compared to \$207 million at September 30, 2010, of which \$155 million at March 31, 2011 and \$162 million at September 30, 2010 were classified in other noncurrent liabilities on the Condensed Consolidated Balance Sheets.

The following table provides a reconciliation of the changes in the environmental contingencies and asset retirement obligations during the six months ended March 31, 2011 and 2010.

(In millions)	Six months ended March 31	
	2011	2010
Reserve - beginning of period	\$ 207	\$ 221
Inherited Hercules obligations	-	6
Disbursements, net of cost recoveries	(17)	(18)
Expense and accretion	9	9
Foreign currency translation	-	(1)
Reserve - end of period	<u>\$ 199</u>	<u>\$ 217</u>

The total reserves for environmental remediation reflect Ashland's estimates of the most likely costs that will be incurred over an extended period to remediate identified conditions for which the costs are reasonably estimable, without regard to any third-party recoveries. Engineering studies, probability techniques, historical experience and other factors are used to identify and evaluate remediation alternatives and their related costs in determining the estimated reserves for environmental remediation. Ashland continues to discount certain environmental sites and regularly adjusts its reserves as environmental remediation continues. Ashland has estimated the value of its probable insurance recoveries associated with its environmental reserve based on management's interpretations and estimates surrounding the available or applicable insurance coverage. At March 31, 2011 and September 30, 2010, Ashland's recorded receivable for these probable insurance recoveries was \$29 million and \$30 million, respectively.

Components of environmental remediation expense included within the selling, general and administrative expense caption of the Statements of Consolidated Income are presented in the following table for the three and six months ended March 31, 2011 and 2010.

(In millions)	Three months ended March 31		Six months ended March 31	
	2011	2010	2011	2010
Environmental expense	\$ 4	\$ 5	\$ 7	\$ 7
Accretion	1	1	2	2
Legal expense	1	-	2	1
Total expense	<u>6</u>	<u>6</u>	<u>11</u>	<u>10</u>
Insurance receivable	(1)	(3)	(1)	(4)
Total expense, net of receivable activity	<u>\$ 5</u>	<u>\$ 3</u>	<u>\$ 10</u>	<u>\$ 6</u>

Environmental remediation reserves are subject to numerous inherent uncertainties that affect Ashland's ability to estimate its share of the costs. Such uncertainties involve the nature and extent of contamination at each site, the extent of required cleanup efforts under existing environmental regulations, widely varying costs of alternate cleanup methods, changes in environmental regulations, the potential effect of continuing improvements in remediation technology, and the number and financial strength of other potentially responsible parties at multiparty sites. Although it is not possible to predict with certainty the ultimate costs of environmental remediation, Ashland

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE M – LITIGATION, CLAIMS AND CONTINGENCIES (continued)

currently estimates that the upper end of the reasonably possible range of future costs for identified sites could be as high as approximately \$350 million. No individual remediation location is material, as the largest reserve for any site is less than 10% of the remediation reserve.

Other legal proceedings and claims

Ashland Consumer Markets has established an engine guarantee associated with its Valvoline™ product line. Consumers register their vehicles to qualify for the guarantee. Ashland insures this program with a third party and therefore carries no reserve for this guarantee program.

In addition to the matters described above, there are other various claims, lawsuits and administrative proceedings pending or threatened against Ashland and its current and former subsidiaries. Such actions are with respect to commercial matters, product liability, toxic tort liability, environmental and other matters, which seek remedies or damages, some of which are for substantial amounts. While these actions are being contested, their outcome is not predictable.

NOTE N – EARNINGS PER SHARE

The following is the computation of basic and diluted earnings per share (EPS) from continuing operations. Stock options, SARs and warrants (assumed as part of the Hercules acquisition) available to purchase shares outstanding for each reporting period whose grant price was greater than the average market price of Ashland Common Stock for each applicable period were not included in the computation of income from continuing operations per diluted share because the effect of these instruments would be antidilutive. The total number of these shares outstanding was approximately 1.0 million and 1.5 million as of March 31, 2011 and 2010, respectively.

	Three months ended March 31		Six months ended March 31	
(In millions except per share data)	2011	2010	2011	2010
Numerator				
Numerator for basic and diluted EPS – Income from continuing operations	\$ 96	\$ 6	\$ 158	\$ 70
Denominator				
Denominator for basic EPS – Weighted-average common shares outstanding	79	78	79	77
Share based awards convertible to common shares	1	2	1	2
Denominator for diluted EPS – Adjusted weighted-average shares and assumed conversions	80	80	80	79
EPS from continuing operations				
Basic	\$ 1.22	\$.07	\$ 2.01	\$.90
Diluted	\$ 1.20	\$.07	\$ 1.97	\$.88

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE O – CAPITAL STOCK

In March 2011, the Board of Directors of Ashland approved a \$400 million stock repurchase program. Under the program that began on April 1, 2011, Ashland has been purchasing common shares through a \$200 million 10b5-1 automatic trading plan. The remaining \$200 million is expected to be purchased in discretionary transactions on the open market or privately negotiated transactions in the next one to two years, the exact amount and timing of which will be dependent upon a number of factors including trading price, trading volume and general market conditions. In addition, the Board of Directors also announced during the March 2011 quarter its intention to increase Ashland's quarterly dividend to 17.5 cents per share, commencing with the June 15, 2011 dividend payment.

During the first and second quarters of fiscal 2011, the Board of Directors of Ashland announced and paid a quarterly cash dividend of 15 cents per share to eligible shareholders of record. This amount was double the quarterly cash dividend of 7.5 cents per share paid during the prior year periods.

In November 2009, Ashland made a voluntary pension plan contribution of approximately 3.0 million shares of Ashland Common Stock, valued at \$100 million on the date of transfer.

NOTE P – STOCK INCENTIVE PLANS

Ashland has stock incentive plans under which key employees or directors are granted stock-settled stock appreciation rights (SARs), performance share awards or nonvested stock awards. Each program is typically a long-term incentive plan designed to link employee compensation with increased shareholder value or reward superior performance and encourage continued employment with Ashland. Ashland recognizes compensation expense for the grant date fair value of stock-based awards over the applicable vesting period. Stock-based compensation expense was \$5 million and \$4 million for the three months ended March 31, 2011 and 2010, respectively, and \$9 million and \$7 million for the six months ended March 31, 2011 and 2010, respectively, and is included in the selling, general and administrative expense caption of the Statements of Consolidated Income.

SARs

SARs are granted to employees or directors at a price equal to the fair market value of the stock on the date of grant and typically become exercisable over periods of one to three years. Unexercised SARs lapse essentially ten years after the date of grant. SARs granted for the six months ended March 31, 2011 and 2010 were 0.6 million. As of March 31, 2011, there was \$15 million of total unrecognized compensation costs related to SARs. That cost is expected to be recognized over a weighted-average period of 2.3 years. Ashland estimates the fair value of SARs granted using the Black-Scholes option-pricing model. This model requires several assumptions, which Ashland has developed and updates based on historical trends and current market observations. The accuracy of these assumptions is critical to the estimate of fair value for these equity instruments.

Nonvested stock awards

Nonvested stock awards are granted to employees or directors at a price equal to the fair market value of the stock on the date of grant and are forfeitable until vesting requirements are met, which is generally over a one-to-five-year period. However, such shares are subject to forfeiture upon termination of service before the vesting period ends. Nonvested stock awards entitle employees or directors to vote the shares and to receive any dividends (or dividend equivalents) upon grant. Nonvested stock awards granted for the six months ended March 31, 2011 and 2010 were 12,100 and 148,950 shares, respectively. As of March 31, 2011, there was \$5 million of total unrecognized compensation costs related to nonvested stock awards. That cost is expected to be recognized over a weighted-average period of 2.0 years.

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE P – STOCK INCENTIVE PLANS (continued)**Performance shares**

Performance share/unit awards are granted to certain key employees and are tied to Ashland's overall financial performance relative to the financial performance of a selected industry peer group. Ashland believes that the focus on relative performance encourages management to make decisions that create shareholder value. Awards are granted annually, with each award covering a three-year performance cycle. Historically, each performance share/unit is convertible to one share of Ashland Common Stock or cash. As a result, these plans are recorded as a liability in the Condensed Consolidated Balance Sheets within the other noncurrent liabilities caption. Performance measures used to determine the actual number of performance shares issuable upon vesting include an equal weighting of Ashland's total shareholder return (TSR) performance and Ashland's return on investment (ROI) performance as compared to the performance peer group over the three-year performance cycle. TSR relative to peers is considered a market condition while ROI is considered a performance condition under applicable U.S. GAAP. Nonvested performance shares/units do not entitle employees to vote the shares or to receive any dividends thereon. Performance shares/units granted for the six months ended March 31, 2011 and 2010 were 0.2 million. As of March 31, 2011, there was \$10 million of total unrecognized compensation costs related to performance shares/units. That cost is expected to be recognized over a weighted-average period of 2.2 years.

NOTE Q – SEGMENT INFORMATION

Ashland has recently been comprised of five reporting segments. Following the sale of Distribution, Ashland's businesses are now managed along four industry segments: Functional Ingredients, Water Technologies, Performance Materials and Consumer Markets.

Functional Ingredients is one of the world's largest producers of cellulose ethers. It provides specialty additives and functional ingredients that primarily manage the physical properties of water-based systems. Many of its products are derived from renewable and natural raw materials and perform in a wide variety of applications.

Water Technologies is a leading global producer of papermaking chemicals and a leading specialty chemicals supplier to the pulp, paper, commercial and institutional, food and beverage, chemical, mining and municipal markets. Its process, utility and functional chemistries are used to improve operational efficiencies, enhance product quality, protect plant assets, and ensure environmental compliance.

Performance Materials is a global leader in unsaturated polyester resins and vinyl ester resins. In addition, it provides customers with leading technologies in gelcoats, pressure-sensitive and structural adhesives, and, through our ASK joint venture, metal casting consumables and design services. As previously discussed in Note D, on November 30, 2010 Ashland completed the transaction to expand the global joint venture with Süd-Chemie, serving the foundry chemical sector. As part of the transaction, Ashland transferred its existing Castings Solutions business to the expanded joint venture. Effective December 1, 2010, Ashland's share of the joint venture's results of operations are recorded as equity income in the Statements of Consolidated Income. As a result, future reported results for Performance Materials will no longer include the sales, cost of sales or selling, general and administrative costs related to this business. Ashland will include the financial effects of the joint venture within Performance Materials' equity and other income caption of the Statements of Consolidated Income.

Consumer Markets, which includes the ValvolineTM family of products and services, is a leading innovator, marketer and supplier of high-performing automotive lubricants, chemicals and appearance products. ValvolineTM, the world's first lubricating oil, is the number three passenger car motor oil brand, and Valvoline Instant Oil ChangeTM is the number two quick-lube franchise in the United States.

The following table presents for each segment the net sales and operating income for the three and six months ended March 31, 2011 and 2010. Results of Ashland's reportable segments are presented based on its management structure and internal accounting practices. The structure and practices are specific to Ashland; therefore, the

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE Q – SEGMENT INFORMATION (continued)

financial results of Ashland's business segments are not necessarily comparable with similar information for other comparable companies. Ashland occasionally modifies its expense allocation methodologies to the reportable segments as internal accounting practices are improved, more refined information becomes available and businesses change. Revisions to Ashland's methodologies that are deemed insignificant are applied on a prospective basis, while significant changes are applied on a retroactive basis. The unallocated and other caption includes certain specific company-wide restructuring activities that were significant, such as the restructuring plan related to the Hercules acquisition described in Note C, and other costs or adjustments that relate to former businesses that Ashland no longer operates, including the Distribution business.

	Three months ended March 31		Six months ended March 31	
(In millions - unaudited)	2011	2010	2011	2010
SALES				
Functional Ingredients	\$ 270	\$ 240	\$ 486	\$ 450
Water Technologies	471	449	921	892
Performance Materials (a)	325	304	650	576
Consumer Markets	491	430	932	830
	<u>\$ 1,557</u>	<u>\$ 1,423</u>	<u>\$ 2,989</u>	<u>\$ 2,748</u>
OPERATING INCOME (LOSS)				
Functional Ingredients	\$ 41	\$ 34	\$ 59	\$ 61
Water Technologies	27	31	50	70
Performance Materials	3	6	9	14
Consumer Markets	62	69	127	136
Unallocated and other	(11)	(8)	(24)	(22)
	<u>\$ 122</u>	<u>\$ 132</u>	<u>\$ 221</u>	<u>\$ 259</u>

(a) The six months ended March 31, 2011 include only two months of sales related to the Castings Solutions business, as Ashland contributed this business to its new global joint venture with Süd-Chemie on November 30, 2010.

FORWARD-LOOKING STATEMENTS

This Form 10-Q contains forward-looking statements including, without limitation, statements made under the caption “Management’s Discussion and Analysis of Financial Condition and Results of Operations” (MD&A), within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. In addition, Ashland may from time to time make forward-looking statements in its other filings with the Securities and Exchange Commission (SEC), news releases and other written and oral communications. These forward-looking statements are based on Ashland’s expectations and assumptions, as of the date such statements are made, regarding Ashland’s future operating performance and financial condition, the economy and other future events or circumstances. Ashland’s expectations and assumptions include, without limitation, those mentioned within the MD&A, internal forecasts and analyses of current and future market conditions and trends, management plans and strategies, operating efficiencies and economic conditions (such as prices, supply and demand, cost of raw materials, and the ability to recover raw material cost increases through price increases), weather, and legal proceedings and claims (including environmental and asbestos matters). Various risks and uncertainties may cause actual results to differ materially from those stated, projected or implied by any forward-looking statements, including, without limitation, risks and uncertainties affecting Ashland that are described in its most recent Form 10-K (including Item 1A Risk Factors) and Form 10-Q filed with the SEC, which are available on Ashland’s website at <http://investor.ashland.com> or on the SEC’s website at www.sec.gov. Ashland believes its expectations and assumptions are reasonable, but there can be no assurance that the expectations reflected herein will be achieved. Ashland undertakes no obligation to subsequently update any forward-looking statements made in this Form 10-Q or otherwise except as required by securities or other applicable law.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES MANAGEMENT'S DISCUSSION AND ANALYSIS

The following discussion should be read in conjunction with the Condensed Consolidated Financial Statements and the accompanying Notes to Condensed Consolidated Financial Statements herein.

BUSINESS OVERVIEW

Ashland profile

Ashland is a global specialty chemicals company with approximately 12,500 employees worldwide in more than 100 countries. Ashland provides specialty chemicals, technologies and insights to create new and improved products. Ashland's chemistry is used in a variety of industries that include automotive, food and beverages, personal care products, pharmaceuticals, paper and tissue to durable goods and infrastructure, including building and construction, energy and water treatment.

Ashland's sales generated outside of North America were 45% for the six months ended March 31, 2011 and 2010, respectively. Sales by region expressed as a percentage of total consolidated sales for the three and six months ended March 31 were as follows:

	Three months ended March 31		Six months ended March 31	
Sales by Geography	2011	2010	2011	2010
North America	56%	56%	55%	55%
Europe	26%	26%	25%	26%
Asia Pacific	12%	12%	13%	13%
Latin America & other	6%	6%	7%	6%
	<u>100%</u>	<u>100%</u>	<u>100%</u>	<u>100%</u>

Business segments

Ashland's reporting structure is composed of four reporting segments: Ashland Aqualon Functional Ingredients (Functional Ingredients), Ashland Hercules Water Technologies (Water Technologies), Ashland Performance Materials (Performance Materials) and Ashland Consumer Markets (Consumer Markets).

The contribution to sales by each of the four business segments expressed as a percentage of total consolidated sales was as follows:

	Three months ended March 31		Six months ended March 31	
Sales by Business Segment	2011	2010	2011	2010
Functional Ingredients	17%	17%	16%	16%
Water Technologies	30%	32%	31%	33%
Performance Materials	21%	21%	22%	21%
Consumer Markets	32%	30%	31%	30%
	<u>100%</u>	<u>100%</u>	<u>100%</u>	<u>100%</u>

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS

KEY DEVELOPMENTS

During fiscal 2011 and other previous periods, the following operational decisions and economic developments had an impact on Ashland's current and future cash flows, results of operations and financial position.

Economic environment

Ashland has experienced demand increases within each operating segment; however, its current financial performance has been adversely impacted by escalating raw material costs. Ashland continues to emphasize efficient pricing procedures to offset these increased costs, while internally assessing operations for cost reduction opportunities, including stranded costs from the sale of the Distribution business and the contribution of the Castings Solutions business to the expanded global joint venture with Süd-Chemie.

Divestitures/Acquisitions

Distribution divestiture

On March 31, 2011, Ashland completed a sale to Nexeo Solutions, LLC (formerly known as TPG Accolade, LLC (Nexeo)) of substantially all of the assets and certain liabilities of its global distribution business conducted by the Ashland Distribution (Distribution) segment. The transaction is an asset sale with the total cash proceeds received by Ashland of \$979 million, before transaction fees and taxes, which includes \$49 million in estimated working capital adjustments. Final settlements related to post-closing working capital adjustments and certain other adjustments, as specified in the definitive agreement, are expected to occur in upcoming periods. Ashland recognized an after-tax gain of \$231 million. The tax effects on the gain were partially offset by a \$68 million release of tax valuation allowances on a capital loss carry-forward generated from the December 2008 divestiture of Ashland's interest in FiberVisions Holdings LLC. The gain was included within the discontinued operations caption in the Statement of Consolidated Income for the three months and six months ended March 31, 2011. Ashland Distribution recorded sales of \$3,419 million during the most recently completed fiscal year ended September 30, 2010 and employed approximately 2,000 employees across North America and Europe.

Because this transaction signifies Ashland's exit from the distribution business, the results of operations and cash flows of Distribution have been classified as discontinued operations for all periods presented. Certain indirect corporate costs included within selling, general and administrative expense that were previously allocated to the Distribution reporting segment that do not qualify for discontinued operations accounting classification are now reported as costs within the Unallocated and other section of continuing operations, and equaled \$8 million and \$6 million for the three months ended March 31, 2011 and 2010, respectively, and \$15 million for both the six months ended March 31, 2011 and 2010, respectively. Ashland is currently analyzing and developing plans to reduce these stranded costs.

Ashland will retain and has agreed to indemnify Nexeo for certain liabilities of the Distribution business arising prior to the closing of the sale. This includes pension and other postretirement benefits, as well as certain other liabilities, including certain litigation and environmental liabilities relating to the pre-closing period, as described in the definitive agreement. Costs directly related to these expenses have been included within the discontinued operations caption for the three and six months ended March 31, 2011 and 2010. In accordance with U.S. GAAP, the ongoing effects of the pension and postretirement plans for Distribution employees will be reported within the Unallocated and other section of continuing operations subsequent to March 31, 2011.

As part of this sale, Ashland expects to receive transition service fees for ongoing administrative and other services to be provided to Nexeo in upcoming periods. While the transition service agreements are expected to vary in duration depending upon the type of service provided, Ashland expects to reduce costs as the transition services are completed. See Note E – Discontinued Operations for further information on the results of operations of Distribution for all periods presented.

