

---

---

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

-----  
**FORM 8-K**  
-----

**CURRENT REPORT**

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

**Date of report (Date of earliest event reported): November 12, 2009**

**ASHLAND INC.**

(Exact name of registrant as specified in its charter)

Kentucky  
(State or other jurisdiction of incorporation)

1-32532  
(Commission File Number)

20-0865835  
(I.R.S. Employer Identification No.)

**50 E. RiverCenter Boulevard, Covington, Kentucky 41011**  
(Address of principal executive offices) (Zip Code)

**P.O. Box 391, Covington, Kentucky 41012-0391**  
(Mailing Address) (Zip Code)

**Registrant's telephone number, including area code (859) 815-3333**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01. Regulation FD Disclosure

Ashland Inc.'s Senior Vice President and Chief Financial Officer, Lamar M. Chambers, is scheduled to speak at 3:15 p.m. this afternoon at the Longbow Research Third Annual Paper, Packaging and Chemicals Conference in Chicago. A copy of the supporting materials for this presentation is attached hereto as Exhibit 99.1, and incorporated herein by reference. The supporting materials provide summary information and are to be considered in the context of Ashland's filings with the Securities and Exchange Commission and other public announcements.

Ashland is furnishing this information pursuant to the Securities and Exchange Commission's Regulation FD. By filing this report on Form 8-K, Ashland makes no admission as to the materiality of any information in this report.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 Presentation slides dated November 12, 2009.

**SIGNATURES**

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)

November 12, 2009

/s/ David L. Hausrath  
\_\_\_\_\_  
David L. Hausrath  
Senior Vice President and  
General Counsel

## EXHIBIT INDEX

99.1 Presentation slides dated November 12, 2009.



# ASHLAND®

***Third Annual Longbow Research  
Paper, Packaging and Chemicals Conference  
November 12, 2009***

***Lamar M. Chambers, Senior Vice President and Chief Financial Officer***

# ***Forward-Looking Statements***

**This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements are based upon a number of assumptions, including those mentioned within this presentation. Performance estimates are also based upon 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, and cost of raw materials; legal proceedings and claims (including environmental and asbestos matters); and weather. These risks and uncertainties may cause actual operating results to differ materially from those stated, projected or implied. Other risks and uncertainties include the possibility that the benefits anticipated from Ashland's acquisition of Hercules will not be fully realized; Ashland's substantial indebtedness may impair its financial condition; the restrictive covenants under the debt instruments may hinder the successful operation of Ashland's business; future cash flow may be insufficient to repay the debt; and other risks that are described in filings made by Ashland with the Securities and Exchange Commission (the "SEC"). Although Ashland believes its expectations are based on reasonable assumptions, it cannot assure the expectations reflected herein will be achieved. This forward-looking information may prove to be inaccurate and actual results may differ significantly from those anticipated if one or more of the underlying assumptions or expectations proves to be inaccurate or is unrealized or if other unexpected conditions or events occur. Other factors, uncertainties and risks affecting Ashland are contained in Ashland's periodic filings made with the SEC, including its Form 10-K for the fiscal year ended Sept. 30, 2008, and Forms 10-Q for the quarters ended Dec. 31, 2008, and March 31 and June 30, 2009, which are available on Ashland's Investor Relations website at <http://investor.ashland.com> or the SEC's website at [www.sec.gov](http://www.sec.gov). Ashland undertakes no obligation to subsequently update or revise the forward-looking statements made in this presentation to reflect events or circumstances after the date of this presentation.**

# ***Strong Leadership Positions in the Markets We Serve***

## **Ashland**

**Ashland  
Aqualon  
Functional  
Ingredients**

*#2 global  
producer  
of cellulose  
ethers*

**Ashland  
Hercules  
Water  
Technologies**

*#1 global  
producer  
of specialty  
papermaking  
chemicals*

**Ashland  
Performance  
Materials**

*#1 global leader  
in unsaturated  
polyester resins  
and vinyl ester  
resins*

**Ashland  
Consumer  
Markets  
(Valvoline)**

*#3 passenger-car  
motor oil and  
#2 quick-lube  
chain in the  
United States*

