

Edgar Filing: ASHLAND INC - Form 10-Q/A

ASHLAND INC  
Form 10-Q/A  
November 05, 2004

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q/A  
AMENDMENT NO. 1

Quarterly Report Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2004

Commission file number 1-2918

ASHLAND INC.  
(a Kentucky corporation)

I.R.S. No. 61-0122250  
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 checkmark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes  No

At April 30, 2004, there were 70,373,118 shares of Registrant's Common Stock outstanding. One Right to purchase one-thousandth of a share of Series A Participating Cumulative Preferred Stock accompanies each outstanding share of Registrant's Common Stock.

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### EXPLANATORY NOTE

This amendment to the Quarterly Report on Form 10-Q/A for the quarterly period ended March 31, 2004 of Ashland Inc. ("Ashland") is being filed to indicate that Ashland has sought confidential treatment for portions of Exhibit 10.2 to this Quarterly Report. In accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended, the text of the amended item is set forth in its entirety in the pages attached hereto.

#### ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

##### (a) Exhibits

- 4 Amendment No. 1 dated as of March 18, 2004, to the Rights Agreement, dated as of May 16, 1996, between Ashland Inc. and the Rights Agent.
- 10.1 Amendment No. 2 dated as of March 17, 2004, to the Put/Call, Registration Rights and Standstill Agreement among Marathon Oil Company, Ashland Inc. and Marathon Ashland Petroleum LLC.
- 10.2\*\* Amendment No.1 dated as of March 17, 2004, to the Amended and Restated Limited Liability Company Agreement of Marathon Ashland Petroleum LLC.
- 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, 18 U.S.C. Section 1350.
- 31.2\* Certificate of J. Marvin Quin, Chief Financial Officer of Ashland pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, U.S.C. Section 1350.
- 32\* Certificate of James J. O'Brien, Chief Executive Officer of Ashland, and J. Marvin Quin, Chief Financial Officer of Ashland, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\*Filed herewith.

+Confidential treatment has been requested for portions of this document. The confidential portions have been omitted and filed separately with the United States Securities and Exchange Commission.

##### (b) Reports on Form 8-K

During the quarter ended March 31, 2004, and between such date and the filing of this quarterly report on Form 10-Q, Ashland filed or furnished the following reports on Form 8-K:

- (1) A report on Form 8-K dated January 7, 2004 announcing that Garry M. Higdem was elected as Senior Vice President of Ashland and President of Ashland Paving And Construction, Inc., effective January 12, 2004.

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- (2) A report on Form 8-K dated January 26, 2004 reporting Ashland's first quarter fiscal 2004 results.
- (3) A report on Form 8-K dated January 26, 2004 containing a Regulation FD disclosure.
- (4) A report on Form 8-K dated February 24, 2004 containing a Regulation FD disclosure.

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- (5) A report on Form 8-K dated March 22, 2004 announcing the signing of an agreement under which Ashland would transfer its 38 percent interest in Marathon Ashland Petroleum LLC and two wholly-owned businesses to Marathon Oil Corporation in a transaction structured to be generally tax free and valued at approximately \$3.0 billion. The two other businesses are Ashland's maleic anhydride business and 61 Valvoline Instant Oil Change centers in Michigan and northwest Ohio.
- (6) A report on Form 8-K dated April 7, 2004 containing a Regulation FD disclosure.
- (7) A report on Form 8-K dated April 15, 2004 announcing that Lamar M. Chambers has been elected Vice President and Controller of Ashland, effective May 1, 2004.
- (8) A report on Form 8-K dated April 26, 2004 containing a Regulation FD disclosure.
- (9) A report on Form 8-K dated April 26, 2004 reporting Ashland's second quarter fiscal 2004 results.

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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.

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(Registrant)

Date: November 5, 2004

/s/ J. Marvin Quin

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

EXHIBIT INDEX

| Exhibit<br>No. | Description  |
|----------------|--|
| 10.2+          | Amendment No. 1 dated as of March 17, 2004, to the Amended and Restated Limited Liability Company Agreement of Marathon Ashland Petroleum LLC.   |
| 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 J. Marvin Quin, 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 J. Marvin Quin, Chief Financial Officer of Ashland, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, U.S.C. Section 1350. |

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