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS

Süd-Chemie joint venture agreement

In July 2010, Ashland and Süd-Chemie AG (Süd-Chemie) signed an agreement for the formation of an expanded global joint venture serving the foundry chemical sector. The transaction closed on November 30, 2010 and combined three businesses: (i) Ashland's Castings Solutions business group, (ii) Süd-Chemie's Foundry-Products and Specialty Resins business unit, and (iii) Ashland-Südchemie-Kernfest GmbH (ASK), the existing fifty-percent owned European-based joint venture between Ashland and Süd-Chemie, for which Ashland historically only recognized equity income of the joint venture within its consolidated results. Ashland's Castings Solutions and ASK businesses recorded sales of \$279 million and \$145 million, respectively, during each businesses' most recently completed fiscal year. The Foundry-Products and Specialty Resins business unit of Süd-Chemie contributed to the joint venture generated sales of approximately \$146 million for its most recently completed fiscal year.

During the fifth year of the joint venture's operations, Ashland will have the option to sell its shares in the expanded global joint venture to Süd-Chemie under mutually agreed terms. If Ashland does not execute this option by the end of the sixth year of the joint venture's operations, Süd-Chemie will have the option to acquire Ashland's shares under mutually agreed terms. Under both options, if mutually agreed terms cannot be reached, then the fair market value of the shares will be determined through an appraisal process set forth in the agreement.

Upon closing of the transaction, the joint venture distributed a \$21 million net payment to Ashland in accordance with the agreement. During the March 2011 quarter, Ashland received an additional \$8 million net cash payment from the joint venture, resulting from post-closing activities and measurements set forth in the agreement. Ashland anticipates receiving an additional cash payment from the joint venture of approximately \$20 million during the June 2011 quarter, resulting from the finalization of the remaining post-closing activities and measurements.

Ashland's equity interest in the expanded joint venture qualifies for equity method accounting treatment under U.S. GAAP. As a result, beginning on December 1, 2010, the reported results of the Castings Solutions business will no longer include the sales, cost of sales or selling, general and administrative expense related to this business; however, Ashland will include the financial effects of the joint venture within Performance Materials' equity and other income caption of the Statements of Consolidated Income. In addition, the expanded joint venture has left certain stranded costs that Ashland is currently analyzing and developing plans to reduce.

Ara Quimica acquisition

In April 2010, Ashland acquired the remaining 50% interest in Ara Quimica S.A. (Ara Quimica), a leading producer of custom unsaturated polyester resin formulations for the composites industry in South America, for \$28 million. Prior to the acquisition, Ashland owned a 50% interest in Ara Quimica, which it recorded as an equity method investment within the Performance Materials reporting segment. Ara Quimica recorded sales of approximately \$56 million from its most recent fiscal year ended September 30, 2010. As a result of this transaction, Ashland recorded \$19 million of current assets and \$61 million of long-term assets, which included \$55 million of goodwill and intangible assets. In addition, Ashland recorded \$18 million of current liabilities and \$6 million of noncurrent liabilities.

Pinova divestiture

In January 2010, Ashland sold its refined wood rosin and natural wood terpenes business, formerly known as Pinova, a business unit of Functional Ingredients, to TorQuest Partners in a transaction valued at approximately \$75 million before tax, which was comprised of \$60 million in cash and a \$15 million five-year promissory note from TorQuest Partners. The Pinova business, with annual sales of approximately \$85 million per year, had approximately 200 employees along with an associated manufacturing facility located in Brunswick, Georgia. As part of this transaction, TorQuest Partners has agreed to continue to manufacture certain products on behalf of Ashland.

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS

Hercules acquisition

On November 13, 2008, Ashland completed its acquisition of Hercules Incorporated (Hercules). The total merger consideration for outstanding Hercules Common Stock was \$2,594 million, including \$2,096 million in cash, \$450 million in Ashland Common Stock with the remaining value of the transaction related to cash consideration and value for restricted stock units, stock options and transaction costs. In addition, Ashland inherited \$798 million in debt as a part of the transaction. The acquired businesses of Hercules now comprise the Functional Ingredients reporting segment, as well as a significant portion of the Water Technologies reporting segment. The total debt borrowed upon the closing of the merger was approximately \$2,300 million with the remaining cash consideration for the transaction paid from Ashland's existing cash at the date of the transaction.

Functional Ingredients HEC manufacturing facility

In November 2010, Functional Ingredients' new Natrosol™ hydroxyethylcellulose (HEC) production facility in Nanjing, China became operational. At \$90 million of cost, the new facility represents Ashland's largest single investment in China and the Asia Pacific region. This manufacturing facility is expected to increase Functional Ingredients' HEC production capacity by 10,000 metric tons per year and have expanded capabilities to produce up to 20,000 metric tons per year. During the March 2011 quarter the facility was already producing at approximately 75% of its initial metric ton capacity. Ashland is expecting the facility to increase its production throughout the remainder of fiscal 2011 and is currently finalizing plans on the next phase of HEC expansion within this facility.

Stock repurchase and annual dividend increase

In March 2011, the Board of Directors of Ashland approved a \$400 million stock repurchase program. Under the program that began on April 1, 2011, Ashland has been purchasing common shares through a \$200 million 10b5-1 automatic trading plan. The remaining \$200 million is expected to be purchased in discretionary transactions on the open market or privately negotiated transactions in the next one to two years, the exact amount and timing of which will be dependent upon a number of factors including trading price, trading volume and general market conditions. In addition, the Board of Directors also announced during the March 2011 quarter its intention to increase Ashland's quarterly dividend to 17.5 cents per share, commencing with the June 15, 2011 dividend payment.

Liquidity and corporate credit ratings

On March 31, 2011 Ashland used a portion of the Distribution sale proceeds to repay the full amount of the Term Loan A balance of \$289 million, bringing total debt outstanding as of March 31, 2011 to \$907 million. Additionally, in March 2011, Ashland terminated the accounts receivable securitization that provided available funding from qualifying receivables of up to \$350 million.

Ashland's available liquidity position, which includes cash and the revolving credit facility, was \$1,577 million at March 31, 2011 as compared to \$1,155 million at September 30, 2010. In addition to increases in liquidity from cash flows generated from operations, Ashland will have received additional net cash proceeds of approximately \$875 million, after fees and expected taxes are paid, from the sale of Distribution, positioning the company for future strategic investment opportunities.

Ashland's corporate credit ratings have remained unchanged since its Form 10-K filing in late November, which were BB+ and Ba1 from Standard & Poor's and Moody's Investor Services, respectively, with an outlook of positive from both. Ashland's ability to access capital markets to provide liquidity has also remained stable. However, the increased liquidity from the Distribution sale, along with improvements in the credit markets and Ashland's financial performance, should continue to allow Ashland to borrow on more favorable terms in the future, including less restrictive covenants and lower interest rates.

ASHLAND INC. AND CONSOLIDATED SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS

RESULTS OF OPERATIONS – CONSOLIDATED REVIEW

Use of non-GAAP measures

Based on clarification and interpretive guidance from the Securities and Exchange Commission regarding the use of non-GAAP measures, Ashland has included within this document certain non-GAAP measures which include EBITDA (operating income plus depreciation and amortization), adjusted EBITDA (EBITDA adjusted for key items, which may include pro forma effects for significant acquisitions or divestitures, as applicable), adjusted EBITDA margin (adjusted EBITDA divided by sales, which can include pro forma adjustments) and free cash flow (cash flows by operating activities from continuing operations minus cash dividends paid and additions to property, plant and equipment). Such measurements are not prepared in accordance with U.S. GAAP and should not be construed as an alternative to reported results determined in accordance with U.S. GAAP. Management believes the use of such non-GAAP measures on a consolidated and business segment basis assists investors in understanding the ongoing operating performance by presenting the financial results between periods on a more comparable basis. In addition, certain financial covenants related to Ashland's Senior Credit Agreement are based on similar non-GAAP measures. The non-GAAP information provided is unique to Ashland and may not be consistent with the methodologies used by other companies.

Consolidated review

Net income

Current Quarter – Ashland's net income amounted to \$353 million and \$22 million for the three months ended March 31, 2011 and 2010, respectively, or \$4.39 and \$.27 diluted earnings per share. Ashland's net income is primarily affected by results within operating income, net interest and other financing expense, income taxes, discontinued operations and other significant events or transactions that are unusual or nonrecurring. Income from continuing operations, which excludes results from discontinued operations, amounted to \$96 million and \$6 million for the three months ended March 31, 2011 and 2010, respectively, or \$1.20 and \$.07 per diluted earnings per share.

Operating income was \$122 million and \$132 million for the three months ended March 31, 2011 and 2010, respectively. See the "*Operating income*" discussion for a complete analysis of these results.

Ashland incurred pretax net interest and other financing expense of \$39 million and \$103 million for the three months ended March 31, 2011 and 2010, respectively. The decrease in interest expense during 2011 compared to 2010 was primarily attributable to a \$66 million accelerated amortization charge for deferred debt issuance costs and prepayment penalties associated with the senior credit facility refinancing during the March 2010 quarter. The March 2011 quarter included a \$12 million accelerated amortization charge for the early repayment of Ashland's \$289 million Term Loan A balance and termination of the accounts receivable securitization facility.

During the three months ended March 31, 2010 a \$5 million loss was recorded within this caption reflecting adjustments to Ashland's recorded receivable associated with the 2005 transfer of Ashland's 38% interest in Marathon Ashland Petroleum LLC (MAP).

The effective income tax benefit rate of 15.7% and expense rate of 75.0% for the three months ended March 31, 2011 and 2010, respectively, were both affected by discrete items discussed in further detail within the income tax expense caption discussion of the comparative Statement of Consolidated Income analysis.

Discontinued operations, which are reported net of taxes, resulted in \$257 million and \$16 million of income for the three months ended March 31, 2011 and 2010, respectively. Each period includes the direct operating results of operations for Distribution. In addition, the three months ended March 31, 2011 includes an after-tax gain of \$231 million attributable to the March 31, 2011 sale of Distribution.

Year-to-Date – Ashland's net income amounted to \$440 million and \$108 million for the six months ended March 31, 2011 and 2010, respectively, or \$5.47 and \$1.37 diluted earnings per share. Ashland's net income is primarily

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affected by results within operating income, net interest and other financing expense, income taxes, discontinued operations and other significant events or transactions that are unusual or nonrecurring. Income from continuing operations, which excludes results from discontinued operations, amounted to \$158 million and \$70 million for the six months ended March 31, 2011 and 2010, respectively, or \$1.97 and \$.88 per diluted earnings per share.

Operating income was \$221 million and \$259 million for the six months ended March 31, 2011 and 2010, respectively. See the “*Operating income*” discussion for a complete analysis of these results.

Ashland incurred pretax net interest and other financing expense of \$66 million and \$145 million for the six months ended March 31, 2011 and 2010, respectively. The decrease in interest expense during 2011 compared to 2010 was primarily attributable to a \$66 million accelerated amortization charge for deferred debt issuance costs and prepayment penalties associated with the senior credit facility refinancing during the March 2010 period. The March 2011 period included a \$12 million accelerated amortization charge for the early repayment of Ashland's \$289 million Term Loan A balance and termination of the accounts receivable securitization facility in March 2011.

During the six months ended March 31, 2011 Ashland reported a nonrecurring gain (loss) from the fair market value of the Castings Solutions net assets contributed to the expanded global joint venture with Süd-Chemie exceeding the recorded amounts. This remeasurement resulted in a pretax gain of \$23 million that was recorded below operating income on the Statement of Consolidated Income in the net gain (loss) on acquisitions and divestitures caption. During the six months ended March 31, 2010 a \$5 million loss was recorded within this caption reflecting adjustments to Ashland's recorded receivable associated with MAP.

The effective income tax rates of 10.2% and 36.4% for the six months ended March 31, 2011 and 2010, respectively, were both affected by discrete items discussed in further detail within the income tax expense caption discussion of the comparative Statement of Consolidated Income analysis.

Discontinued operations, which are reported net of taxes, resulted in \$282 million and \$38 million of income for the six months ended March 31, 2011 and 2010, respectively. Each period includes the direct operating results of operations for Distribution. In addition, the six months ended March 31, 2011 includes an after-tax gain of \$231 million attributable to the March 31, 2011 sale of Distribution.

Operating income

Current Quarter – Operating income amounted to \$122 million and \$132 million for the three months ended March 31, 2011 and 2010, respectively. The current period included a \$6 million accelerated depreciation charge for plant closure costs associated with capacity reductions in the composites line of business within Performance Materials. Excluding this item, operating income declined slightly in 2011 due to increases in raw material costs that more than offset price increases and resulted in gross profit margin decline in all business segments.

Operating income for the three months ended March 31, 2011 and 2010 included depreciation and amortization of \$70 million (including accelerated depreciation of \$6 million) and \$67 million, respectively. EBITDA totaled \$192 million and \$199 million for the current quarter and prior year quarter, respectively. There were no unusual or key items that altered comparability for EBITDA during the current quarter and prior year quarter. Adjusted EBITDA decreased \$7 million, from \$199 million in the March 2010 quarter to \$192 million in the March 2011 quarter. Adjusted EBITDA margin decreased 1.7 percentage points in the March 2011 quarter to 12.3% from 14.0% in the March 2010 quarter. A reconciliation of EBITDA and Adjusted EBITDA results for the current and prior quarter were as follows.

(In millions)	Three months ended March 31	
	2011	2010
Operating income	\$ 122	\$ 132
Depreciation and amortization	70	67
Adjusted EBITDA	<u>\$ 192</u>	<u>\$ 199</u>

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Year-to-Date – Operating income amounted to \$221 million and \$259 million for the six months ended March 31, 2011 and 2010, respectively. The current period included a \$13 million accelerated depreciation charge for plant closure costs associated with capacity reductions in the composites line of business within Performance Materials and a \$3 million charge for transaction and start-up costs associated with the expanded global joint venture with Süd-Chemie. Excluding these items, operating income declined in 2011, primarily as a result of gross profit margin decline in all business segments, which generally resulted from increases in raw material costs that more than offset sale increases.

Operating income for the six months ended March 31, 2011 and 2010 included depreciation and amortization of \$143 million (including accelerated depreciation of \$13 million) and \$141 million, respectively. EBITDA totaled \$364 million and \$400 million for 2011 and 2010, respectively. Adjusted EBITDA decreased \$33 million, from \$400 million in 2010 to \$367 million in 2011. Adjusted EBITDA margin decreased 2.3 percentage points in 2011 to 12.3% from 14.6% in 2010. A reconciliation of EBITDA and Adjusted EBITDA results for the current and prior period were as follows.

(In millions)	Six months ended March 31	
	2011	2010
Operating income	\$ 221	\$ 259
Depreciation and amortization	143	141
EBITDA	364	400
Castings Solutions transaction and start-up costs	3	-
Adjusted EBITDA	<u>\$ 367</u>	<u>\$ 400</u>

Statement of consolidated income – caption review

A comparative analysis of the Statement of Consolidated Income by caption is provided as follows for the three and six months ended March 31, 2011 and 2010.

(In millions)	Three months			Six months		
	2011	2010	Change	2011	2010	Change
Sales	\$ 1,557	\$ 1,423	\$ 134	\$ 2,989	\$ 2,748	\$ 241

Current Quarter – Sales for the three months ended March 31, 2011 increased \$134 million, or 9%, compared to the March 2010 quarter primarily as a result of increases in pricing, implemented to recover the effects of increases in raw material costs, and volume increases, which increased sales \$104 million and \$58 million, respectively, or 11%, in total. Favorable currency exchange rates and product mix increased sales \$8 million each, respectively, or 1%, in total. In addition, the net acquisitions and divestitures, attributable to the January 2010 divestiture of Pinova, April 2010 purchase of Ara Quimica and the November 2010 contribution of the Castings Solutions business to the expanded global joint venture with Süd-Chemie, decreased sales by \$44 million, or 3%.

Year-to-Date – Sales for the current period increased \$241 million, or 9%, compared to the prior period primarily as a result of increases in pricing, implemented to recover the effects of increases in raw material costs, and volume increases, which increased sales \$184 million and \$130 million, respectively, or 11%, in total. Unfavorable currency exchange rates decreased sales \$10 million. In addition, the net acquisitions and divestitures, attributable to the divestiture of Pinova, purchase of Ara Quimica and contribution of the Castings Solutions business, decreased sales by \$63 million, or 2%.

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(In millions)	Three months			Six months		
	2011	2010	Change	2011	2010	Change
Cost of sales	\$ 1,135	\$ 992	\$ 143	\$ 2,174	\$ 1,899	\$ 275
Gross profit as a percent of sales	27.1%	30.3%		27.3%	30.9%	

Current Quarter – Cost of sales for the March 2011 quarter increased \$143 million, or 14%, compared to the March 2010 quarter primarily due to escalating raw material costs, increasing cost of sales \$130 million, or 13%. Increased volume contributed an additional \$27 million, or 3%, to cost of sales. Change in product mix and currency exchange increased cost of sales by \$11 million and \$6 million, respectively, or 1%, in total, while the net acquisitions and divestitures impact of Pinova, Ara Quimica and Castings Solutions represented a net decline of \$31 million, or 3%.

Year-to-Date – Cost of sales for the current period increased \$275 million, or 14%, compared to the prior period primarily due to escalating raw material costs, increasing cost of sales \$258 million, or 13%. Increased volume contributed an additional \$60 million, or 3%, to cost of sales. Currency exchange, due to the strengthening of the U.S. dollar as compared to 2010, decreased cost of sales by \$9 million, while the net acquisitions and divestitures impact of Pinova, Ara Quimica and Castings Solutions represented an additional net decline of \$42 million, or 2%. Change in product mix increased cost of sales by \$8 million.

(In millions)	Three months			Six months		
	2011	2010	Change	2011	2010	Change
Selling, general and administrative expense	\$ 292	\$ 293	\$ (1)	\$ 577	\$ 577	\$ -
As a percent of sales	18.8%	20.6%		19.3%	21.0%	

Current Quarter – Selling, general and administrative expenses for the March 2011 quarter remained essentially flat compared to 2010, however, expenses as a percent of sales decreased 1.8 percentage points, as Ashland was able to leverage 9% sales growth through strict cost management efforts. The currency exchange impact on selling, general and administrative expense resulted in a \$1 million increase during the current quarter as compared to the prior year quarter.

Year-to-Date – Selling, general and administrative expenses for the current period remained flat compared to the prior period, however, expenses as a percent of sales decreased 1.7 percentage points, as Ashland was able to leverage 9% sales growth through strict cost management efforts. The currency exchange impact on selling, general and administrative expense resulted in a \$2 million decrease during the 2011 period as compared to the 2010 period.

(In millions)	Three months			Six months		
	2011	2010	Change	2011	2010	Change
Research and development expense	\$ 22	\$ 20	\$ 2	\$ 43	\$ 40	\$ 3

Current Quarter and Year-to-Date – Research and development expenses during 2011 remained virtually unchanged as compared to 2010. Increases in both periods primarily relate to increased salaries and benefits.