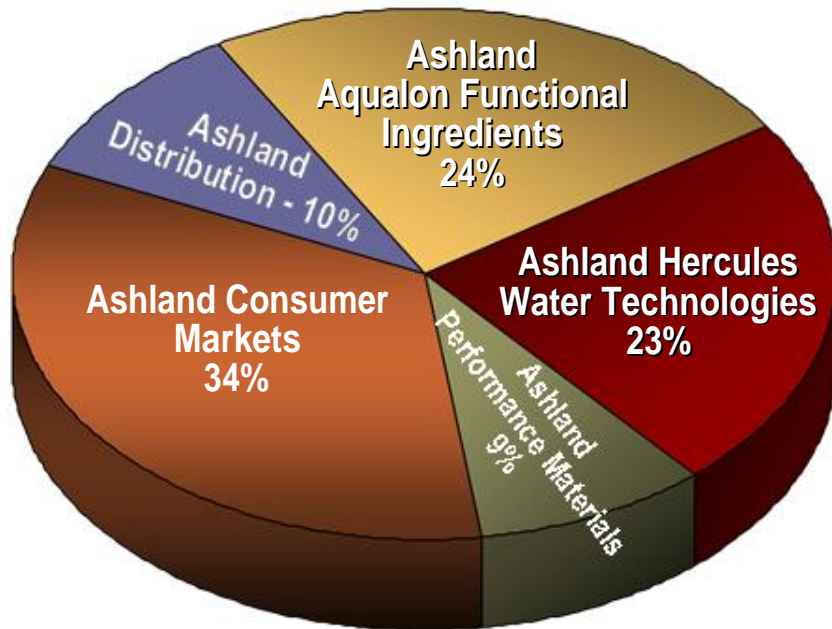
**Ashland  
Distribution**

*#2 plastics  
and #3  
chemicals  
distributor  
in North  
America*

**ASHLAND**

# Corporate Profile

## Pro Forma Ongoing EBITDA<sup>1</sup> by commercial unit



NYSE Ticker Symbol:	ASH
Total Employees:	~14,700
Outside North America	33%
Number of Countries in Which Ashland Has Sales:	More than 100

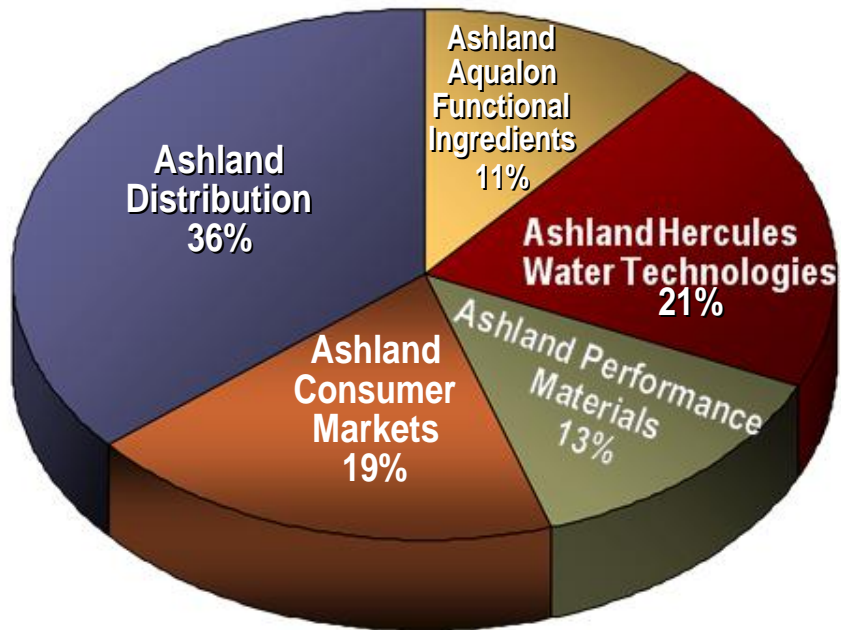
- 56 percent of EBITDA comes from specialty chemicals
  - Nearly 25 percent from renewable materials

<sup>1</sup> For the 12 months ended Sept. 30, 2009.

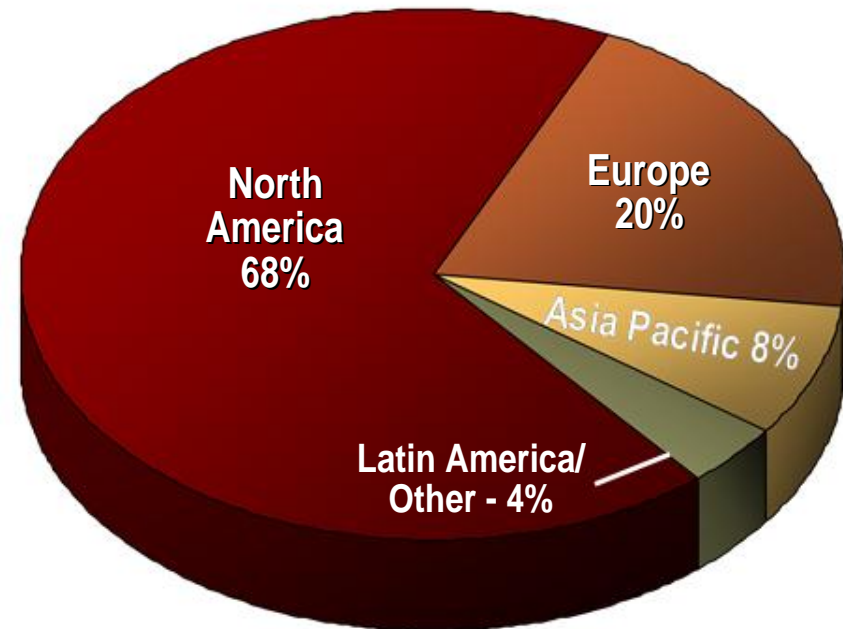


# Trailing 12 Months Pro Forma<sup>1</sup> Sales and Operating Revenue

## By commercial unit



## By geography



**~32 percent of total revenue comes  
from outside North America**

<sup>1</sup> For the 12 months ended Sept. 30, 2009, including intersegment sales.

# *Ashland Vision for the Future*

**To be a leading, global specialty chemicals company  
that is a market leader in all major businesses**

- **Building on three growth platforms**
  - Ashland Aqualon Functional Ingredients
  - Ashland Hercules Water Technologies
  - Ashland Performance Materials
- **Investing in two primary chemistries**
  - Water-soluble polymers
  - Thermoset resins
- **Sharing three common capabilities**
  - Application expertise
  - Formulation expertise
  - Polymerization expertise
- **Focusing on five key markets**
  - Paper and packaging
  - Personal care
  - Pharmaceutical
  - Construction
  - Transportation