(In millions)	Three months			Six months		
	2011	2010	Change	2011	2010	Change
Equity and other income						
Equity income	\$ 4	\$ 6	\$ (2)	\$ 7	\$ 12	\$ (5)
Other income	10	8	2	19	15	4
	<u>\$ 14</u>	<u>\$ 14</u>	<u>\$ -</u>	<u>\$ 26</u>	<u>\$ 27</u>	<u>\$ (1)</u>

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Current Quarter and Year-to-Date – Total equity and other income remained virtually flat during both the current quarter and year-to-date period compared to the same periods in the prior year. The decrease in equity income for the three and six month periods in fiscal 2011 primarily related to decreased equity income from the Performance Materials business segment. This decrease was the result of the Ara Quimica joint venture purchase in April 2010 and decreased operational results for the new global joint venture with Süd-Chemie, which include certain start-up costs associated with the joint venture. See Note D of Notes to Condensed Consolidated Financial Statements for additional information on this expanded global joint venture. The increase in other income was attributable to increases associated with Water Technologies and the unallocated and other business segments.

(In millions)	Three months			Six months		
	2011	2010	Change	2011	2010	Change
Net interest and other financing expense						
Interest expense	\$ (40)	\$ (100)	\$ 60	\$ (69)	\$ (142)	\$ 73
Interest income	3	3	-	6	5	1
Other financing costs	(2)	(6)	4	(3)	(8)	5
	<u>\$ (39)</u>	<u>\$ (103)</u>	<u>\$ 64</u>	<u>\$ (66)</u>	<u>\$ (145)</u>	<u>\$ 79</u>

Current Quarter – The decrease in interest expense and other financing costs of \$64 million in the current quarter compared to the prior year quarter was primarily attributable to a \$66 million accelerated amortization charge for deferred debt issuance costs and prepayment penalties associated with the senior credit facility refinancing during the March 2010 period. The March 2011 period included a \$12 million accelerated amortization charge for the early repayment of Ashland's \$289 million Term Loan A balance and termination of the accounts receivable securitization facility in March 2011. The remaining decrease is a result of the significant decline in debt outstanding compared to the prior year quarter and a 115 basis point reduction in the weighted-average interest rate for debt outstanding.

Year-to-Date – The decrease in interest expense and other financing costs of \$78 million in 2011 compared to 2010 was primarily attributable to a \$66 million accelerated amortization charge for deferred debt issuance costs and prepayment penalties associated with the senior credit facility refinancing during the March 2010 period. The March 2011 period included a \$12 million accelerated amortization charge for the early repayment of Ashland's \$289 million Term Loan A balance and termination of the accounts receivable securitization facility in March 2011. The remaining decrease is a result of the significant decline in debt outstanding compared to the prior year quarter and an 82 basis point reduction in the weighted-average interest rate for debt outstanding.

(In millions)	Three months			Six months		
	2011	2010	Change	2011	2010	Change
Net gain (loss) on acquisitions and divestitures	\$ -	\$ (5)	\$ 5	\$ 21	\$ (5)	\$ 26

Current Quarter – The current quarter includes a \$6 million gain associated with Ashland's sale of its 50% joint venture interest in Exaloid Süd-Chemie S.L., a \$5 million gain related to the delayed closing in China from the contributed assets to the expanded global ASK joint venture with Sud-Chemie, an \$8 million loss associated with the sale of its pentaerythritol business, and a \$3 million charge associated with the sale of Pnova for contingent environmental indemnifications. The prior year quarter includes a \$5 million decrease in the recorded receivable from the Marathon Ashland Petroleum joint venture and two other small businesses to Marathon Oil Corporation (Marathon) (MAP Transaction) for the estimated present value of future tax deductions related primarily to the Patient Protection and Affordable Care Act which contained a provision that changed the tax treatment of future tax deductions related to this transaction.

Year-to-Date – Net gain (loss) on divestitures for the six months ended March 31, 2011 includes the remeasurement gain from Ashland's fair market value assessment of the Castings Solutions net assets contributed to the expanded

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global joint venture with Süd-Chemie exceeding the previously recorded amounts in November 2010. The prior six month period ended March 31, 2010 includes the \$5 million charge from the Patient Protection and Affordable Care Act previously described in the current quarter discussion.

(In millions)	Three months			Six months		
	2011	2010	Change	2011	2010	Change
Income tax benefit (expense)	\$ 13	\$ (18)	\$ 31	\$ (18)	\$ (40)	\$ 22
Effective tax rate	(15.7)%	75.0%		10.2%	36.4%	

Current Quarter – The overall effective tax benefit rate of 15.7% for the current quarter includes certain discrete items that include a \$45 million tax benefit associated with the release of certain state deferred-tax valuation allowances and a \$6 million tax expense related to the expected repatriation of offshore proceeds from the sale of Distribution. Excluding these items the effective tax rate for the current quarter was 32%. The overall effective tax expense rate of 75.0% for 2010 includes a \$14 million charge related to the Patient Protection and Affordable Care Act, which contained a provision that changes the tax treatment related to a federal subsidy available under Ashland's postretirement plan, and a favorable \$5 million adjustment related to the utilization of capital losses to offset the capital gain generated by the sale of Pinova in January of 2010. Excluding these items the effective tax rate for the prior year quarter was 38%.

Year-to-Date – The overall effective tax rate of 10.2% for the current period includes certain discrete items that include a \$45 million tax benefit associated with the release of certain state deferred-tax valuation allowances, a \$4 million tax benefit associated with research and development tax credits for the 2010 fiscal year, a \$6 million tax expense related to the expected repatriation of offshore proceeds from the sale of Distribution and a \$15 million tax expense from the gain associated with the fair market value of the Castings Solutions contribution. The overall effective tax rate of 36.4% for 2010 includes certain discrete items such as the change in the tax treatment of a federal subsidy related to Ashland's postretirement plan of \$14 million and the favorable adjustment on the Pinova sale previously discussed, as well as a benefit of \$6 million associated with the reversal of certain foreign tax reserves.

Ashland currently estimates the effective tax rate for fiscal 2011 to be in the low 30% range, excluding key items.

(In millions)	Three months			Six months		
	2011	2010	Change	2011	2010	Change
Income from discontinued operations (net of tax)						
Distribution	\$ 23	\$ 14	\$ 9	\$ 46	\$ 25	\$ 21
Asbestos-related litigation reserves and expenses	-	-	-	1	9	(8)
Gain on disposal of discontinued operations (net of tax)						
Distribution	231	-	231	231	-	231
APAC	3	-	3	4	2	2
Electronic Chemicals	-	2	(2)	-	2	(2)
Total income from discontinued operations (net of tax)	<u>\$ 257</u>	<u>\$ 16</u>	<u>\$ 241</u>	<u>\$ 282</u>	<u>\$ 38</u>	<u>\$ 244</u>

Current Quarter – As a result of Distribution's sale and in accordance with U.S. GAAP provisions, the operating results related to Distribution have been reflected as discontinued operations (net of income taxes) for both the current and prior year quarters. Distribution sales for 2011 and 2010 included in discontinued operations were \$1,013 million and \$857 million, respectively. Gross profit margin, on a comparable basis, was 8.8% in 2011

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compared to 9.3% in 2010. Sales growth and stable selling, general and administrative costs resulted in the \$9 million increase in the current quarter compared to the prior year quarter. In addition, the three months ended March 31, 2011 includes an after-tax gain of \$231 million attributable to the March 31, 2011 sale of Distribution.

Year-to-Date – Distribution's sales for the 2011 and 2010 period included in discontinued operations were \$1,868 million and \$1,586 million, respectively. Gross profit margin, on a comparable basis, was 8.8% in 2011 compared to 9.3% in 2010. Sales growth and stable selling, general and administrative costs resulted in the \$21 million increase in 2011 compared to 2010. In addition, the six months ended March 31, 2011 includes an after-tax gain of \$231 million attributable to the March 31, 2011 sale of Distribution.

During 2010, Ashland entered into a new agreement with a number of London market insurance companies with respect to coverage for asbestos-related insurance claims. As a result, a \$12 million increase to the Ashland asbestos receivable was recorded within the Condensed Consolidated Balance Sheet, which had a \$9 million (after-tax) affect on the Statement of Consolidated Income within the discontinued operations caption. Additionally, during 2011 and 2010, subsequent tax adjustments were made to the gain on the sale of APAC (divested in 2006) and favorable adjustments to environmental claims were resolved on the sale of the Electronic Chemicals business (divested in 2003). See Notes D and E of Notes to Condensed Consolidated Financial Statements for further information.

RESULTS OF OPERATIONS – BUSINESS SEGMENT REVIEW

Results of Ashland's business segments are presented based on its management structure and internal accounting practices. The structure and practices are specific to Ashland; therefore, the financial results of Ashland's business segments are not necessarily comparable with similar information for other comparable companies. Ashland refines its expense allocation methodologies to the reportable segments from time to time as internal accounting practices are improved, more refined information becomes available and businesses change. Revisions to Ashland's methodologies that are deemed insignificant are applied on a prospective basis.

As previously discussed, Ashland's businesses are managed along four industry segments: Functional Ingredients, Water Technologies, Performance Materials and Consumer Markets. As a result of Distribution's sale to Nexeo, the operating results and assets and liabilities related to Distribution have been reflected as discontinued operations for all periods presented. For additional information, see Notes D and Q of Notes to Condensed Consolidated Financial Statements.

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The following table shows sales, operating income and statistical operating information by business segment for each of the three and six months ended March 31, 2011 and 2010.

(In millions)	Three months ended March 31		Six months ended March 31	
	2011	2010	2011	2010
Sales				
Functional Ingredients	\$ 270	\$ 240	\$ 486	\$ 450
Water Technologies	471	449	921	892
Performance Materials	325	304	650	576
Consumer Markets	491	430	932	830
	<u>\$ 1,557</u>	<u>\$ 1,423</u>	<u>\$ 2,989</u>	<u>\$ 2,748</u>
Operating income (loss)				
Functional Ingredients	\$ 41	\$ 34	\$ 59	\$ 61
Water Technologies	27	31	50	70
Performance Materials	3	6	9	14
Consumer Markets	62	69	127	136
Unallocated and other	(11)	(8)	(24)	(22)
	<u>\$ 122</u>	<u>\$ 132</u>	<u>\$ 221</u>	<u>\$ 259</u>
Depreciation and amortization				
Functional Ingredients	\$ 23	\$ 24	\$ 47	\$ 51
Water Technologies	20	21	41	46
Performance Materials	17	12	35	24
Consumer Markets	9	9	18	18
Unallocated and other	1	1	2	2
	<u>\$ 70</u>	<u>\$ 67</u>	<u>\$ 143</u>	<u>\$ 141</u>
Operating information				
Functional Ingredients (a)				
Sales per shipping day	\$ 4.3	\$ 3.8	\$ 3.9	\$ 3.6
Metric tons sold (thousands)	42.8	41.9	81.3	79.3
Gross profit as a percent of sales	33.7%	34.9%	32.6%	34.3%
Water Technologies (a)				
Sales per shipping day	\$ 7.5	\$ 7.1	\$ 7.4	\$ 7.1
Gross profit as a percent of sales	31.3%	34.5%	31.5%	35.5%
Performance Materials (a)				
Sales per shipping day	\$ 5.2	\$ 4.8	\$ 5.2	\$ 4.6
Pounds sold per shipping day	4.4	4.4	4.4	4.2
Gross profit as a percent of sales	12.0%	16.5%	13.3%	17.4%
Consumer Markets (a)				
Lubricant sales gallons	44.8	43.7	85.3	83.9
Premium lubricants (percent of U.S. branded volumes)	32.5%	29.6%	31.4%	29.0%
Gross profit as a percent of sales	29.3%	33.0%	30.0%	33.4%

(a) Sales are defined as sales and operating revenues. Gross profit is defined as sales, less cost of sales.

The EBITDA and adjusted EBITDA amounts presented below within this business section are provided as a means to enhance the understanding of financial measurements that Ashland has internally determined to be relevant measures of comparison for each segment. Each of these non-GAAP measures is defined as follows: EBITDA (operating income plus depreciation and amortization), adjusted EBITDA (EBITDA adjusted for key items, which may include pro forma affects for significant acquisitions or divestitures, as applicable), and adjusted EBITDA margin (adjusted EBITDA divided by sales, which can include pro forma adjustments).

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Functional Ingredients

Functional Ingredients is one of the world's largest producers of cellulose ethers. It provides specialty additives and functional ingredients that primarily manage the physical properties of water-based systems. Many of its products are derived from renewable and natural raw materials and perform in a wide variety of applications.

In November 2010, Functional Ingredients' new Natrosol™ hydroxyethylcellulose (HEC) production facility in Nanjing, China became operational. At \$90 million, the new facility represents Ashland's largest single investment in China and the Asia Pacific region. This manufacturing facility is expected to increase Functional Ingredients' HEC production capacity by 10,000 metric tons per year and have expanded capabilities to produce up to 20,000 metric tons per year. During the March 2011 quarter the facility was already producing at approximately 75% of its initial metric ton capacity. Ashland is expecting the facility to increase its production throughout the remainder of fiscal 2011 and is currently finalizing plans on the next phase of HEC expansion within this facility.

In January 2010, Ashland sold its refined wood rosin and natural wood terpenes business, formerly known as Pinova, a business unit of Functional Ingredients, to TorQuest Partners in a transaction valued at approximately \$75 million before tax. The Pinova business, with annual sales of approximately \$85 million a year, had approximately 200 employees along with an associated manufacturing facility located in Brunswick, Georgia.

March 2011 quarter compared to March 2010 quarter

Functional Ingredients' sales increased 13% to \$270 million for the current quarter compared to \$240 million for the March 2010 quarter. Higher product pricing increased sales \$20 million, or 8%. The divested Pinova business reduced sales \$9 million, or 3%, compared to 2010. Volume increased sales \$16 million, or 7%, as metric tons sold increased 7% to 42.8 thousand, when excluding the divested Pinova business. The mix of product sold increased sales \$3 million, or 1%.

Gross profit during the current quarter increased \$7 million compared to the prior quarter. Increased volume improved gross profit by \$21 million. Price increases did not fully offset costs, causing a gross profit decline of \$6 million, as raw material costs were \$17 million higher than the prior year quarter. Unfavorable product mix and the divestiture of Pinova also reduced gross profit by an additional \$7 million and \$1 million, respectively. In total, gross profit margin during the current quarter decreased 1.2 percentage points to 33.7% compared to the prior year quarter.

Selling, general and administrative expense (which includes research and development expense throughout the business segment discussion and analysis) increased \$1 million, primarily as a result of increases in salaries, benefits and incentive compensation. Equity and other income increased by \$1 million during the current quarter as compared to the prior year quarter.

Operating income totaled \$41 million for the current quarter compared to \$34 million in the prior year quarter. EBITDA increased \$6 million, from \$58 million in the prior year quarter to \$64 million in the current quarter. EBITDA margin decreased 0.5 percentage points in 2011 from 24.2% in the prior year quarter to 23.7% in the current quarter. There were no unusual or key items that affected comparability for EBITDA during both the current and prior year quarters.

Fiscal 2011 year-to-date compared to fiscal 2010 year-to-date

Functional Ingredients' sales increased 8% to \$486 million for the current period compared to \$450 million for the prior period. The divested Pinova business reduced sales \$27 million, or 6%, compared to the prior period. Volume increased sales \$45 million, or 10%, during the current period as metric tons sold increased 11% to 81.3 thousand, when excluding the divested Pinova business. Higher product pricing increased sales \$28 million, or 6%, while the mix of product sold and foreign currency decreased sales by \$5 million each, or 2%, in total.

Gross profit during the current period increased \$4 million compared to 2010. Increased volume improved gross profit by \$46 million. Increased pricing did not fully offset higher costs, causing a gross profit decline of \$23 million, which included production start-up costs of approximately \$3 million associated with the new Nanjing

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production facility previously described. Unfavorable product mix sold and the divestiture of Pinova reduced gross profit by an additional \$12 million and \$5 million, respectively. Currency exchange during the current period reduced gross profit \$2 million. In total, gross profit margin during 2011 decreased 1.7 percentage points to 32.6% compared to the prior period.

Selling, general and administrative expense increased \$6 million, or 6%, primarily as a result of increases in salaries, benefits and incentive compensation that totaled to \$3 million.

Operating income totaled \$59 million for the current period compared to \$61 million in 2010. EBITDA decreased \$6 million, from \$112 million in 2010 to \$106 million in 2011. EBITDA margin decreased 3.1 percentage points in 2011 from 24.9% in 2010 to 21.8% in 2011. There were no unusual or key items that affected comparability for EBITDA during 2011 and 2010.

Water Technologies

Water Technologies is a leading global producer of papermaking chemicals and a leading specialty chemicals supplier to the pulp, paper, commercial and institutional, food and beverage, chemical, mining and municipal markets. Its process, utility and functional chemistries are used to improve operational efficiencies, enhance product quality, protect plant assets and ensure environmental compliance.

March 2011 quarter compared to March 2010 quarter

Water Technologies' sales increased 5% to \$471 million during the current quarter compared to \$449 million in the prior year quarter. Higher product pricing increased sales \$18 million, or 4%, while currency exchange increased sales an additional \$4 million, or 1%.

Gross profit decreased \$7 million during the current quarter compared to the prior year quarter. Increased raw material costs were the primary factor in the gross profit decline as the business was unable to fully recover these increases during the current quarter, resulting in a \$9 million decrease. Currency exchange increased gross profit by \$2 million. In total, gross profit margin during the current quarter decreased 3.2 percentage points to 31.3% compared to the prior year quarter.

Selling, general and administrative expense decreased \$2 million during the March 2011 quarter, or 2%, primarily as a result of an \$8 million decline in administrative costs, primarily related to lower incentive compensation charges, partially offset by a \$4 million increase in selling and marketing expense and a \$2 million increase in research and development expense. Equity and other income increased by \$1 million during the current quarter compared to the prior quarter.

Operating income totaled \$27 million during the current quarter compared to \$31 million during the March 2010 quarter. EBITDA decreased \$5 million, from \$52 million in the prior year quarter to \$47 million in the current quarter. EBITDA margin decreased 1.6 percentage points in the current quarter from 11.6% in the prior year quarter to 10.0%. There were no unusual or key items that affected comparability for EBITDA during the current and prior year quarter.

Fiscal 2011 year-to-date compared to fiscal 2010 year-to-date

Water Technologies' sales increased 3% to \$921 million during the current period compared to \$892 million in 2010. Higher product pricing increased sales \$30 million, or 3%. Volume increased sales \$6 million, or 1%, but was offset by a decline of \$7 million, or 1%, in currency exchange.

Gross profit decreased \$27 million during the current period compared to 2010. Increased raw material costs were the primary factor in the gross profit decline as the business was unable to fully recover these increases during the current period, resulting in a \$27 million decline. Volume increased gross profit by \$2 million but was offset by a \$2 million decline from currency exchange effects. In total, gross profit margin during 2011 decreased 4.0 percentage points to 31.5% compared to 2010.

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Selling, general and administrative expense decreased \$5 million during the current period, or 2%, primarily as a result of reductions in administrative costs of \$15 million, which principally related to lower incentive compensation and corporate allocation charges. This increase was partially offset by increased costs in selling expense of \$10 million. Equity and other income increased by \$2 million during 2011 as compared to 2010.