# Ashland Aqualon Functional Ingredients

## A global leader in managing rheology of water-based systems

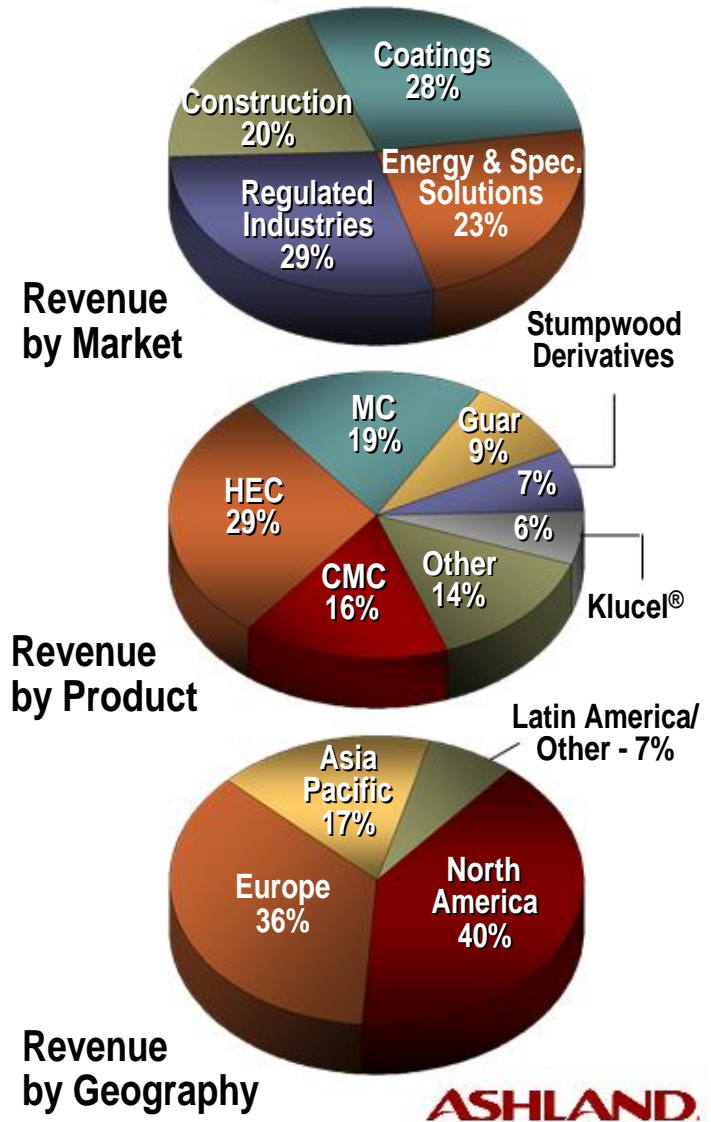
For the 12 Months Ended Sept. 30, 2009

Pro Forma Revenue: \$0.9 billion

Pro Forma Ongoing EBITDA: \$202 million

Pro Forma Ongoing EBITDA Margin: 22.4%

Business Overview	
Customers	<ul style="list-style-type: none"> <li>Diversified, global customer base</li> </ul>
Products	<ul style="list-style-type: none"> <li>Broad product line based on renewable resources                             <ul style="list-style-type: none"> <li>Water-soluble polymers (cellulose ethers and guar derivatives)</li> <li>Refined wood rosin and natural wood terpenes</li> </ul> </li> </ul>
Markets	<ul style="list-style-type: none"> <li>Water-based paints</li> <li>Paper coatings</li> <li>Construction</li> <li>Oilfield (chemicals and drilling muds)</li> <li>Regulated markets                             <ul style="list-style-type: none"> <li>Personal care</li> <li>Food</li> <li>Pharmaceuticals</li> </ul> </li> </ul>



**ASHLAND**

## *Ashland Aqualon Functional Ingredients* **Strategy**

- **Use leadership position in cellulose ethers to drive growth through product innovation and geographic expansion**
- **Invest in additional water-soluble polymers that can be leveraged across multiple growth platforms and markets**
- **Leverage deep customer relationships in core markets (coatings, construction, personal care and pharmaceutical) to introduce high-value complementary products**

# Ashland Hercules Water Technologies

*A major global supplier of process and functional chemicals*

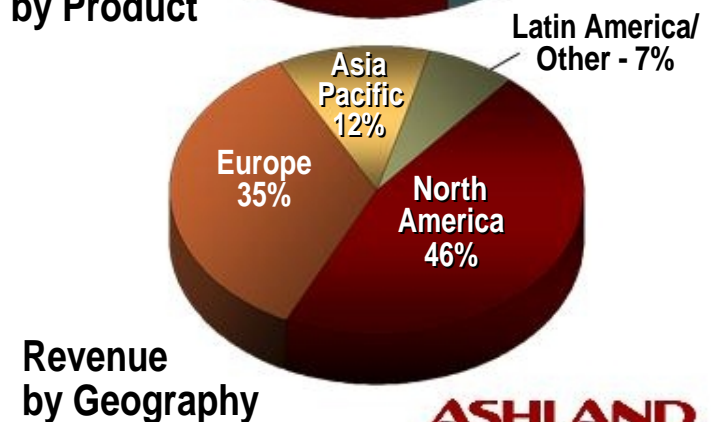
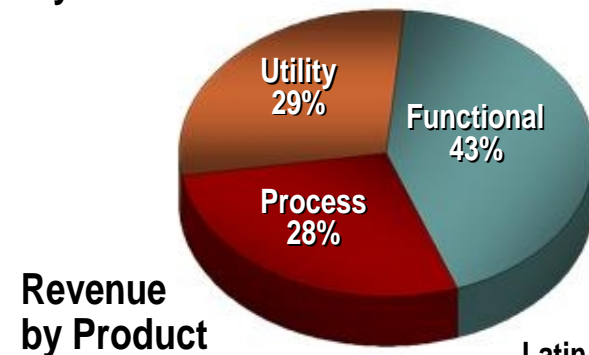
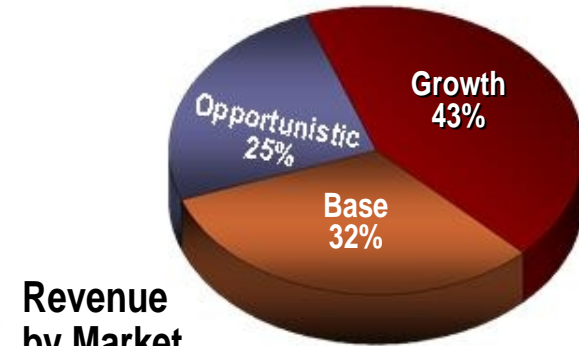
For the 12 Months Ended Sept. 30, 2009

Pro Forma Revenue: \$1.8 billion

Pro Forma Ongoing EBITDA: \$198 million

Pro Forma Ongoing EBITDA Margin: 11.0%

Business Overview	
<b>Customers/ Markets</b>	<ul style="list-style-type: none"> <li>• <b>Growth</b> <ul style="list-style-type: none"> <li>– Commercial and institutional</li> <li>– Food and beverage</li> <li>– Mining</li> <li>– Packaging</li> <li>– Pulp</li> <li>– Tissue/towel</li> </ul> </li> <li>• <b>Base</b> <ul style="list-style-type: none"> <li>– Chemicals</li> <li>– General manufacturing</li> <li>– Printing and writing</li> </ul> </li> <li>• <b>Opportunistic</b> <ul style="list-style-type: none"> <li>– Lubricants</li> <li>– Municipal</li> <li>– Marine*/Other</li> </ul> <p style="margin-left: 40px;">* Divested 8/31/09</p> </li> </ul>
<b>Products/ Services</b>	<ul style="list-style-type: none"> <li>• <b>Process chemicals:</b> microbial and contaminant control, pulping aids, retention aids and defoamers</li> <li>• <b>Utility water treatments</b></li> <li>• <b>Functional chemicals:</b> sizing/wet strength</li> </ul>