Operating income totaled \$50 million during the current period compared to \$70 million during 2010. EBITDA decreased \$25 million, from \$116 million in 2010 to \$91 million in 2011. EBITDA margin decreased 3.1 percentage points in 2011 from 13.0% in 2010 to 9.9% in the current period. There were no unusual or key items that affected comparability for EBITDA during 2011 and 2010.

Performance Materials

Performance Materials is a global leader in unsaturated polyester resins and vinyl ester resins. In addition, it provides customers with leading technologies in gelcoats, pressure-sensitive and structural adhesives, and, through our ASK joint venture, metal casting consumables and design services.

In July 2010, Ashland and Süd-Chemie AG (Süd-Chemie) signed an agreement for the formation of an expanded global joint venture serving the foundry chemical sector. The transaction closed on November 30, 2010 and combined three businesses: (i) Ashland's Castings Solutions business group, (ii) the Foundry-Products and Specialty Resins business unit of Süd-Chemie, and (iii) Ashland-Südchemie-Kernfest GmbH (ASK), the existing fifty-percent owned European-based joint venture between Ashland and Süd-Chemie, for which Ashland historically only recognized equity income of the joint venture within its consolidated results. Ashland's Castings Solutions and ASK businesses recorded sales of \$279 million and \$145 million, respectively, during each businesses' most recently completed fiscal year. The Foundry-Products and Specialty Resins business unit of Süd-Chemie contributed to the joint venture generated sales of approximately \$146 million for its most recently completed fiscal year. Ashland recognized a pretax gain of \$23 million, attributable to the fair market value of the net assets contributed to the joint venture. The gain was included in the net gain on acquisitions and divestitures caption on the Statement of Consolidated Income for the six months ended March 31, 2011. Ashland's equity interest in the expanded joint venture qualifies for equity method accounting treatment under U.S. GAAP. Therefore, reported results of the Castings Solutions business no longer include sales, cost of sales or selling, general and administrative costs related to this business and instead are now recorded within Performance Materials' equity and other income caption of the Statements of Consolidated Income. In addition, the expanded joint venture has left certain stranded costs that Ashland is currently analyzing and developing plans to reduce.

In April 2010, Ashland acquired the remaining 50% interest in Ara Quimica S.A. (Ara Quimica), a leading producer of custom unsaturated polyester resin formulations for the composites industry in South America, for \$28 million. Prior to the acquisition, Ashland owned a 50% interest in Ara Quimica, which it recorded as an equity method investment within the Performance Materials reporting segment. Ara Quimica recorded sales of approximately \$50 million for its most recent fiscal year ended prior to the acquisition.

March 2011 quarter compared to March 2010 quarter

Performance Materials' sales increased 7% to \$325 million compared to \$304 million in 2010. Higher product pricing increased sales by \$31 million, or 10%, primarily as a result of pricing increases in the composites line of business that were implemented to offset increases in raw material costs. Volume increased sales by \$26 million, or 9%, as pounds sold per shipping day improved 12%, excluding the sales associated with the Castings Solutions business and the acquisition of Ara Quimica. The acquisition of Ara Quimica contributed an additional \$12 million, or 4%, in sales, while the exclusion of sales for the contribution of the Castings Solutions business into the previously mentioned expanded global joint venture reduced sales \$48 million, or 16%, compared to the prior year quarter.

Gross profit decreased \$11 million in the current quarter compared to the prior year quarter as the current quarter included plant closure charges of \$6 million from accelerated depreciation. These charges were incurred as part of the previously announced capacity reduction within this business in reaction to a substantial overall decline in

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industry demand as well as Ashland's continued overall effort to optimize each business' cost structure. The exclusion of the financial results for the Castings Solutions business decreased gross profit by \$15 million. Volume increased gross profit by \$6 million during the current quarter, while the acquisition of Ara Quimica contributed an additional \$2 million in gross profit. Pricing increases more than offset higher raw material costs during the current quarter, resulting in a \$2 million increase in gross profit. In total, gross profit margin during the March 2011 quarter decreased 4.5 percentage points to 12.0%, as compared to the March 2010 quarter.

Selling, general and administrative expense decreased \$9 million, or 19%, compared to the prior year quarter, primarily due to reductions in salaries, benefits and other expenses of \$10 million associated with the transferred Castings Solutions business. Equity and other income decreased \$1 million during 2011 compared to 2010.

Operating income totaled \$3 million in the current quarter compared to \$6 million in the prior year quarter. Adjusted EBITDA increased \$2 million, from \$18 million in the March 2010 quarter to \$20 million in the March 2011 quarter, which included \$6 million of accelerated depreciation. Adjusted EBITDA margin increased 0.3 percentage points to 6.2% in the current quarter from 5.9% in the prior year quarter.

Fiscal 2011 year-to-date compared to fiscal 2010 year-to-date

Performance Materials' sales increased 13% to \$650 million compared to \$576 million in 2010. Higher product pricing increased sales by \$58 million, or 10%, primarily as a result of pricing increases in the composites line of business that were issued to offset increases in raw material costs. Volume increased sales by \$57 million, or 10%, as pounds sold per shipping day improved 5% to 4.4 million during the current fiscal period. The acquisition of Ara Quimica contributed an additional \$24 million, or 4%, in sales, while the exclusion of sales from December 2010 forward, related to the contribution of the Castings Solutions business into an expanded global joint venture, reduced sales \$59 million, or 10%. Foreign currency also reduced sales by an additional \$6 million, or 1%.

Gross profit decreased \$14 million in 2011 compared to 2010 as the current period included plant closure charges of \$13 million from accelerated depreciation. These charges were incurred as part of the previously announced capacity reduction within this business in reaction to a substantial overall decline in industry demand as well as Ashland's continued overall effort to optimize each business' cost structure. Higher raw material costs during the current period primarily caused a \$2 million decrease in gross profit, while currency exchange reduced gross profit an additional \$1 million. Volume increased gross profit by \$16 million, while the acquisition of Ara Quimica contributed an additional \$5 million in gross profit during the current period. The exclusion of the financial results in December 2010 for the Castings Solutions business decreased gross profit by \$19 million. In total, gross profit margin during 2011 decreased 4.1 percentage points to 13.3%, as compared to 2010.

Selling, general and administrative expense decreased \$13 million, or 14%, compared to 2010, primarily due to reductions in salaries, benefits and other expenses of \$12 million associated with the transferred Castings Solutions business. Equity and other income decreased \$4 million during 2011 compared to 2010, primarily due to a \$2 million charge for transaction and start-up costs associated with the new global joint venture with Süd-Chemie.

Operating income totaled \$9 million in 2011 compared to \$14 million in 2010. Adjusted EBITDA increased \$8 million, from \$38 million in 2010 to \$46 million in 2011. Adjusted EBITDA margin increased 0.5 percentage points to 7.1% in 2011 compared to 6.6% in 2010. A reconciliation of EBITDA and Adjusted EBITDA results for 2011 and 2010 were as follows.

	Six months ended March 31	
(In millions)	2011	2010
Operating income	\$ 9	\$ 14
Depreciation and amortization (a)	35	24
EBITDA	44	38
Casting Solutions joint venture costs	2	-
Adjusted EBITDA	<u>\$ 46</u>	<u>\$ 38</u>

(a) Includes \$13 million of accelerated depreciation during the six months ended March 31, 2011.

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Consumer Markets

Consumer Markets, which includes the Valvoline™ family of products and services, is a leading innovator, marketer and supplier of high-performing automotive lubricants, chemicals and appearance products. Valvoline™, the world's first lubricating oil, is the number three passenger car motor oil brand, and Valvoline Instant Oil Change™ is the number two quick-lube franchise in the United States.

During the March 2011 quarter, Consumer Markets introduced a new automotive oil product line called Valvoline NextGen™. NextGen™ is the first major brand of motor oil in the industry made of 50% recycled oil, and like other Valvoline motor oils it is backed by Valvoline's engine guarantee. Valvoline expects this new product to continue to enhance its overall position within the automotive oil industry.

March 2011 quarter compared to March 2010 quarter

Consumer Markets' sales increased 14% to \$491 million compared to \$430 million in the prior year quarter. Higher product pricing was the primary factor in sales growth between periods, resulting in a \$35 million, or 8%, increase in sales. Volume increased sales by \$15 million, or 4%, as lubricant gallons sold improved 3% to 44.8 million gallons during the current quarter. Favorable product mix and currency exchange increased sales by \$6 million and \$5 million, respectively, or 2%, in total.

Gross profit increased \$2 million during the current quarter compared to the prior year quarter as volume and product mix increases of \$4 million each were almost fully offset by a \$7 million increase in raw material costs. Currency exchange increased gross profit an additional \$1 million. In total, gross profit margin during the current quarter declined 3.7 percentage points to 29.3% as increases in raw material costs primarily resulted in the lower gross margin compared to the prior year quarter.

Selling, general and administrative expense increased \$7 million, or 9%, during the current quarter primarily as a result of increases in advertising. Equity and other income decreased by \$2 million during the current quarter primarily due to lower earnings in joint venture arrangements.

Operating income totaled \$62 million during the current quarter as compared to \$69 million during the prior year quarter. EBITDA decreased \$7 million from \$78 million in the prior year quarter to \$71 million in the current quarter. EBITDA margin decreased 3.6 percentage points to 14.5% in the March 2011 quarter from 18.1% in the March 2010 quarter. There were no unusual or key items that affected comparability for EBITDA during the current and prior year quarter.

Fiscal 2011 year-to-date compared to fiscal 2010 year-to-date

Consumer Markets' sales increased 12% to \$932 million compared to \$830 million in 2010. Higher product pricing was the primary factor in sales growth between periods, resulting in a \$68 million, or 8%, increase in sales. Volume increased sales by \$22 million, or 2%, in the current period, as lubricant gallons sold improved 2% to 85.3 million gallons. A favorable currency exchange increased sales by \$7 million, or 1%, while changes in product mix sold resulted in an additional \$5 million, or 1%, increase in sales.

Gross profit increased \$2 million during the current period compared to 2010 as volume and product mix increases of \$5 million and \$4 million, respectively, were offset by raw material cost increases of \$9 million. Currency exchange increased gross profit an additional \$2 million. In total, gross profit margin during the current period declined 3.4 percentage points to 30.0% as increases in raw material costs primarily resulted in the lower gross margin compared to the prior period.

Selling, general and administrative expense increased \$8 million, or 5%, during the current period primarily as a result of increases in corporate allocations of \$4 million and advertising and currency exchange of \$1 million each. Equity and other income decreased by \$3 million in the current period compared to the prior period.

Operating income totaled \$127 million in the current period as compared to \$136 million in the prior period. EBITDA decreased \$9 million from \$154 million in 2010 to \$145 million in 2011. EBITDA margin decreased 3.0 percentage points to 15.6% in the current period compared to 18.6% in the prior period. There were no unusual or key items that affected comparability for EBITDA during 2011 and 2010.

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Unallocated and other

Unallocated and other was an expense of \$11 million and \$8 million for the March 2011 and 2010 quarters, respectively. Both periods include \$4 million and \$3 million, respectively, of costs previously allocated to the Distribution reporting segment, which includes certain indirect corporate and environmental costs that do not qualify for discontinued operations accounting classification. In addition, the current quarter also included environmental charges of \$4 million, while the prior year quarter included a self-insured product liability claim of \$4 million.

Unallocated and other was an expense of \$24 million and \$22 million for the six months ended March 31, 2011 and 2010, respectively. Both periods include \$15 million and \$16 million, respectively, of costs previously allocated to the Distribution reporting segment, which includes certain indirect corporate and environmental costs that do not qualify for discontinued operations accounting classification. In addition, the 2011 period also included environmental charges of \$7 million and transaction costs of \$1 million associated with the expanded global joint venture with Süd-Chemie, while the 2010 period included a self-insured product liability claim of \$4 million.

FINANCIAL POSITION

Liquidity

Ashland's cash flows from operating, investing and financing activities, as reflected in the Statements of Condensed Consolidated Cash Flows, are summarized as follows for the six months ended March 31, 2011 and 2010.

(In millions)	2011	2010
Cash provided (used) by:		
Operating activities from continuing operations	\$ 77	\$ 248
Investing activities from continuing operations	(13)	97
Financing activities from continuing operations	(338)	(175)
Discontinued operations	984	(21)
Effect of currency exchange rate changes on cash and cash equivalents	2	(2)
Net increase in cash and cash equivalents	<u>\$ 712</u>	<u>\$ 147</u>

Operating activities

Cash flows generated from operating activities from continuing operations, a major source of Ashland's liquidity, amounted to a cash inflow of \$77 million in 2011 and \$248 million in 2010. The cash results during each period are primarily driven by net income, depreciation and amortization (including debt issuance cost amortization), and changes in trade working capital, which are fluctuations within accounts receivable, inventory, trade and other payables and accrued expenses and other liabilities. Ashland continues to emphasize working capital management as a high priority and focus within the company.

In 2011, a trade working capital outflow of \$261 million was primarily a result of increased inventory, resulting from the support of rapidly increasing sales growth as well as restocking of certain key products that were low or in sold out positions previously and increased receivables due to an overall growth in sales of 9% during the current period. In 2010, a trade working capital outflow of \$73 million was primarily a result of increased inventory and accounts receivable levels as well as timing of vendor payments.

Operating cash flows for 2011 included net income of \$158 million (excluding discontinued operations), and noncash adjustments of \$162 million for depreciation and amortization. These items were offset by reductions for deferred taxes of \$34 million and net gains from acquisitions and divestitures of \$21 million. Operating cash flows for 2010 included net income of \$70 million (excluding discontinued operations), and noncash adjustments of \$215 million for depreciation and amortization as well as \$54 million from deferred income taxes.

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Investing activities

Cash used by investing activities was \$13 million for 2011 as compared to cash provided by investing activities of \$97 million for 2010. The significant cash investing activities for 2011 included cash outflows of \$52 million for capital expenditures and \$5 million for purchased plant operations in Performance Materials and Consumer Markets. These cash outflows were partially offset by cash inflows of \$40 million related to the contribution of the expanded joint venture with Süd-Chemie, along with the sales of the pentaerythritol business and the 50% equity interest of Exaloid. Proceeds from disposals of property, plant and equipment were \$4 million for 2011.

Investing activities during 2010 included cash inflows of \$85 million, \$60 million and \$11 million from the sale of auction rate securities, the Pinova business and proceeds from disposals of property, plant and equipment, respectively, partially offset by cash outflows of \$59 million for capital expenditures.

Financing activities

Cash used by financing activities was \$338 million for 2011 as compared to cash used by financing activities of \$175 million for 2010. Significant cash financing activities for 2011 included repayments of long-term debt of \$299 million, which includes \$289 million for the repayment of Term Loan A, and cash dividends paid of \$.30 per share, for a total of \$24 million. These cash outflows were partially offset by proceeds from long-term debt of \$11 million and cash inflows of \$3 million for proceeds from the exercise of stock options and excess tax benefits related to share-based payments.

Significant cash financing activities for 2010 included proceeds from long- and short-term debt of \$300 million and \$317 million, respectively, which were more than offset by repayments of long-term debt of \$773 million as well as \$12 million in debt issue costs paid in connection with the senior credit facility refinancing in March 2010, and cash dividends paid of \$.15 per share, for a total of \$12 million.

Cash provided by discontinued operations

Cash provided by discontinued operations for 2011 includes \$979 million of net proceeds from the Distribution sale. Both periods include the results of operations of the Distribution business, which amounted to cash inflows of \$14 million in 2011 and cash outflows of \$30 million in 2010. The remaining cash outflow fluctuations in both periods related to other previously divested businesses that were affiliated with asbestos and environmental liabilities.

Free cash flow

The following represents Ashland's calculation of free cash flow for the following periods:

(In millions)	Six months ended March 31	
	2011	2010
Cash flows provided by operating activities from continuing operations	\$ 77	\$ 248
Less:		
Additions to property, plant and equipment	(52)	(59)
Cash dividends paid	(24)	(12)
Free cash flows	<u>\$ 1</u>	<u>\$ 177</u>

Cash flow and liquidity metrics

At March 31, 2011, working capital (current assets minus current liabilities, excluding long-term debt due within one year) amounted to \$1,683 million, compared to \$1,191 million at September 30, 2010. Ashland's working capital is affected by its use of the LIFO method of inventory valuation that valued inventories below their replacement costs by \$56 million at March 31, 2010 and \$54 million at September 30, 2010. Liquid assets (cash, cash equivalents and accounts receivable) amounted to 173% of current liabilities at March 31, 2011, compared to 91% at September 30, 2010.

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The following summary reflects Ashland's cash, investment securities and unused borrowing capacity as of March 31, 2011 and September 30, 2010.

(In millions)	March 31 2011	September 30 2010
Cash and investment securities		
Cash and cash equivalents (a)	\$ 1,129	\$ 417
Auction rate securities	\$ 22	\$ 22
Unused borrowing capacity		
Revolving credit facility	\$ 448	\$ 428
Accounts receivable securitization facility (b)	\$ -	\$ 310

(a) Includes net proceeds from the Distribution sale on March 31, 2011.

(b) Ashland terminated the accounts receivable securitization facility in March 2011.

Total borrowing capacity remaining under the \$550 million revolving credit facility was \$448 million, representing a reduction of \$102 million for letters of credit outstanding at March 31, 2011. In total, Ashland's available liquidity position, which includes cash and the revolving credit facility, was \$1,577 million at March 31, 2011 as compared to \$1,155 million at September 30, 2010, which includes \$310 million of available liquidity from the terminated accounts receivable securitization facility in March 2011.

Capital resources

Debt

The following summary reflects Ashland's debt as of March 31, 2011 and September 30, 2010.

(In millions)	March 31 2011	September 30 2010
Short-term debt	\$ 42	\$ 71
Long-term debt (including current portion)	865	1,153
Total debt	<u>\$ 907</u>	<u>\$ 1,224</u>

On March 31, 2011, Ashland repaid the Term Loan A balance of \$289 million with proceeds from the Distribution sale. The scheduled aggregate maturities of debt by fiscal year after this repayment are as follows: \$45 million remaining in 2011, \$26 million in 2012, \$40 million in 2013, \$11 million in 2014, \$9 million in 2015 and \$776 million in 2016 and thereafter.

The current portion of long-term debt was \$19 million at March 31, 2011 and \$45 million at September 30, 2010. Based on Ashland's current debt structure included in Note J of Notes to Condensed Consolidated Financial Statements and assuming interest rates remain stable, future annual book interest expense could range from approximately \$90 million to \$110 million based on applicable fixed and floating interest rates. Debt as a percent of capital employed was 17% at March 31, 2011 and 24% at September 30, 2010.

Covenant restrictions

The Senior Credit Facilities (revolving credit and repaid Term Loan A facilities), refinanced during the March 2010 quarter, include less restrictive covenants than the previous credit facility and no longer contain covenants associated with minimum consolidated net worth and capital expenditure limits. The covenants contain certain usual and customary representations and warranties, and usual and customary affirmative and negative covenants which include financial covenants, limitations on liens, additional indebtedness, further negative pledges, investments, payment of dividends, mergers, sale of assets and restricted payments, and other customary limitations. As of March 31, 2011, Ashland is in compliance with all debt agreement covenant restrictions.

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The maximum consolidated leverage ratio permitted under the Senior Credit Facilities is as follows: 3.0 from the period March 31, 2011 through September 30, 2011 and 2.75 from December 31, 2011 and each fiscal quarter thereafter.

The Senior Credit Facilities define the consolidated leverage ratio as the ratio of consolidated indebtedness minus cash and cash equivalents to consolidated EBITDA for any measurement period. In general, the Senior Credit Facilities define consolidated EBITDA as net income plus consolidated interest charges, taxes, depreciation and amortization expense, fees and expenses related to capital market transactions, restructuring and integration charges, noncash stock and equity compensation expense, and any other nonrecurring expenses or losses that do not represent a cash item in such period or any future period; less any noncash gains or other items increasing net income. In general, consolidated indebtedness includes debt plus all purchase money indebtedness, banker's acceptances and bank guaranties, deferred purchase price of property or services, attributable indebtedness, and guaranties.

The permitted consolidated fixed charge coverage ratio under the Senior Credit Facility is 1.5 from March 31, 2011 and for each fiscal quarter thereafter.

The Senior Credit Facilities define the consolidated fixed charge coverage ratio as the ratio of consolidated EBITDA less the aggregate amount of all cash capital expenditures to consolidated fixed charges for any measurement period. In general consolidated fixed charges are defined as the sum of consolidated interest charges, the aggregate principal amount of all regularly scheduled principal payments and the aggregate amount of all restricted payments, which include any dividend or other distribution with respect to any capital stock or other equity interest.

At March 31, 2011, Ashland's cash exceeded debt outstanding, therefore the consolidated leverage ratio was negative when compared to the maximum consolidated leverage ratio permitted under Ashland's Senior Credit Agreement of 3.0. At March 31, 2011, Ashland's calculation of the fixed charge coverage ratio was 6.1 compared to the permitted consolidated ratio of 1.5. Any change in consolidated EBITDA of \$100 million would have an approximate .6x effect on the fixed charge coverage ratio.

Ashland projects that cash flow from operations and other available financial resources such as cash on hand and revolving credit should be sufficient to meet investing and financing requirements to enable Ashland to comply with the covenants and other terms of each respective financing facility. These projections are based on various assumptions that include, but are not limited to: operational results, working capital cash generation, capital expenditures, pension funding requirements and tax payment and receipts.

Stockholders' equity

Stockholders' equity increased \$694 million since September 30, 2010 to \$4,497 million at March 31, 2011. This increase was primarily due to net income during the period of \$440 million, pension and postretirement obligations of \$140 million, deferred translation gains of \$114 million and \$24 million from common shares issued under stock incentive and other plans, partially offset by regular cash dividends of \$24 million.

During the March 2011 quarter, the Board of Directors of Ashland announced and paid a quarterly cash dividend of 15 cents per share to eligible shareholders of record. This amount was double the previous quarterly dividend of 7.5 cents per share paid in the first two quarters of fiscal 2010. In conjunction with Ashland's existing debt facilities, Ashland is subject to various covenants that may restrict certain future payments, which could include quarterly dividend payments, although Ashland does not anticipate that will occur.

In March 2011, the Board of Directors of Ashland approved a \$400 million stock repurchase program. Under the program that began on April 1, 2011, Ashland has been purchasing common shares through a \$200 million 10b5-1 automatic trading plan. The remaining \$200 million is expected to be purchased in discretionary transactions on the open market or privately negotiated transactions in the next one to two years, the exact amount and timing of which will be dependent upon a number of factors including trading price, trading volume and general market conditions. In addition, the Board of Directors also announced during the March 2011 quarter its intention to increase Ashland's quarterly dividend to 17.5 cents per share, commencing with the June 15, 2011 dividend payment.

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Capital expenditures

Ashland is currently forecasting approximately \$215 million (excluding Distribution) of capital expenditures for fiscal 2011 funded primarily from operating cash flows. Capital expenditures, excluding Distribution, were \$192 million for 2010 and averaged \$179 million during the last three years. Under the senior credit facilities agreement entered into in March 2010, Ashland is no longer subject to a capital expenditure limit. As of March 31, 2011 total capital expenditures were \$52 million, excluding Distribution.

APPLICATION OF CRITICAL ACCOUNTING POLICIES

The preparation of Ashland's Condensed Consolidated Financial Statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, sales and expenses, and the disclosures of contingent assets and liabilities. Significant items that are subject to such estimates and assumptions include, but are not limited to, long-lived assets (including goodwill and other intangible assets), employee benefit obligations, income taxes, other liabilities and receivables associated with asbestos litigation and environmental remediation. These accounting policies are discussed in detail in "Management's Discussion and Analysis – Application of Critical Accounting Policies" in Ashland's Annual Report on Form 10-K for the fiscal year ended September 30, 2010. Although management bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances, actual results could differ significantly from the estimates under different assumptions or conditions. Management has reviewed the estimates affecting these items with the Audit Committee of Ashland's Board of Directors. No material changes, other than employee benefit obligations discussed below, have been made to the valuation techniques during the six months ended March 31, 2011.

Employee benefit obligations

Ashland and its subsidiaries sponsor contributory and noncontributory qualified and non-qualified defined benefit pension plans that cover substantially all employees in the United States and in a number of other foreign countries. In addition, the companies also sponsor unfunded postretirement benefit plans, which provide health care and life insurance benefits for eligible employees who retire or are disabled.

Ashland's pension liability and annual expense calculations are based on a number of key assumptions including the discount rate at which obligations can be effectively settled and the expected long-term rate of return on plan assets. Consistent with Ashland's historical policy, fiscal 2011 expense for U.S. and non-U.S. pension plans was determined using the discount rate as of the beginning of the fiscal year, which amounted to a weighted-average rate of 5.01% for 2011. The weighted-average long-term expected rate of return on assets was assumed to be 8.25% for 2011 for the U.S. plans. As a result, Ashland estimated total fiscal 2011 pension costs to be approximately \$95 million.

In March 2011, in conjunction with the sale of Distribution, Ashland was required to re-measure these pension assumptions due to the change in employees that were exiting the plan. As a result, Ashland recognized a curtailment gain of approximately \$4 million, as part of the \$231 million gain on the sale of Distribution recorded within the discontinued operations caption of the Statement of Consolidated Income, for liabilities associated with qualified and non-qualified defined benefit pension and postretirement plans.

At March 31, 2011, discount rates have modestly increased in the U.S. from the record lows experienced at September 30, 2010, moving to approximately 5.50%. This change in discount rate, along with the adjustment in service cost for Distribution employees, resulted in a decrease in the U.S. pension and postretirement expense for the remainder of fiscal 2011 of approximately \$10 million and a reduction to the pension and postretirement liability of approximately \$140 million and \$40 million.

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OUTLOOK

Each of Ashland's businesses has experienced significant sales growth during the first half of fiscal 2011 on a comparable basis. However, raw material costs within the volatile global commodity market continue to escalate and are expected to continue to be a challenge for each business throughout the remainder of fiscal 2011. As a result of these rising raw material costs, Ashland's financial performance in the short term will be directly related to each of the businesses' ability to maintain its current market position and pass through necessary price increases to offset these escalating costs, while continuing to look for opportunities to reduce internal costs.

During the last several years Ashland has been focused on the objective of creating a global specialty chemical company. The successful completion of the Distribution sale at the end of the March 2011 quarter completes another important strategic step for Ashland, which now has the specialty chemical focus envisioned when it began its transformation. The Distribution sale, and recent contribution of the Castings Solutions business to an expanded global joint venture, has left stranded costs that are negatively impacting Ashland's financial results. Plans to address these costs are being finalized and are expected to be completed by the end of June. Ashland currently expects to largely eliminate these stranded costs over the next several quarters.

With the proceeds from the Distribution sale, Ashland's current significant liquidity and debt capacity will enhance its ability to implement potential growth strategies, such as acquisitions, capital projects, and research and development, with its existing businesses in selected industries, increasing the company's specialty chemical platform. Ashland is currently assessing these strategic growth opportunities, in conjunction with the recently announced \$400 million stock repurchase plan and the intended 17% dividend increase, to enhance shareholder value.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Ashland's market risk exposure at March 31, 2011 is generally consistent with the types and amounts of market risk exposures presented in Ashland's Annual Report on Form 10-K for the fiscal year ended September 30, 2010.

ITEM 4. CONTROLS AND PROCEDURES

- (a) As of the end of the period covered by this quarterly report, Ashland, under the supervision and with the participation of its management, including Ashland's Chief Executive Officer and its Chief Financial Officer, evaluated the effectiveness of Ashland's disclosure controls and procedures pursuant to Rule 13a-15(b) and 15d-15(b) promulgated under the Securities Exchange Act of 1934, as amended. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the disclosure controls and procedures were effective.
- (b) During the six months ended March 31, 2011, there were no significant changes in Ashland's internal control over financial reporting, or in other factors, that occurred during the period covered by this quarterly report that have materially affected, or are reasonably likely to materially affect, Ashland's internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The following is a description of Ashland's material legal proceedings.

Asbestos-Related Litigation

Ashland is subject to liabilities from claims alleging personal injury caused by exposure to asbestos. Such claims result primarily from indemnification obligations undertaken in 1990 in connection with the sale of Riley Stoker Corporation (Riley), a former subsidiary. Although Riley was neither a producer nor a manufacturer of asbestos, its industrial boilers contained some asbestos-containing components provided by other companies.

Hercules, a wholly-owned subsidiary of Ashland, is also subject to liabilities from asbestos-related personal injury lawsuits involving claims which typically arise from alleged exposure to asbestos fibers from resin encapsulated pipe and tank products which were sold by one of Hercules' former subsidiaries to a limited industrial market.

Ashland and Hercules are also defendants in lawsuits alleging exposure to asbestos at facilities formerly or presently owned or operated by Ashland or Hercules.

For additional detailed information regarding liabilities arising from asbestos-related litigation, see Note M of "Notes to Condensed Consolidated Financial Statements" in this quarterly report on Form 10-Q.

Environmental Proceedings

(1) *CERCLA and Similar State Law Sites* – Under the Comprehensive Environmental Response, Compensation and Liability Act of 1980 and similar state laws, Ashland and Hercules may be subject to joint and several liability for cleanup costs in connection with alleged releases of hazardous substances at sites where it has been identified as a "potentially responsible party" (PRP). As of March 31, 2011, Ashland and Hercules have been identified as a PRP by U.S. federal and state authorities, or by private parties seeking contribution, for the cost of environmental investigation and/or cleanup at 88 waste treatment or disposal sites. These sites are currently subject to ongoing investigation and remedial activities, overseen by the United States Environmental Protection Agency (USEPA) or a state agency, in which Ashland or Hercules is typically participating as a member of a PRP group. Generally, the type of relief sought includes remediation of contaminated soil and/or groundwater, reimbursement for past costs of site cleanup and administrative oversight and/or long-term monitoring of environmental conditions at the sites. The ultimate costs are not predictable with assurance.

(2) *Franklin, Virginia Multi-Media Environmental Compliance Inspection* – In April 2005, Hercules' Franklin, Virginia manufacturing facilities were subject to a multi-media environmental compliance inspection by the USEPA and the Virginia Department of Environmental Quality (VADEQ). In April 2008, the results of the inspection were provided to Hercules. The inspection identified areas of potential noncompliance with various environmental regulations. Hercules is engaged in negotiations with the USEPA and the VADEQ concerning this matter. While it is reasonable to believe that this matter could potentially involve penalties exceeding \$100,000, the potential liability with respect to this matter should not be material to Ashland.

(3) *Hopewell, Virginia Clean Air Act Compliance Inspection* – In April 2007, Hercules' Hopewell, Virginia manufacturing facilities were subject to a Clean Air Act (CAA) compliance inspection by the USEPA and the VADEQ. In April 2008, the results of the inspection were provided to Hercules. The inspection uncovered areas of potential noncompliance with air emissions regulations. In March 2011, Hercules received from the USEPA a proposed consent decree which included certain remedial actions and a proposed penalty assessment in excess of \$100,000. Hercules is engaged in negotiations with the USEPA and the VADEQ concerning this matter. While it is reasonable to believe that this matter could potentially involve penalties exceeding \$100,000, the potential liability with respect to this matter should not be material to Ashland.

(4) *Hattiesburg, Mississippi Notice of Violation from MDEQ* – In November 2008, the Mississippi Department of Environmental Quality (MDEQ) issued a Notice of Violation to Hercules' now-closed Hattiesburg, Mississippi manufacturing facility alleging that a storm water retention basin at the facility had been operated as a hazardous waste storage and treatment facility without a permit in violation of the Resource Conservation and Recovery Act.

Ashland is working with the MDEQ to settle this matter in the context of the shutdown and ongoing remediation of the Hattiesburg facility. The MDEQ has proposed to Ashland a settlement penalty in excess of \$100,000. While it is reasonable to believe that this matter will involve a penalty exceeding \$100,000, the potential liability with respect to this matter should not be material to Ashland.

(5) *Louisiana, Missouri Air Inspection and Penalty Assessment* – In 2007, the USEPA conducted an inspection of Hercules' Louisiana, Missouri production facility for compliance with the CAA's Leak Detection and Repair regulations. Hercules subsequently provided additional information to the USEPA in response to matters identified during the inspection close-out meeting. In July 2010, the USEPA issued an offer of settlement and a proposed penalty assessment in excess of \$100,000 to address alleged violations. Ashland is working with the USEPA to address the allegations. While it is reasonable to believe that this matter could potentially involve a penalty exceeding \$100,000, the potential liability with respect to this matter should not be material to Ashland.

For additional information regarding environmental matters and reserves, see Note M of "Notes to Condensed Consolidated Financial Statements" in this quarterly report on Form 10-Q.

Other Pending Legal Proceedings

In addition to the matters described, there are various claims, lawsuits and administrative proceedings pending or threatened against Ashland and its current and former subsidiaries. Such actions are with respect to commercial matters, product liability, toxic tort liability, environmental and other matters that seek remedies or damages, some of which are for substantial amounts. While these actions are being contested, their outcome is not predictable with assurance.

ITEM 1A. RISK FACTORS

The following risk factors included in Ashland's Form 10-K have been updated to reflect the closing of the sale by Ashland of the Ashland Distribution business to Nexeo Solutions, LLC (formerly TPG Accolade, LLC) on March 31, 2011:

Ashland's substantial international operations subject it to risks of doing business in foreign countries, which could adversely affect its business, financial condition and results of operations.

About one-third of Ashland's net sales for fiscal 2010 were to customers outside of North America. Ashland expects sales from international markets to continue to represent an even larger portion of the Company's net sales in the future. With the disposition of Ashland Distribution on March 31, 2011, Ashland has approximately 40 facilities located outside of the United States, and approximately 45% of the Company's sales on a pro forma basis for the six months ended March 31, 2011 were from outside North America. Accordingly, Ashland's business is subject to risks related to the differing legal, political, social and regulatory requirements and economic conditions of many jurisdictions.

The global nature of Ashland's business presents difficulties in hiring and maintaining a workforce in certain countries. Fluctuations in exchange rates may affect product demand and may adversely affect the profitability in U.S. dollars of products and services provided in foreign countries. In addition, foreign countries may impose additional withholding taxes or otherwise tax Ashland's foreign income, or adopt other restrictions on foreign trade or investment, including currency exchange controls. The imposition of tariffs is also a risk that could impair Ashland's financial performance.

Certain legal and political risks are also inherent in the operation of a company with Ashland's global scope. For example, it may be more difficult for Ashland to enforce its agreements or collect receivables through foreign legal systems. There is a risk that foreign governments may nationalize private enterprises in certain countries where Ashland operates. In certain countries or regions, terrorist activities and the response to such activities may threaten Ashland's operations more than in those in the United States. Also, changes in general economic and political conditions in countries where Ashland operates, particularly in emerging markets, are a risk to Ashland's financial performance.

As Ashland continues to operate its business globally, its success will depend in part on its ability to anticipate and effectively manage these and other related risks. There can be no assurance that the consequences of these and other factors relating to its multinational operations will not have an adverse effect on Ashland.

Ashland is undergoing a strategic transformation to focus on investing in and growing its specialty chemicals businesses. If Ashland is unable to achieve the expected benefits from its growth strategy, its business, financial condition and results of operations could be adversely affected.

Ashland's strategic objective has been to create a more focused company built around a strong core of specialty chemicals businesses. Ashland intends to invest in and to grow its specialty chemicals businesses, operating its other businesses to generate strong cash flows to fund this investment. As a result, Ashland is currently in a transformational period in which it has made and may continue to make changes that could be material to its business, financial condition and results of operations. Over the past six years, changes have included the disposition of Ashland's refining and marketing, highway construction and distribution businesses and the acquisition of Hercules Incorporated (Hercules).

The success of Ashland's growth strategy may be limited by, among other things, the availability and suitability of acquisition candidates and Ashland's financial resources, including available cash and borrowing capacity. In addition, acquisitions involve numerous risks including determining appropriate valuations, integrating operations and personnel, achieving expected synergies, providing new product or service offerings and dedicating management attention away from other business matters. Dispositions also involve certain risks, including stranded costs and the possibility that the benefits anticipated from a sale will not be fully realized. If Ashland is unable to achieve the expected benefits from its growth strategy, the Company's business, financial condition or results of operations may be adversely affected.

ITEM 6. EXHIBITS

(a) Exhibits

- | | |
|----------|--|
| 10.1 | 2011 Ashland Inc. Incentive Plan (filed as Exhibit 10.1 to Ashland's Form 8-K filed on February 1, 2011, and incorporated herein by reference). |
| 10.2 | Amendment Agreement dated March 31, 2011, by and between Ashland and Nexeo Solutions, LLC, formerly known as TPG Accolade, LLC (filed as Exhibit 10.1 to Ashland's Form 8-K filed on April 5, 2011, and incorporated herein by reference). |
| 10.3 | Ashland Supplemental Defined Contribution Plan for Certain Employees. |
| 10.4 | Form of Stock Appreciation Rights Award Agreement. |
| 10.5 | Form of Performance Unit (LTIP) Award Agreement. |
| 10.6 | Form of Restricted Stock Award Agreement. |
| 12 | Computation of Ratio of Earnings to Fixed Charges. |
| 31.1 | Certificate of James J. O'Brien, Chief Executive Officer of Ashland pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certificate of Lamar M. Chambers, Chief Financial Officer of Ashland pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32 | Certificate of James J. O'Brien, Chief Executive Officer of Ashland, and Lamar M. Chambers, Chief Financial Officer of Ashland pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS* | XBRL Instance Document. |
| 101.SCH* | XBRL Taxonomy Extension Schema Document. |
| 101.CAL* | XBRL Taxonomy Extension Calculation Linkbase Document. |

- 101.DEF* XBRL Taxonomy Extension Definition Linkbase Document.
- 101.LAB* XBRL Taxonomy Extension Label Linkbase Document.
- 101.PRE* XBRL Taxonomy Extension Presentation Linkbase Document.