**ASHLAND**

## *Ashland Hercules Water Technologies* **Strategy**

- **Build upon leadership in specialty papermaking chemicals through product-line extension and geographic expansion**
- **Extend best-in-class, market-focused business model to additional water-intensive verticals, leveraging core process chemical technologies**
- **Continue to optimize operational efficiency of high-volume functional chemical assets**



# Ashland Performance Materials

## A global leader in specialty chemicals

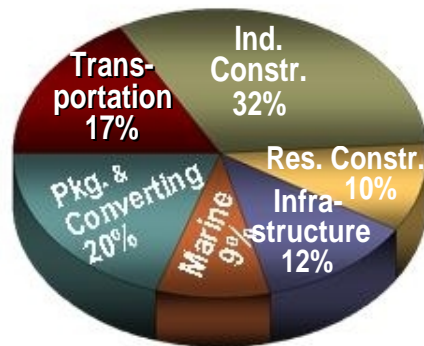
For the 12 Months Ended Sept. 30, 2009

Pro Forma Revenue: \$1.1 billion

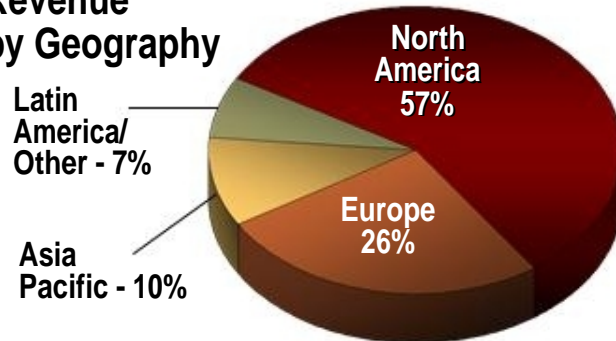
Pro Forma Ongoing EBITDA: \$77 million

Pro Forma Ongoing EBITDA Margin: 7.0%

Revenue by Market



Revenue by Geography



Business Overview	
Customers	<ul style="list-style-type: none"> <li>• Auto manufacturers; foundries; pipe and tank fabricators; packaging and converting; bathware, countertop and window lineal manufacturers; pipe relining contractors; boat builders; wide and narrow web printers</li> </ul>
Products/Services	<ul style="list-style-type: none"> <li>• Composites and Adhesives               <ul style="list-style-type: none"> <li>- Unsaturated polyester resins</li> <li>- Vinyl ester resins</li> <li>- Gelcoats</li> <li>- Pressure-sensitive adhesives</li> <li>- Structural adhesives</li> <li>- Specialty resins</li> </ul> </li> <li>• Casting Solutions               <ul style="list-style-type: none"> <li>- Foundry binder resins</li> <li>- Chemicals</li> <li>- Sleeves and filters</li> <li>- Design services</li> </ul> </li> </ul>
Markets	<ul style="list-style-type: none"> <li>• Construction, packaging and converting, transportation, and marine</li> </ul>

## *Ashland Performance Materials* **Strategy**

- **Use market insight and thermoset chemistry expertise to create innovative substitutes that are stronger, lighter and more resistant than traditional materials for transportation, construction and infrastructure markets**
- **Use leadership position in unsaturated polyester resins and vinyl ester resins to catalyze growth in Brazil, Russia, India and China**
- **Further build position in packaging and converting market, leveraging historical strength in high-end, solvent-based adhesives, while growing through new water-based and radiation-cured technologies**



# Ashland Consumer Markets: A leading worldwide marketer of premium-branded automotive lubricants and chemicals

For the 12 Months Ended Sept. 30, 2009

Pro Forma Revenue: \$1.7 billion

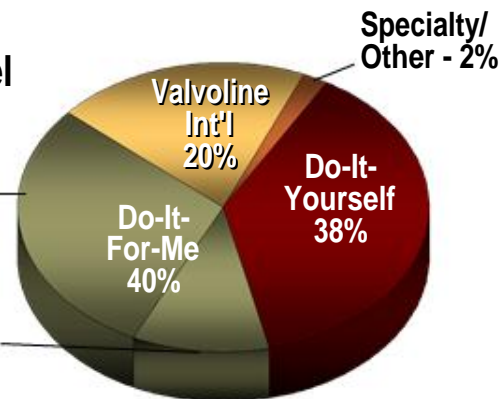
Pro Forma Ongoing EBITDA: \$288 million

Pro Forma Ongoing EBITDA Margin: 16.9%

Revenue by Market Channel

DIFM: Installer channel 29%

DIFM: Valvoline Instant Oil Change - 11%



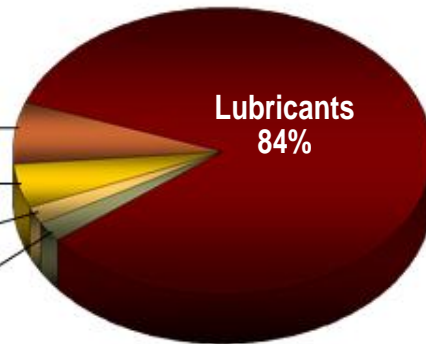
Revenue by Product Line

Chemicals - 7%

Antifreeze - 5%

Appearance products - 2%

Filters - 2%



## Business Overview

Customers	<ul style="list-style-type: none"> <li>Retail auto parts stores and mass merchandisers who sell to consumers; installers, such as car dealers and quick lubes; distributors</li> </ul>
Products/Services	<ul style="list-style-type: none"> <li>Valvoline® lubricants and automotive chemicals</li> <li>MaxLife® lubricants for high-mileage vehicles</li> <li>SynPower® synthetic motor oil</li> <li>Eagle One® and Car Brite® appearance products</li> <li>Zerex® antifreeze</li> <li>Valvoline Instant Oil Change® service</li> </ul>
Market Channels	<ul style="list-style-type: none"> <li>Do-It-Yourself (DIY)</li> <li>Do-It-For-Me (DIFM)</li> <li>Valvoline International</li> </ul>

**ASHLAND**

## *Ashland Consumer Markets* **Strategy**

- **Use superior consumer insight to create channel-focused solutions that leverage the Valvoline brand**
- **Build brand loyalty in key growth segments within D-I-Y channel, such as youth and Hispanics, through highly targeted advertising, promotions and programs**
- **Continue to deliver preferred customer experience in D-I-F-M channel through superior employee training, store traffic optimization, point-of-sale enhancements and highly targeted service offerings**
- **Develop and strengthen distribution network for both passenger-car and commercial lubricants in international markets**

# Ashland Distribution

*A leading North American chemicals and plastics distributor*

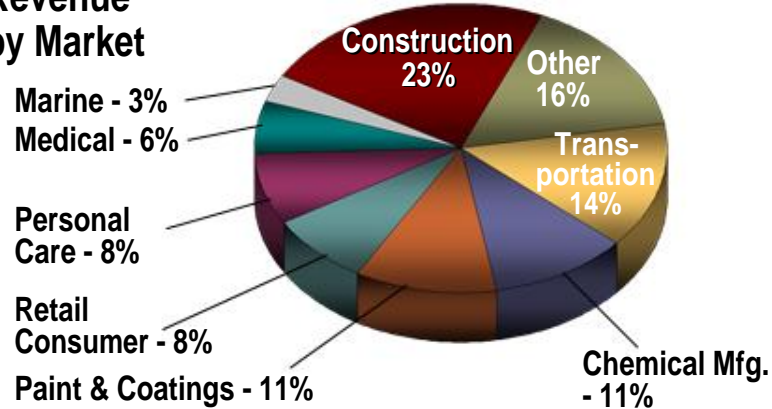
**For the 12 Months Ended Sept. 30, 2009**

**Pro Forma Revenue: \$3.0 billion**

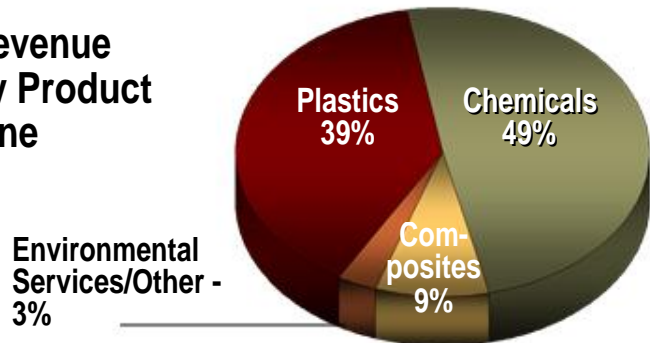
**Pro Forma Ongoing EBITDA: \$84 million**