*Attached as Exhibit 101 to this report are the following documents formatted in XBRL (Extensible Business Reporting Language): (i) Statements of Consolidated Income for the three and six months ended March 31, 2011 and March 31, 2010; (ii) Condensed Consolidated Balance Sheets at March 31, 2011 and September 30, 2010; (iii) Statements of Consolidated Stockholders' Equity at March 31, 2011; (iv) Statements of Condensed Consolidated Cash Flows for the six months ended March 31, 2011 and March 31, 2010; and (v) Notes to Condensed Consolidated Financial Statements, tagged as blocks of text. Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Ashland Inc.

(Registrant)

May 4, 2011

/s/Lamar M. Chambers

Lamar M. Chambers

Senior Vice President and Chief Financial Officer
(on behalf of the Registrant and as principal
financial officer)

EXHIBIT INDEX

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**Submitted electronically with this report.

**ASHLAND SUPPLEMENTAL DEFINED CONTRIBUTION PLAN
FOR CERTAIN EMPLOYEES**

(Effective January 1, 2011)

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ARTICLE 1.

PURPOSE AND EFFECTIVE DATE

1.1 Purpose. The purpose of the Plan is to provide deferred compensation for designated employees. This Plan is a supplemental retirement arrangement for a select group of management.

1.2 Effective Date The Ashland, Inc. Supplemental Defined Contribution Plan for Certain Employees is effective January 1, 2011.

ARTICLE 2. DEFINITIONS

Pronouns used in the Plan are in the masculine gender but include the feminine gender unless the context clearly indicates otherwise. Wherever used herein, the following terms have the meanings set forth below, unless a different meaning is clearly required by the context:

2.1 "Account" means an account established for the purpose of recording amounts credited on behalf of a Participant and any income, expenses, gains, losses or distributions included thereon. The Account shall be a bookkeeping entry only and shall be utilized solely as a device for the measurement and determination of the amounts to be paid to a Participant pursuant to the Plan. Separate Accounts shall be established for a Participant by Plan Year and by type of contribution to the Participant.

2.2 "Ashland" means Ashland Inc. and its present or future subsidiaries.

2.3 "Beneficiary" means the persons, trusts, estates or other entities designated in writing by a Participant, or otherwise entitled under Section 6.2 to receive benefits under the Plan upon the death of a Participant.

2.4 "Board" means the Board of Directors of Ashland Inc.

2.5 "Change in Control" shall be deemed to occur (1) upon approval of the shareholders of Ashland (or if such approval is not required, upon the approval of the Board) of (A) any consolidation or merger of the Company (a "Business Combination"), other than a consolidation or merger of the Company into or with a direct or indirect wholly-owned subsidiary, in which the shareholders of the Company own, directly or indirectly, less than 50% of the then outstanding shares of common stock of the Business Combination that are entitled to vote generally for the election of directors of the Business Combination or pursuant to which shares of the Company's Common Stock would be converted into cash, securities or other property, other than a merger of the Company in which the holders of the Company's Common Stock immediately prior to the merger have substantially the same proportionate ownership of common stock of the surviving corporation immediately after the merger, (B) any sale, lease, exchange, or other transfer (in one transaction or a series of related transactions) of all or substantially all the assets of Ashland, provided, however, that no sale, lease, exchange or other transfer of all or substantially all the assets of Ashland shall be deemed to occur unless assets constituting 80% of the total assets of Ashland are transferred pursuant to such sale, lease exchange or other transfer, or (C) adoption of any plan or proposal for the liquidation or dissolution of Ashland, (2) when any person (as defined in Section 3(a)(9) or 13(d) of the Exchange Act), other than Ashland or any subsidiary or employee benefit plan or trust maintained by Ashland, shall become the beneficial owner (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of more than 25% of Ashland's Common Stock outstanding at the time, without the approval of the Board, or (3) at any time during a period of two consecutive years, individuals who at the beginning of such period constituted the Board

shall cease for any reason to constitute at least a majority thereof, unless the election or the nomination for election by Ashland's shareholders of each new director during such two-year period was approved by a vote of at least two-thirds of the directors then still in office who were directors at the beginning of such two-year period.

2.6 "Code" means the Internal Revenue Code of 1986, as amended.

2.7 "Committee" means the Personnel and Compensation Committee of the Board of Directors and its designees.

2.8 "Compensation" shall mean the Performance Based Compensation paid under the Incentive Compensation Plan.

2.9 "Disabled" or "Disability" means a determination by the Employer that the Participant is, by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, receiving income replacement benefits for a period of not less than three months under an accident and health plan covering employees of the Employer or any Related Employer. A Participant also will be considered disabled if he is determined (a) to be totally disabled by the Social Security Administration, or (b) to be disabled in accordance with a disability insurance program, provided that the definition of disability applied under such disability insurance program complies with the requirements of Treasury Regulation Section 1.409A-3(i)(4). Corporate Human Resources or its delegate shall determine whether a Participant has incurred a Disability.

2.10 "Effective Date" means January 1, 2011.

2.11 "Effective Retirement Date" – means:

- (a) In General. The Effective Retirement Date of an Employee that is a Participant under this Plan is whichever of the following applies, so long as the Participant has at least Periods of Service of five years.
 - (1) The Effective Retirement Date is the first day of the month following the date a Participant incurs a Separation from Service -
 - (i) on or after the date the sum of the Participant's Age and Periods of Service is 80; or
 - (ii) on or after the date the Participant attains Age 55.
 - (2) The Effective Retirement Date of a Participant that incurs a Termination of Employment before the dates specified in (1) above

is the first day of the month following the date the Participant attains Age 55.

- (b) Change in Control. The Effective Retirement Date in the event of a Change in Control of a Participant considered to be a Level I or II Participant who has a Change in Control Agreement shall be the first day of the month following (i) such Participant's termination for reasons other than "Cause" or (ii) such Participant's resignation for "Good Reason" (as they are defined in the applicable Change in Control Agreement). The Effective Retirement Date in the event of a Change in Control of a Participant considered to be a Level III, IV or V Participant, or who is considered to be a Level I or II Participant and who does not have a Change in Control Agreement, shall be the first day of the month following such Participant's termination for reasons other than "Cause". For Participant's who do not have a Change in Control Agreement with Ashland, "Cause" shall have the meaning given to that word in Section 3.02. In the event a Change in Control, all Participants shall be completely vested in their Plan benefits, regardless of the number of their years of Continuous Service. For purposes of this Section a Level I, II, III, IV or V Participant shall be determined in accordance with the salary pay band grades on the records of the Company or any succeeding equivalent compensation grade designation.

2.12 "Eligible Employee" means an employee of the Employer who is determined by the Employer to be a member of a select group of management or highly compensated employees within the meaning of Sections 201(2), 301(a)(3) and 401(a)(1) of ERISA, who are classified in base salary and grades 21 and above and are not eligible for the SERP as of January 1, 2011.

2.13 "Employer" means Ashland and any Related Employer that participates in the Plan.

2.14 "ERISA" means the Employee Retirement Income Security Act of 1974, as amended.

2.15 "Identification Date" means the date as of which Key Employees are determined, which shall be December 31 of each calendar year.

2.16 "Incentive Compensation Plan" means the annual bonus paid to Employees in base salary pay and grades 21 and above under the applicable incentive compensation plan.

2.17 "Key Employee" means a "specified employee" within the meaning of Code Section 409A(a)(2)(B)(i) who satisfies the conditions set forth in Section 7.5.

2.18 "Participant" means an Eligible Employee who commences participation in the Plan in accordance with Article 2.

2.19 "Performance-Based Compensation" means performance-based compensation within the meaning of Treasury Regulation Section 1.409A-1(e).

2.20 "Plan" means the Ashland Inc. Supplemental Deferred Compensation Plan for Certain Employees.

2.21 "Plan Year" means the 12-month period commencing October 1 and ending on September 30.

2.22 "Related Employer" means Ashland and (a) any corporation that is a member of a controlled group of corporations as defined in Code Section 414(b) that includes Ashland, and (b) any trade or business that is under Common Control as defined in Code Section 414(c) that includes Ashland.

2.23 "Separation from Service" means a Participant's termination of employment with the Employer or Related Employer for any reason other than death that meets the requirements of the definition of "separation from service" set forth in Treasury Regulation Section 1.409A-1(h). For purposes of determining whether a Separation from Service has occurred, the 20% default threshold set forth in Treasury Regulation Section 1.409A-1(h)(1)(ii) shall be utilized.

2.24 "Unforeseeable Emergency" means a severe financial hardship of the Participant resulting from an illness or accident of the Participant, the Participant's spouse, the Participant's Beneficiary, or the Participant's dependent (as defined in Code Section 152, without regard to Section 152(b)(1), (b)(2) and (d)(1)(B)); loss of the Participant's property due to casualty (including the need to rebuild a home following damage to a home not otherwise covered by insurance, for example, not as a result of a natural disaster); or other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Participant. The purchase of a home and the payment of college tuition are not unforeseeable emergencies.

2.25 "Valuation Date" means each business day of the Plan Year.

ARTICLE 3.

PARTICIPATION

3.1 Participation. Each Eligible Employee shall be eligible to participate upon satisfying the following requirements.

(a) **Participant Contributions.** Each Eligible Employee of the Employer shall be eligible to defer his or her Incentive Compensation upon executing an acknowledgement of participation in the plan in the form an manner as deemed appropriate by the Committee. The acknowledgement will provide the Eligible Employee elects to participate in the Plan and the deferral amount will be determined by the Participant's deferral election under the Ashland Inc. Employee Savings Plan (the "Savings Plan") in effect on the last of the Election Period as defined in Section 4.3 of the Plan.

(b) **Company Contributions.** Each Eligible Employee of the Employer who elects to participate in the Plan shall be eligible to receive Matching Contributions, Basic Retirement Contributions and Performance Retirement Contributions in accordance with the provisions of Article 4, as soon as administratively feasible after completing a One-Year Period of Service, provided the Employee is an employee of the Employer as of such date.

3.2 Termination of Participation. The Employer may terminate a Participant's participation in the Plan but any such termination at the direction of the Employer shall not take effect until the first day of the next Plan Year.

ARTICLE 4. PARTICIPANT CONTRIBUTIONS

4.1 Deferral Agreement. Each Eligible Employee may elect prior to the beginning of a Plan Year to defer his Incentive Compensation for such upcoming Plan Year by executing, in writing or electronically, a deferral agreement in accordance with rules and procedures established by the Employer and the provisions of this Article 4. For purposes of the Plan, the deferral agreement shall be the deferral agreement entered into by the Participant under the Ashland Inc. Employee Savings Plan (the "Savings Plan") as in effect on the last day of the Election Period; provided, however, any subsequent modification to the deferral agreement under the Savings Plan during the Plan Year shall not apply to this Plan.

4.2 Amount of Deferral. An Eligible Employee may elect to defer up to 100% of his Incentive Compensation (net of applicable tax withholding and payroll deductions) for a Plan Year. The deferral amount is the amount designated on the deferral agreement.

4.3 Timing of Election to Defer. The period during which an Eligible Employee must complete a deferral agreement for an upcoming Plan Year is hereafter referred to as an "Election Period." The Election Period for the first Plan Year shall be December 1 to December 31. Thereafter, the Election Period shall be September 1 to September 30. The Plan Year shall be established by the Employer. In no event shall the last day of any Election Period, so established, be later than on or before the date that is six months before the end of the performance period, provided that the Participant performs services continuously from the later of the beginning of the performance period or the date the performance criteria are established through the date an election is made, and provided further that in no event may an election to defer Performance-Based Compensation be made after such compensation has become readily ascertainable. A new deferral agreement must be timely executed for each Plan Year during which the Eligible Employee desires to defer Incentive Compensation. An Eligible Employee who does not timely execute a deferral agreement shall be deemed to have elected zero deferrals of Incentive Compensation for such Plan Year.

Except as otherwise provided below, an Employee who is designated as an Eligible Employee during a Plan Year may elect to defer Incentive Compensation otherwise paid for services to be performed during the remainder of such Plan Year subsequent to such election in accordance with the rules of this Section 4.3 by executing a deferral agreement within 30 days after the date the employee is designated as an Eligible Employee. Incentive Compensation that is based on a specified performance period that begins before the Eligible Employee executes his deferral agreement, the election will apply to the portion of such Incentive Compensation equal to the total amount of Incentive Compensation for the service period multiplied by the ratio of the number of days remaining in the performance period after the election over the total number of days in the performance period. The rules of this paragraph shall not apply if the Eligible Employee is currently participating in or has participated in, within the last 24 months, this Plan or a "Plan" as defined by Treasury Regulation Section 1.409A-1(c) sponsored by the Employer

or any Related Employer that is required to be aggregated with this Plan under Treasury Regulation Section 1.409A-1(c)(2).

Except as otherwise provided in this Section, a deferral agreement may not be changed or revoked after the last day of the Election Period; provided, however, in the event that the Employer determines subsequent to the end of an Election Period but prior to the beginning of the upcoming Plan Year that a Participant will not be eligible to defer Incentive Compensation into the Plan during the upcoming Plan Year, then such a Participant's deferral agreement is automatically revoked to the extent permitted by Code Section 409A. A Participant's deferral elections for the remainder of the Plan Year will be cancelled in the following circumstances: (i) on account of the Participant's Disability in accordance with Treasury Regulation Section 1.409A-3(j)(4)(xii); (ii) on account of a distribution under the Plan to the Participant due to Unforeseeable Emergency, or (iii) on account of a hardship distribution pursuant to Treasury Regulation Section 1.401(k)-1(d)(3) under the Savings Plan, or any successor thereto, to the Participant.

4.4 Payment Schedule and Form of Payment. The Participant's benefit under the Plan shall be transferred to the Ashland Inc. Deferred Compensation Plan for Employees on the Participant's Effective Retirement Date (or as soon thereafter as reasonably possible), and held pursuant to the terms of that Plan and thereafter distributed as provided thereunder. Notwithstanding anything in the Plan to the contrary, a Participant who is a Key Employee shall not have the distribution of his or her benefit which is made on account of Separation from Service commence on a date earlier than the first day of the seventh month following his Separation from Service.

4.5 Time of Distribution or Transfer. Subject to the required delay of a distribution or transfer of a Plan benefit for an eligible employee who is a Key Employee, the transfer of a benefit provided in this Section shall be paid by the later of (a) the end of the calendar year in which occurs the Effective Retirement Date or (b) the 15th day of the third calendar month following such date.

4.6 Death Before Payment. If a Participant dies before his or her Effective Retirement Date, the benefit that would have been paid to such Participant had he or she survived to his or her Effective Retirement Date shall be transferred to the Ashland Inc. Deferred Compensation Plan for Employees and paid to the Beneficiary designated by such Participant under the terms of that plan.

4.7 Distribution Exceptions. Notwithstanding anything in the Plan to the contrary, the following shall apply to the distribution of benefits under the Plan:

- (a) Distribution shall be made pursuant to a domestic relations order as described in Section 12.4; and

(b) Distribution may be made in the discretion of Ashland for any other permitted purpose under Treas. Reg. section 1.409A-3(j)(4)(ii)-(xiv).

ARTICLE 5.
EMPLOYER CONTRIBUTIONS

5.1 Matching Contributions. Effective for each Plan Year commencing on or after January 1, 2011, the Employer will credit the Participant's Account with a matching contribution in an amount equal to 100% of the Participant's elective deferrals not exceeding 4% of the Participant's Incentive Compensation for such Plan Year, but only if the Participant is employed by the Employer on the date the matching contribution would otherwise be credited to the Participant's Account. Matching contributions shall be credited as of the date the deferred Incentive Compensation on which the matching contribution is based is credited and would otherwise have been paid to the Participant.

5.2 Other Employer Contributions.

(a) **Performance Retirement Contribution.** To the extent Ashland makes a Performance Retirement Contribution under the Ashland Inc. Employee Savings Plan for a Plan Year, the Employer shall credit each Participant's Account with a contribution equal to the declared Performance Retirement Contribution percentage multiplied by the Participant's Incentive Compensation for the Plan Year.

(b) **Basic Retirement Contribution.** Participants shall be credited with a Basic Retirement Contribution based on a percentage of the Participant's Incentive Compensation determined in accordance with the following table:

<u>Period of Service</u>	<u>Percentage of Compensation</u>
1-10 Years	1.5%
11-20 Years	3.0%
21 or more Years	4.5%

For purposes of this Section, Periods of Service shall be determined in accordance with the provisions of the Ashland Inc. Employee Savings Plan.

ARTICLE 6.
ACCOUNTS AND CREDITS/OTHER ADJUSTMENTS

6.1 Contribution Credits to Account. A Participant's Account will be credited for each Plan Year with (a) the amount of his elective deferrals under Section 4.1 at the time the amount subject to the deferral election would otherwise have been paid to the Participant and the amount of Employer contributions credited on his behalf under Article 5. Separate Accounts shall be maintained for each Participant for each Plan Year for which contributions are credited to the Participant and for each type of contribution.

6.2 Earnings Credits to Account. The Participant's Account shall be credited (or debited) on each Valuation Date with income (or loss) based upon a hypothetical investment in any one or more of the investment options available under the Plan, as prescribed by the Committee, for the particular Compensation credited. The crediting or debiting on each Valuation Date of income (or loss) shall be made for the each respective Account. All investments of a Participant's Account shall be valued at fair market value. Additionally, all distributions, investments and investment exchanges allowed and made under the Plan shall be as of the relevant Valuation Date at fair market value.

6.3 Adjustment of Accounts. Each Account maintained for a Participant shall be adjusted for interest credits and any expenses allocable under the terms of the Plan to the Account. The Account shall be adjusted as of each Valuation Date to reflect: (a) the interest credits and expenses described above; (b) amounts credited pursuant to Section 5.2; and (c) distributions or withdrawals.

ARTICLE 7.
RIGHT TO BENEFITS

7.1 Vesting. A Participant, at all times, has a 100% nonforfeitable interest in the amounts credited to his Accounts attributable to his elective deferrals made in accordance with Section 4.1. Unless a Participant is terminated for Cause, a Participant shall have a 100% nonforfeitable right to the Employer Contributions under the Plan. If a Participant is terminated for Cause the Participant shall forfeit all rights to his or her Accounts representing Employer Contributions.

7.2 Amount of Benefits. The vested amounts credited to a Participant's Accounts as determined under Articles 5 and 6 shall determine and constitute the basis for the value of benefits payable to the Participant under the Plan.

ARTICLE 8. DISTRIBUTION OF BENEFITS

8.1 Method and Timing of Distributions. Except as otherwise provided under the Plan, distributions under the Plan shall be made in accordance with Article 4 of the Plan.

8.2 Unforeseeable Emergency. A Participant or a Participant's legal representative may submit an application for a distribution from the Participant's Accounts because of an Unforeseeable Emergency. The amount of the distribution shall not exceed the amount necessary to satisfy the needs of the Unforeseeable Emergency. Such distribution shall include an amount to pay taxes reasonably anticipated as a result of the distribution. The amount allowed as a distribution under this Section shall take into account the extent to which the Unforeseeable Emergency may be relieved by reimbursement, insurance or liquidation of the Participant's assets (but only to the extent such liquidation would itself not cause a severe financial hardship). The distribution shall be made in a single sum and paid as soon as practicable after the application for the distribution on account of the Unforeseeable Emergency is approved. The provisions of this Section shall be interpreted and administered in accordance with applicable guidance that may be issued by the Treasury.