**Pro Forma Ongoing EBITDA Margin: 2.8%**

**Revenue by Market**



**Revenue by Product Line**

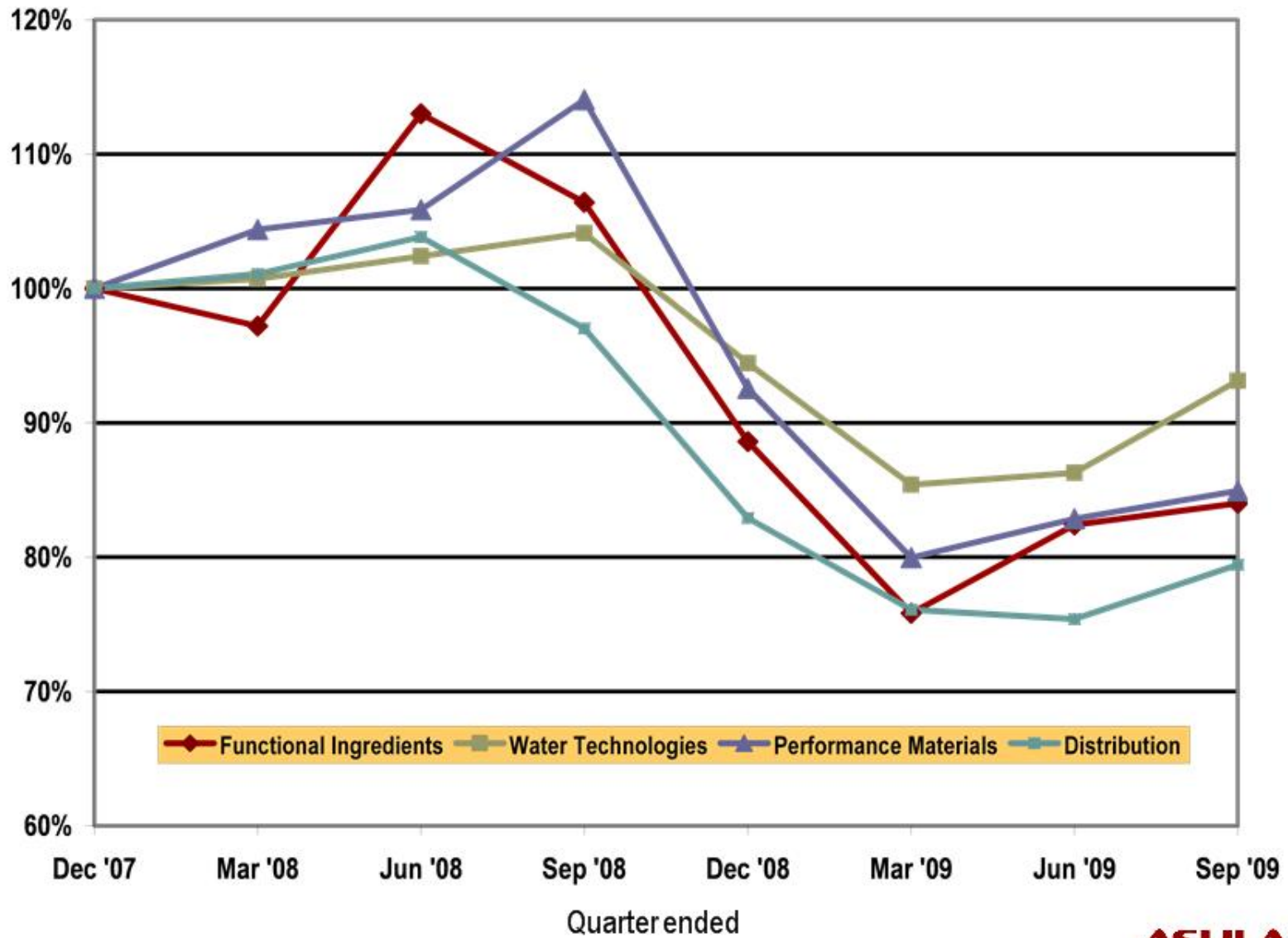


Business Overview	
<b>Customers</b>	<ul style="list-style-type: none"> <li>• Diversified customer base in North America and Europe</li> </ul>
<b>Products/Services</b>	<ul style="list-style-type: none"> <li>• More than 28,000 packaged and bulk chemicals, solvents, plastics and additives</li> <li>• Comprehensive, hazardous and nonhazardous waste-management solutions in North America</li> </ul>
<b>Markets</b>	<ul style="list-style-type: none"> <li>• Construction</li> <li>• Transportation</li> <li>• Chemical manufacturing</li> <li>• Paint and coatings</li> <li>• Retail consumer</li> <li>• Personal care</li> <li>• Medical</li> <li>• Marine</li> </ul>