(a) **Disability.** A Participant or a Participant's legal representative may submit an application for a distribution from the Participant's Accounts because of the Participant's Disability. The distribution shall be made in a single sum and paid as soon as practicable after the application for the distribution on account of the Participant's Disability is approved. The provisions of this Section shall be interpreted and administered in accordance with applicable guidance that may be issued by the Treasury. If such guidance should allow an election of a period or form of distribution at the time of the application for a distribution on account of the Participant's Disability then the Plan shall allow such elections.

(b) **Prohibition on Acceleration.** Except as otherwise provided in the Plan and except as may be allowed in guidance from the Secretary of the Treasury, distributions from a Participant's Compensation Account(s) may not be made earlier than the time such amounts would otherwise be distributed pursuant to the terms of the Plan.

8.3 Key Employees. In no event shall a distribution made to a Key Employee from his Accounts due to his Separation from Service occur before the date which is six months after his Separation from Service, or, if earlier, his date of death. For purposes of this Section 7.5, a Key Employee means an employee of an employer, including any corporation that is a member of a controlled group of corporations as defined in Code Section 414(b) that includes the employer and any trade or business that is under common control as defined in Code Section 414(c) with the employer, any of whose stock is publicly traded on an "established securities market," within the meaning of Section 1.409A-1(k), or otherwise who satisfies the requirements

of Code Sections 416(i)(1)(A)(i), (ii) or (iii), determined without regard to Code Section 416(i)(5), at any time during the 12-month period ending on the Identification Date. An employee who is determined to be a Key Employee on an Identification Date shall be treated as a Key Employee for purposes of the six-month delay in distributions set forth in this Section 7.5 for the 12-month period beginning on the first day of the fourth month following the Identification Date. Whether any stock of the Employer or any Related Employer is traded on an established securities market or otherwise is determined on the date a Participant experiences a Separation from Service. Installment distributions to a Key Employee that are delayed due to the application of the requirements of this Section 7.5 shall commence as of the earliest date permitted by Code Section 409A. This Section 7.5 shall not apply to any of the following distributions: (i) a distribution upon the Participant's Disability in accordance with Section 6.3 or upon a Change in Control in accordance with Section 6.4, provided that the Participant's Separation from Service did not precede such Disability or Change in Control; or (ii) an accelerated distribution made in accordance with Section 11.9.

8.4 Permissible Delays in Payment. Distributions may be delayed beyond the date payment would otherwise occur in accordance with the provisions of Articles 6 and 7 in any of the following circumstances:

- (a) **Payments Subject to Code Section 162(m).** The Employer may delay payment if it reasonably anticipates that its deduction with respect to such payment would not be permitted due to the application of Code Section 162(m); provided, however, that (i) the deduction limitation of Code Section 162(m) shall be applied to all payments to similarly situated Participants on a reasonably consistent basis; (ii) the payment must be made either during the Participant's first taxable year in which the Employer reasonably anticipates, or should reasonably anticipate, that if the payment is made during such year, the deduction of such payment will not be barred by application of Code Section 162(m) or during the period beginning with the date of the Participant's Separation from Service (or, if the Participant is a Key Employee, beginning with the date that is six months after Separation from Service) and ending on the later of the last day of the Employer's taxable year in which the Participant incurs a Separation from Service for the 15th day of the third month following the Participant's Separation from Service (or, if the Participant is a Key Employee, the 15th day of the third month following the date that is six months after Separation from Service); (iii) where any payment to a particular Participant is delayed because of Code Section 162(m), the delay in payment will be treated as a subsequent deferral election, subject to the rules set forth in Section 7.2, unless all scheduled payments to such Participant that could be delayed are also delayed; and (iv) no election may be provided to a Participant with respect to the timing of payment hereunder.

- (b) **Payments that would violate Federal Securities Laws or Other Applicable Law.** The Employer may also delay payment if it reasonably anticipates that the marking of the payment will violate Federal securities laws or other applicable laws provided payment is made at the earliest date on which the Employer reasonably anticipates that the making of the payment will not cause such violation.
- (c) **Other Events and Conditions.** The Employer also reserves the right to delay payment upon such other events and conditions as the Secretary of the Treasury may prescribe in generally applicable guidance published in the Internal Revenue Bulletin.

Except as may be otherwise required under Code Section 409A, a payment is treated as made upon the date contemplated under the provisions of the Plan if the payment is made at such date or a later date within the same calendar year or, if later, by the 15th day of the third calendar month following the date contemplated by the Plan. If calculation of the amount of the payment is not administratively practicable due to events beyond the control of the Participant (or Participant's Beneficiary), the payment will be treated as made upon the date contemplated by the Plan if the payment is made during the first calendar year in which the payment is administratively practicable. Similarly, if the funds of the Employer are not sufficient to make the payment at the date specified under the Plan without jeopardizing the solvency of the Employer, the payment will be treated as made upon the date contemplated by the Plan if the payment is made during the first calendar year in which the funds of the Employer are sufficient to make the payment without jeopardizing the solvency of the Employer.

- (a) If a payment is not made, in whole or in part, as of the date contemplated by the Plan because the Employer refuses to make such payment, the payment will be treated as made upon the date contemplated by the Plan if the Participant accepts the portion (if any) of the payment that the Employer is willing to make (unless such acceptance will result in forfeiture of the claim to all or part of the remaining account), makes prompt and reasonable, good faith efforts to collect the remaining portion of the payment and any further payment (including payment of a lesser amount that satisfies the obligation to make the payment) is made no later than the end of the first calendar year in which the Employer and the Participant enter into a legally binding settlement of such dispute, the Employer concedes that the amount is payable, or the Employer is required to make such payment pursuant to a final and nonappealable judgment or other binding decision. For purposes of this paragraph, efforts to collect the payment will be presumed not to be prompt, reasonable, good faith efforts, unless the Participant provides notice to the Employer within 90 days of the latest date upon which the payment could have been timely made in accordance with the terms of the Plan and the Treasury Regulations promulgated under Code Section 409A, and unless, if not paid, the Participant takes further enforcement measures within

180 days after such latest date. For purposes of this paragraph, the Employer is not treated as having refused to make a payment where pursuant to the terms of the Plan the Participant is required to request payment, or otherwise provide information to take any other action, and the Participant has failed to take such action. In addition, for purposes of this paragraph, the Participant is deemed to have requested that a payment not be made, rather than the Employer having refused to make such payment, where the Employer's decision to refuse to make the payment is made by the Participant or a member of the Participant's family (as defined in Code Section 267(c)(4) applied as if the family of an individual includes the spouse of any member of the family), or any person or group of persons over whom the Participant's family member has effective control, or any person any portion of whose compensation is controlled by the Participant or the Participant's family member.

ARTICLE 9.
AMENDMENT AND TERMINATION

9.1 Amendment by Employer. The Employer reserves the sole right to amend the Plan pursuant to a resolution of its Board of Directors. An amendment must be in writing and executed by a representative of the Employer authorized to take such action. The Employer hereby reserves the right to amend the Plan without the consent of the Participants in the future, as required to comply with any present or future law, regulation or rule applicable to the Plan, including, but not limited to Code Section 409A and all applicable guidance promulgated thereunder, and to prevent any Participant from becoming subject to any additional tax or penalty under Code Section 409A. No amendment can directly or indirectly deprive any current or former Participant or Beneficiary of all or any portion of his vested Account which had accrued prior to the amendment, except to the extent required by the Code or other applicable law.

9.2 Retroactive Amendments. An Amendment made by the Employer in accordance with Section 8.1 may be made effective on a date prior to the first day of the Plan Year in which it is adopted. Any retroactive amendment by the Employer shall be subject to the provisions of Section 8.1

9.3 Plan Termination. The Plan will terminate automatically as of the date that no amounts remain to be distributed under the Plan.

The Employer reserves the right to terminate the Plan and accelerate the time and form of payment of all amounts to be distributed under the Plan in accordance with the following provisions of this Section 8.3. The Employer may make an irrevocable election to terminate the Plan and distribute all amounts credited to all Participant Accounts within the 30 days preceding or the 12 months following a Change in Control, as determined in accordance with the rules set forth in Section 6.4. For this purpose, the Plan will be treated as terminated only if all other arrangements sponsored by the Employer or any Related Employer immediately after the time of the Change in Control with respect to which deferrals of compensation are treated as having been deferred under a single plan under Treasury Regulation Section 1.409A-1(c)(2) are terminated and liquidated with respect to each Participant that experienced the Change in Control, so that under the terms of the termination and liquidation all such Participants are required to receive all amounts of compensation deferred under the terminated arrangements within 12 months of the date the Employer irrevocably takes all necessary action to terminate and liquidate the Plan and such other arrangements. In addition, the Employer reserves the right to terminate the Plan within 12 months of a corporate dissolution taxed under Code Section 331, or with the approval of a bankruptcy court pursuant to Section 503(b)(1)(A) of Title 11 of the United States Code, provided that amounts deferred under the Plan are included in the gross incomes of Participants in the earlier of (a) the taxable year in which the amount is actually or constructively received, or (b) the latest of the following years: (1) the calendar year in which the termination occurs, (2) the first calendar year in which the amount is no longer subject to a substantial risk of forfeiture, or (3) the first calendar year in which payment is administratively practicable. The Employer retains the discretion to terminate the Plan if (1) the termination does not occur proximate to a

downturn in the financial health of the Employer; (2) all arrangements sponsored by the Employer or any related Employer that would be aggregated with any terminated arrangement under Treasury Regulation Section 1.409A-1(c) if the same service provider participated in all of the arrangements are terminated, (3) no payments other than payments that would be payable under the terms of the arrangements if the termination had not occurred are made within 12 months of the termination of the arrangements, (4) all payments are made within 24 months of the termination of the arrangements, and (5) neither the Employer nor any Related Employer adopts a new arrangements that would be aggregated with any terminated arrangement under Treasury Regulation Section 1.409A-1(c), if the same service provider participated in both arrangements, at any time with the three year period following the date of termination of the arrangement. The Employer also reserves the right to terminate the Plan and accelerate the time and form of payment of all amounts to be distributed under the Plan under such conditions and events as may be prescribed by the Commissioner in generally applicable guidance published in the Internal Revenue Bulletin.

9.4 Distribution Upon Termination of the Plan. Except as provided in Section 8.3, the Plan may not be terminated before the date on which all amounts credited to all Participant Accounts have been distributed in accordance with the terms of the Plan.

ARTICLE 10.
THE TRUST

10.1 Establishment of Trust: The Employer may but is not required to establish a trust to hold amounts which the Employer may contribute from time to time to correspond to some or all amounts credited to Participants under Article 5. If the Employer establishes a trust, the provisions of Sections 9.2 and 9.3 shall become operative.

10.2 Grantor Trust: Any trust established by the Employer shall be between the Employer and a trustee pursuant to a separate written agreement under which assets are held, administered and managed, subject to the claims of the Employer's creditors in the event of the Employer's insolvency, until paid to the Participant and/or his Beneficiaries. The trust is intended to be treated as a grantor trust under the Code, and it is intended that the establishment of the trust shall not cause the Participant to realize current income on amounts contributed thereto. The Employer must notify the trustee in the event of a lawsuit regarding the Plan or regarding its bankruptcy or insolvency.

Investment of Trust Funds. Any amounts contributed to the trust by the Employer shall be invested by the trustee in accordance with the provisions of the trust and the instructions of the Committee.

ARTICLE 11.
PLAN ADMINISTRATION

11.1 Powers and Responsibilities of the Employer. The Employer shall be responsible for the general operation and administration of the Plan and for carrying out the provisions thereof. The Employer's powers and responsibilities include, but are not limited to, the following, which powers and responsibilities shall be exercised in its sole discretion:

- (a) To make and enforce such rules and regulations as it deems, in its sole discretion, necessary or proper for the efficient administration of the Plan;
- (b) To decide all questions concerning the Plan and the eligibility of any person to participate in the Plan, in its sole discretion, subject to review by the Committee.
- (c) To administer the claims and review procedures specified in Section 10.3;
- (d) To compute the amount of benefits which will be payable to any Participant, former Participant or Beneficiary in accordance with the provisions of the Plan in its discretion;
- (e) To determine the person or persons to whom such benefits will be paid in its discretion;
- (f) To authorize the payment of benefits;
- (g) To comply with any applicable reporting and disclosure requirements of Part 1 of Subtitle B of Title 1 of ERISA;
- (h) To appoint such agents, counsel, accountants, and consultants as may be required to assist in administering the Plan;
- (i) To allocate and delegate its responsibilities in its discretion, including the formation of any administrative sub-committee to administer the Plan.

11.2 Powers and Responsibilities of the Committee. The Committee shall be responsible (a) for determining the interest rate to credit to Participant's Accounts pursuant to Section 5.3, and (b) for the review of denied claims pursuant to Section 10.3 (b) in its sole discretion. In the course of reviewing a denied claim, the Committee shall have the power to interpret the Plan, in its sole discretion, and its interpretation thereof shall be final, conclusive and binding on all persons claiming benefits under the Plan.

11.3 Claims and Review Procedures.

(a) **Claims Procedure.** If any person believes he is being denied any rights or benefits under the Plan, such person may file a claim in writing with the Employer. If any such claim is wholly or partially denied, the Employer will notify such person of its decision in writing. Such notification will contain (i) specific reasons for the denial, (ii) specific reference to pertinent Plan provisions, (iii) a description of any additional material or information necessary for such person to perfect such claim and an explanation of why such material or information is necessary, and (iv) information as to the steps to be taken if the person wishes to submit a request for review. Such notification will be given within 90 days after the claim is received by the Employer (or within 180 days, if special circumstances require an extension of time for processing the claim, and if written notice of such extension and circumstances is given to such person within the initial 90 day period). If such notification is not given within such period, the claim will be considered denied as of the last day of such period and such person may request a review of his claim.

(b) **Review Procedure.** Within 60 days after the date on which a person receives a written notification of denial of claim (or, if written notification is not provided, within 60 days of the date denial is considered to have occurred), such person (or his duly authorized representative) may (i) file a written request with the Company for a review of his denied claim and of pertinent documents and (ii) submit written issues and comments to the Company. The Company will notify such person of its decision in writing. Such notification will be written in a manner calculated to be understood by such person and will contain specific reasons for the decision as well as specific references to pertinent Plan provisions. The decision on review will be made within 60 days after the request for review is received by the Company (or within 120 days, if special circumstances require an extension of time for processing the request, such as an election by the Company to hold a hearing, and if written notice of such extension and circumstances is given to such person within the initial 60-day period). If the decision on review is not made within such period, the claim will be considered denied.

11.4 Plan Administrative Costs. All reasonable costs and expenses (including legal, accounting, and employee communication fees) incurred by the Employer or Company in administering the Plan shall be paid by the Plan, to the extent not paid by the Employer.

ARTICLE 12. MISCELLANEOUS

12.1 Unsecured General Creditor of the Employer. The Plan at all times shall be entirely unfunded. Participants and their Beneficiaries, heirs, successors and assigns shall have no legal or equitable rights, interests or claims in any property or assets of the Employer or any Related Employer. For purposes of the payment of benefits under the plan, the assets of the Employer or of any Related Employer shall be, and shall remain, the general, unpledged, unrestricted assets of the Employer or of such Related Employer, respectively. The Employer's obligation under the Plan shall be merely that of an unfunded and unsecured promise to pay money in the future.

12.2 Employer's Liability. The Employer's liability for the payment of benefits under the Plan shall be defined only by the Plan and by the deferral agreements entered into between a Participant and the Employer. The Employer shall have no obligation or liability to a Participant under the Plan except as provided by the Plan and a deferral agreement or agreements.

12.3 Limitation of Rights. Neither the establishment of the Plan, nor any amendment thereof, nor the creation of any fund or account, nor the payment of any benefits, will be construed as giving to the Participant or any other person any legal or equitable right against the Employer, the Committee or any Related Employer except as provided herein; and in no event will the terms of employment or service of the Participant be modified or in any way affected hereby.

12.4 Anti-Assignment. Except as otherwise provided in connection with a division of property under a domestic relations proceeding under state law and subject to Section 9(iii), no right or interest of the eligible employees or retirees under this Plan shall be subject to involuntary alienation, assignment or transfer of any kind. An eligible employee may voluntarily assign his or her rights under the Plan. Ashland, the Board, the Committee and any of their delegates shall not review, confirm, guarantee or otherwise comment on the legal validity of any voluntary assignment. Ashland and its delegates may review, provide recommendations and approve submitted domestic relations orders using procedures similar to those that apply to qualified domestic relations orders under the qualified pension plans sponsored by Ashland. A domestic relations order intended to assign a benefit hereunder to a former spouse of an eligible employee must be delivered to the Company. The Company will review the order to determine if it is qualified. Upon notification by the Company that the order is qualified, the spouse will be able to elect a distribution of the assigned benefit by the end of the fifth calendar year following the calendar year during which the Company notifies the former spouse that the order is qualified. In all events, the entire assigned benefit must be distributed by the end of the fifth calendar year following the calendar year during which the Company notifies the former spouse that the order is qualified. Notwithstanding anything in the Plan to the contrary, if an assigned benefit is equal to or less than the adjusted Code section 402(g) limit it shall be distributed to the former spouse as soon as administratively possible. The amount of assigned benefits shall be

calculated in a manner consistent with the table summary attached hereto and incorporated herein as Appendix A. The Company may prescribe procedures that are consistent with this Section 5 and applicable law to implement benefit assignments pursuant to qualified orders.

12.5 Facility of Payment. If the Employer determines, on the basis of medical reports or other evidence satisfactory to the Employer, that the recipient of any benefit payments under the Plan is incapable of handling his affairs by reason of minority, illness, infirmity or other incapacity, the Employer may disburse such payments to a person or institution designated by a court which has jurisdiction over such recipient or a person or institution otherwise having the legal authority under State law for the care and control of such recipient. The receipt by such person or institution of any such payments, and any such payment to the extent thereof, shall discharge the liability of the Employer for the payment of benefits hereunder to such recipient.

12.6 Notices. Any notice or other communication required or permitted to be given in connection with the Plan shall be in writing and shall be deemed to have been duly given (i) upon request, if delivered personally or via courier, (ii) upon confirmation of receipt, if given by facsimile or electronic transmission, and (iii) on the third business day following mailing, if mailed first-class, postage prepaid, registered or certified mail as follows:

- (a) If it is sent to the Employer or Company, it will be at the address specified by the Employer; or
- (b) If it is sent to a Participant or Beneficiary, it will be at the last address filed with the Employer by the Participant (or Beneficiary).

12.7 Tax Withholding. The Employer shall have the right to deduct from all payments or deferrals made under the Plan any tax required by law to be withheld. If the Employer concludes that tax is owing with respect to any deferral or payment hereunder, the Employer shall withhold such amounts from any payments due the Participant or his Beneficiary, as permitted by law, or otherwise make appropriate arrangements with the Participant or his Beneficiary for satisfaction of such obligation. Tax, for purposes of this Section 11.7, means any federal, state, local, foreign or any other governmental income tax, employment or payroll tax, excise tax, or any other tax or assessment owing with respect to amounts deferred, any earnings thereon, and any payments made to Participants or Beneficiaries under the Plan.