## *Ashland Distribution* **Strategy**

- **Continue focus on efficiency to create highest-value channel for customers and suppliers**
- **Build best-in-class product offering by aligning with globally leading suppliers that:**
  - have low-cost production
  - can ensure continuity of supply
  - are investing in their business
  - are industry leaders in quality and reliability
- **Leverage Ashland's technical resources and asset network to provide mass market penetration for specialty products**

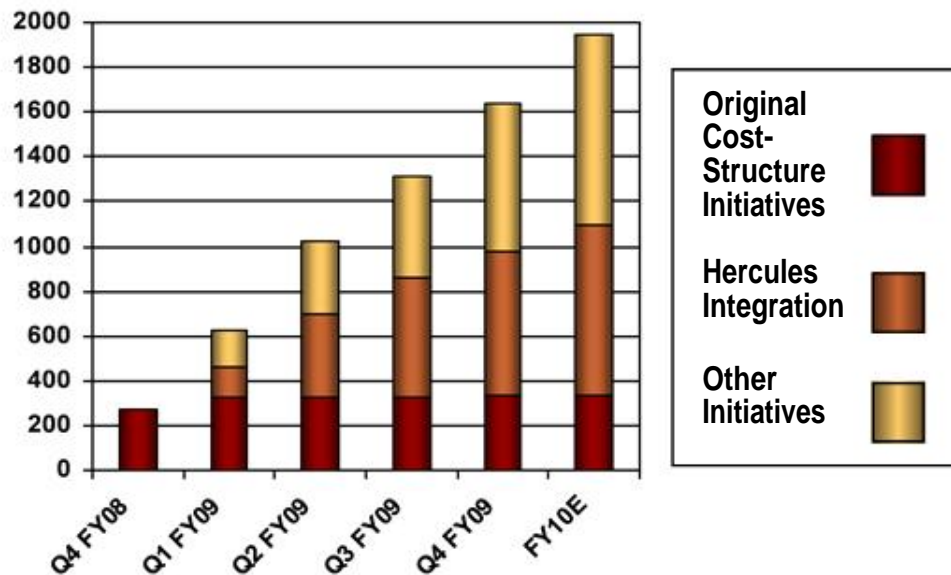
# Recent Volume Trends



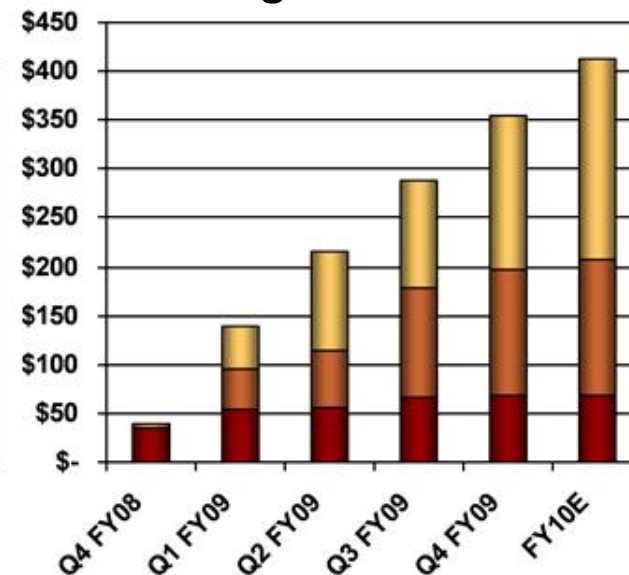
# Fiscal Fourth Quarter 2009 Cost-Reduction Program Update

- Achieved run-rate cost reductions of \$355 million
  - \$84 million achieved in Q4, including \$51 million of selling, general and administrative expenses

### Cumulative Headcount Reductions



### Annualized Run-rate Savings (in millions)



# ***Investment Highlights***

- **Among top 10 specialty chemicals companies worldwide**
- **Long-term investment opportunities within specialty chemicals businesses**
- **Continued emphasis on strong cash flow generation**
  - **Generated free cash flow<sup>1</sup> of \$831 million in FY 2009**
- **Reduced debt by \$1 billion since Hercules acquisition in November 2008**
  - **Achieved targeted debt level**
- **Improved business models, pricing processes and margin management**
- **Expect Consumer Markets' results to be much nearer 2009 record results than previous historical results**

<sup>1</sup> Free cash flow is defined as Cash Flows Provided by Operating Activities from Continuing Operations less Additions to Property, Plant and Equipment less Cash Dividends Paid.

# ***Investment Highlights***

- **Successfully integrated Hercules business**
  - Strong performance from Water Technologies
  - Cost-reduction targets achieved
- **\$355 million in total Ashland run-rate savings achieved at September 30**
  - \$400 million of total cost reductions, roughly two-thirds permanent
- **Ashland is well-positioned to leverage scale and outperform as the economy improves**