12.8 Indemnification. To the fullest extent allowed by law, the Employer shall indemnify and hold harmless each member of the Committee and each employee, officer, or director of the Employer or any Related Employer to whom is delegated duties, responsibilities, and authority with respect to the Plan against all claims, liabilities, fines and penalties, and all expenses reasonably incurred by or imposed upon him (including but not limited to reasonable attorneys' fees) which arise as a result of his actions or failure to act in connection with the operation and administration of the Plan to the extent lawfully allowable and to the extent that such claim, liability, fine, penalty, or expense is not paid for by liability insurance purchased or paid for by the Employer or and Related Employer. Notwithstanding the foregoing, the

Employer shall not indemnify any person for any such amount incurred through any settlement or compromise of any action unless the Employer consents in writing to such settlement or compromise.

12.9 Permitted Acceleration of Payment The Employer, in its sole discretion, may accelerate the time in which payment shall be made under the Plan to: (a) an individual other than the Participant as may be necessary to fulfill a domestic relations order within the meaning of Code Section 414(p)(1)(B), (b) the extent reasonably necessary to avoid the violation of an applicable federal, state, local, or foreign ethics law or conflicts of interest law (including where such payment is reasonably necessary to permit the Participant to participate in activities in the normal course of his position in which the Participant would otherwise not be able to participate under an applicable rule), determined in accordance with Treasury Regulation Section 1.409A-3(j)(4)(iii)(B), (c) pay the FICA tax imposed under Code Sections 3101, 3121(a) and 3121(v)(2) on compensation deferred under the Plan, (d) pay the income tax at source on wages imposed under Code Section 3401 or the corresponding withholding provisions of the applicable, state, local or foreign tax laws as a result of the payment of any FICA tax described in clause (c), and to pay the additional income tax at source on wages attributable to the pyramiding Code Section 3401 wages and taxes, (e) pay state, local, or foreign tax obligations arising from participation in the Plan that apply to an amount deferred under the Plan before the amount is paid or made available to the Participant, (f) pay the income tax at source on wages imposed under Code Section 3401 as a result of the payment described in clause (e) and to pay the additional income tax at source on wages imposed under Code Section 3401 attributable to such additional Code Section 3401 wages and taxes, (g) satisfy the debt of a Participant to the Employer or any Related Employer where such debt is incurred in the ordinary course of the service relationship between the Participant and the Employer or Related Employer, as applicable, the entire amount of the reduction in any Plan year does not exceed \$5,000, and the reduction is made at the same time and in the same amount as the debt otherwise would have been due and collected from the Participant, and (h) pay the amount required to be included in gross income as a result of the failure of the Plan to comply with the requirements of Code Section 409A. The total payment under clauses (c) and (d) shall, in no event, exceed the aggregate of the FICA tax and the income tax withholding related to such FICA tax. The total payment under clause (e) shall, in no event, exceed the amount of such taxes due as a result of participation in the Plan. The total payment under clauses (e) and (f) shall, in no event, exceed the aggregate of the state, local, and foreign tax amount, and the income tax withholding related to such state, local, and foreign tax amount. The total payment under clause (h) shall, in no event, exceed the amount required to be included in income as a result of the failure to comply with requirements of Code Section 409A.

12.10 No Guarantee or Employment or Participation. Nothing in the Plan shall interfere with or limit in any way the right of the Employer to terminate any Participant's employment at any time and for any reason, nor confer upon any Participant any right to continue in the employ of the Employer or any Related Employer. No employee of the Employer shall have a right to be selected as a Participant under the Plan or, if selected, to continue to participate for any Plan Year.

12.11 Unclaimed Benefit. Each Participant shall keep the Employer informed of his current address and the current address of his Beneficiary. The Employer shall not be obligated to search for the whereabouts of any person. If the location of a Participant is not made known to the Employer within three years after the date on which payment of the Participant's vested Account is scheduled to be made (or to commence), payment may be made as though the Participant had died at the end of the three-year period. If within one additional year after such three-year period has elapsed, or, within three years after the actual death of a Participant, the Employer is unable to locate the Beneficiary of the Participant, then the Employer shall have no further obligation to pay any benefit hereunder to such Participant or Beneficiary or any other person and such benefit shall be irrevocably forfeited.

12.12 Governing Law. The Plan will be construed, administered and enforced according to the laws of the Commonwealth of Kentucky without regard to principles of conflicts of law to the extent not otherwise preempted by the Code or by ERISA.

12.13 Erroneous Payment. Any amount paid under this Plan in error to a Participant or to a Participant's Beneficiary shall be returned to the Employer. A payment made in error does not create on the part of the recipient a legally binding right to such payment.



NOTICE OF GRANT OF STOCK APPRECIATION RIGHT (SAR) AWARD

Name of Participant: [Name]
Name of Plan: 2011 Ashland Inc. Incentive Plan
Number of SARs: [xxxx]
Grant Price Per SAR: \$xx.xx
Date of SAR Grant: _____, 20____
Vesting Schedule: 50% on 1st Anniversary of Grant Date
 Additional 25% on 2nd Anniversary of Grant Date
 Remaining 25% on 3rd Anniversary of Grant Date
Expiration Date: _____, 20____

ASHLAND INC. ("Ashland") hereby confirms the grant of a Stock Appreciation Right ("SAR") award ("Award") to the above-named Participant (hereinafter called the "Participant") pursuant to the 2011 Ashland Inc. Incentive Plan (hereinafter called the "Plan"), in order to provide the Participant with an additional incentive to continue his/her services to Ashland and to continue to work for the best interests of Ashland. This Award entitles the Participant to receive a number of shares of Ashland Common Stock, par value \$0.01 per share ("Common Stock") with a fair market value equal to the product of (1) the excess of the fair market value per share of Common Stock at the time the SAR is exercised over the grant price per share of the SAR, multiplied by (2) the number of shares of Common Stock covered by the SAR (or the portion thereof which is so exercised). For purposes of this Award, fair market value shall be determined by the sale price of the Common Stock as reported on the Composite Tape of the New York Stock Exchange at the time the SAR is exercised. To the extent vested, this Award may be exercised, as provided in the Plan, until the Expiration Date or such earlier date that the Award terminates pursuant to the Plan.

Ashland confirms this Award to the Participant, as a matter of separate agreement and not in lieu of salary or any other compensation for services, of the number of SARs set forth above, subject to and upon all the terms, provisions and conditions contained herein and in the Plan.

Nothing contained in this Agreement or in the Plan shall confer upon the Participant any right to continue in the employment of, or remain in the service of, Ashland or its subsidiaries.

Information about the Participant and the Participant's participation in the Plan may be collected, recorded and held, used and disclosed by and among Ashland, its subsidiaries and any third party Plan administrators as necessary for the purpose of

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managing and administering the Plan. The Participant understands that such processing of this information may need to be carried out by Ashland, its subsidiaries and by third party administrators whether such persons are located within the Participant's country or elsewhere, including the United States of America. By accepting this Award, the Participant consents to the processing of information relating to the Participant and the Participant's participation in the Plan in any one or more of the ways referred to above.

The Participant consents and agrees to electronic delivery of any documents that Ashland may elect to deliver (including, but not limited to, prospectuses, prospectus supplements, grant or award notifications and agreements, account statements, annual and quarterly reports, and all other forms of communications) in connection with this and any other award made or offered under the Plan. The Participant understands that, unless earlier revoked by the Participant by giving written notice to _____, this consent shall be effective for the duration of the Award. The Participant also understands that the Participant shall have the right at any time to request that Ashland deliver written copies of any and all materials referred to above at no charge.

This Award is granted under, and is subject to, all the terms and conditions of the Plan, including, but not limited to, the forfeiture provision of Section 16(H) of the Plan. Copies of the Plan and related Prospectus are available for your review on Fidelity's website.

This grant of Stock Appreciation Rights is subject to your on-line acceptance of the terms and conditions of this Agreement through the Fidelity website. By accepting the terms and conditions of this Agreement, the Participant acknowledges receipt of a copy of the Plan, Prospectus, and Ashland's most recent Annual Report and Proxy Statement (the "Prospectus Information"). The Participant represents that he or she is familiar with the terms and provisions of the Prospectus Information and hereby accepts this Award on the terms and conditions set forth herein and in the Plan.

ASHLAND INC.

By: 

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PERFORMANCE UNIT AGREEMENT

Name of Participant: [Name]
Name of Plan: 2011 Ashland Inc. Incentive Plan
Number of Performance Units: [x,xxx]
Three-Year Performance Period: _____ through _____
Date of Award: _____, 20____

Ashland Inc. ("Ashland") hereby confirms the grant of a Performance Unit Award ("Award") to the above-named Participant (hereinafter called the "Participant") pursuant to the 2011 Ashland Inc. Incentive Plan (hereinafter called the "Plan"), in order to provide the Participant with an additional incentive to continue his/her services to Ashland and to continue to work for the best interests of Ashland.

This Award is granted under, and subject to, all the terms and conditions of the Long-Term Incentive Plan Program Memorandum ("LTIP") (Attachment _____) and the Plan, including, but not limited to, the forfeiture provision of Section 16(H) of the Plan. Based upon the attainment of the Performance Goals outlined in the LTIP, this Award of Performance Units will be paid to the Participant in shares of Ashland Common Stock, par value \$0.01 per share ("Common Stock") in [Month] [Year]. Copies of the Plan and related Prospectus are available for your review on Fidelity's website.

Ashland confirms this Award to the Participant, as a matter of separate agreement and not in lieu of salary or any other compensation for services, of the number of Performance Units set forth above, subject to and upon all the terms, provisions and conditions contained herein and in the LTIP and the Plan.

Nothing contained in this Agreement, the LTIP or in the Plan shall confer upon the Participant any right to continue in the employment of, or remain in the service of, Ashland or its subsidiaries.

Information about the Participant and the Participant's participation in the Plan may be collected, recorded and held, used and disclosed by and among Ashland, its subsidiaries and any third party Plan administrators as necessary for the purpose of managing and administering the Plan. The Participant understands that such processing of this information may need to be carried out by Ashland, its subsidiaries and by third party administrators whether such persons are located within the Participant's country or elsewhere, including the United States of America. By accepting this Award, the Participant consents to the processing of information relating to the Participant and the Participant's participation in the Plan in any one or more of the ways referred to above.

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The Participant consents and agrees to electronic delivery of any documents that Ashland may elect to deliver (including, but not limited to, prospectuses, prospectus supplements, grant or award notifications and agreements, account statements, annual and quarterly reports, and all other forms of communications) in connection with this and any other award made or offered under the Plan. The Participant understands that, unless earlier revoked by the Participant by giving written notice to _____, this consent shall be effective for the duration of the Award. The Participant also understands that the Participant shall have the right at any time to request that Ashland deliver written copies of any and all materials referred to above at no charge.

Please contact either Karen Willett (859) 357-7996; klwillett@ashland.com or Shane Davis (859) 815-4092; Shane_davis@ashland.com if you have any questions.

Subject to the terms and conditions specified herein and of the Plan, this Award of Performance Units shall be confirmed by execution of this Agreement and delivery thereof no later than _____, to Ashland at _____ Attention: _____. **The right to the Award of Performance Units under the Plan shall expire if not accepted by _____ as set forth above.**

IN WITNESS WHEREOF, ASHLAND has caused this instrument to be executed and delivered effective as of the day and year first above written.

ASHLAND INC.

By:

A handwritten signature in black ink that reads "Susan B. Esler". The signature is written in a cursive, flowing style.

Susan B. Esler
Vice President, Human Resources

I hereby elect to receive this Award of Performance Units subject to the terms and conditions of the 2011 Ashland Inc. Incentive Plan and the LTIP. My election to accept this Award of Performance Units is effective _____, 20____. I hereby acknowledge receipt of a copy of the Plan, Prospectus, and Ashland's most recent Annual Report and Proxy Statement (the "Prospectus Information"). I represent that I am familiar with the terms and provisions of the Prospectus Information and hereby accept this Award on the terms and conditions set forth herein and in the Plan.

Date

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Name of Participant: [Name]

Name of Plan: 2011 Ashland Inc. Incentive Plan

Number of Shares of Ashland Inc. Common Stock: [xxxx]

Par Value Per Share: \$0.01

Vesting Dates: [33.3% or ____ on _____, 20____]
[33.3% or ____ on _____, 20____]
[33.3% or ____ on _____, 20____]

Date of Award: _____, 20____

Ashland confirms this Award to the Participant, as a matter of separate agreement and not in lieu of salary or any other compensation for services, of the number of shares of Restricted Stock set forth above, subject to and upon all the terms, provisions and conditions contained herein and in the Plan.

“The transferability of this certificate and the shares of stock represented hereby are subject to the terms and conditions (including forfeitures) contained in the Plan and the Agreement entered into between the registered owner and Ashland Inc.”

The Restricted Stock will become vested, provided that the Participant remains in the continuous employment of Ashland and its subsidiaries through the Vesting Dates set forth above. The Restricted Stock may not be sold, assigned, transferred, pledged, or otherwise encumbered (except to the extent such shares shall have vested) until such Vesting Dates. While the Restricted Stock granted under this Award remains unvested, on each date the cash dividends are paid to holders of Common Stock, Ashland will credit the Participant with a number of additional shares of Restricted Stock on the unvested portion of the Award.

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determined as (1) the product of the number of unvested shares of Restricted Stock held by Participant as of the date of record for such dividend times the per share cash dividend amount, divided by (2) the Fair Market Value (as defined in the Plan) per share on the dividend payment date. Such additional Restricted Stock will be subject to the same vesting conditions and restrictions as the underlying Restricted Stock. Unless otherwise determined and directed by the Personnel and Compensation Committee, in the case of the Participant's termination for any reason prior to a Vesting Date, all such Restricted Stock which has not vested will be forfeited. Except for such restrictions described above, the Participant will have all rights of a shareholder with respect to the shares of Restricted Stock.

As the Restricted Stock vests, the Participant will owe applicable federal income and employment taxes and state and local income and employment taxes at the Vesting Date of the shares of Restricted Stock that vest. The amount of taxes due in each instance is based on the fair market value of the Common Stock delivered on the applicable Vesting Date.

Nothing contained in this Agreement or in the Plan shall confer upon the Participant any right to continue in the employment of, or remain in the service of, Ashland or its subsidiaries.

Information about the Participant and the Participant's participation in the Plan may be collected, recorded and held, used and disclosed by and among Ashland, its subsidiaries and any third party Plan administrators as necessary for the purpose of managing and administering the Plan. The Participant understands that such processing of this information may need to be carried out by Ashland, its subsidiaries and by third party administrators whether such persons are located within the Participant's country or elsewhere, including the United States of America. By accepting this Award, the Participant consents to the processing of information relating to the Participant and the Participant's participation in the Plan in any one or more of the ways referred to above.

The Participant consents and agrees to electronic delivery of any documents that Ashland may elect to deliver (including, but not limited to, prospectuses, prospectus supplements, grant or award notifications and agreements, account statements, annual and quarterly reports, and all other forms of communications) in connection with this and any other award made or offered under the Plan. The Participant understands that, unless earlier revoked by the Participant by giving written notice to _____, this consent shall be effective for the duration of the Award. The Participant also understands that the Participant shall have the right at any time to request that Ashland deliver written copies of any and all materials referred to above at no charge.

This Award is granted under, and is subject to, all the terms and conditions of the Plan, including, but not limited to, the forfeiture provision of Section 16(H) of the Plan. Copies of the Plan and related Prospectus are available for your review on Fidelity's website.

Subject to the terms and conditions specified herein and of the Plan, this Award of Restricted Stock shall be confirmed by execution of this Agreement and the Stock Power and delivery thereof no later than _____, to Ashland at _____ Attention: _____. **The right to the Restricted Stock under the Plan shall expire if not accepted by _____ as set forth above.**

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IN WITNESS WHEREOF, ASHLAND has caused this instrument to be executed and delivered effective as of the day and year first above written.

ASHLAND INC.

By:

A handwritten signature in black ink, which appears to read "Susan B. Esler". The signature is written in a cursive, flowing style.

Susan B. Esler
Vice President, Human Resources

I hereby elect to receive this Award of Restricted Stock subject to the terms and conditions of the 2011 Ashland Inc. Incentive Plan. My election to accept this Award of Restricted Stock is effective _____, 20____. I hereby acknowledge receipt of a copy of the Plan, Prospectus, and Ashland's most recent Annual Report and Proxy Statement (the "Prospectus Information"). I represent that I am familiar with the terms and provisions of the Prospectus Information and hereby accept this Award on the terms and conditions set forth herein and in the Plan.

Date

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EXHIBIT A
STOCK POWER

For Value Received, _____ hereby sells, assigns and transfers unto Ashland Inc.,
_____ Shares of the Restricted Stock of Ashland Inc. standing in _____ name on the books of said Ashland
Inc. and do hereby irrevocably constitute and appoint Computershare Trust Company, N.A. attorney to transfer the said Shares on the
books of the within named Company with full power of substitution in the premises.

Dated: _____, _____

Shareholder signature (Note:
please sign in the presence of a
representative of an institution who
is a member of a Medallion
Signature Guarantee Program*)

Medallion Signature Guarantee:

***Shareholder signature must be guaranteed by a Commercial Bank, Trust Company, Securities Dealer or other institution,
which is a member of a Medallion Signature Guarantee Program approved by the Securities Transfer Association, Inc.**

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ASHLAND INC.
COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES
(In millions)

	Six months ended March 31	
	2011	2010
<u>EARNINGS</u>		
Income from continuing operations	\$ 158	\$ 70
Income tax expense	18	40
Interest expense	50	68
Interest portion of rental expense	11	10
Amortization of deferred debt expense	19	74
Distributions less than earnings of unconsolidated affiliates	(4)	(6)
	<u>\$ 252</u>	<u>\$ 256</u>
<u>FIXED CHARGES</u>		
Interest expense	\$ 50	\$ 68
Interest portion of rental expense	11	10
Amortization of deferred debt expense	19	74
Capitalized interest	-	2
	<u>\$ 80</u>	<u>\$ 154</u>
RATIO OF EARNINGS TO FIXED CHARGES	3.15	1.66

CERTIFICATIONS

I, James J. O'Brien, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Ashland Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the Audit Committee of the registrant's Board of Directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 4, 2011

/s/ James J. O'Brien

James J. O'Brien
Chairman and Chief Executive Officer
(Principal Executive Officer)

CERTIFICATIONS

I, Lamar M. Chambers, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Ashland Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the Audit Committee of the registrant's Board of Directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 4, 2011

/s/ Lamar M. Chambers

Lamar M. Chambers
Chief Financial Officer
(Principal Financial Officer)

ASHLAND INC.

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Ashland Inc. (the "Company") on Form 10-Q for the period ended March 31, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned, James J. O'Brien, Chief Executive Officer of the Company, and Lamar M. Chambers, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ James J. O'Brien

James J. O'Brien
Chief Executive Officer
May 4, 2011

/s/ Lamar M. Chambers

Lamar M. Chambers
Chief Financial Officer
May 4, 2011