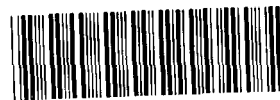
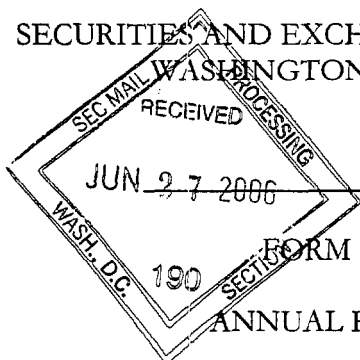


SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549



06040515

FORM 11-K
ANNUAL REPORT

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

X Annual Report Pursuant to Section 15(d) of the
Securities Exchange Act of 1934

For the fiscal year ended December 31, 2005

or

Transition Report Pursuant to Section 15(d) of the
Securities Exchange Act of 1934

For the transition period from _____ to _____
Commission file number: 1-8485

MILACRON INC.
RETIREMENT SAVINGS PLAN
(full title of the plan)

MILACRON INC.
(Name of issuer)

2090 Florence Avenue
Cincinnati, Ohio 45206
(Address and principal executive office)

PROCESSED

JUN 30 2006

THOMSON
FINANCIAL

B

W

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Milacron Inc. Benefit Plans Committee has duly caused this annual report to be signed by the undersigned thereunto duly authorized.

MILACRON RETIREMENT SAVINGS PLAN

Date: June 23, 2006

By: _____



Ross A. Anderson
Vice President - Finance and
Chief Financial Officer
and Member of the
Milacron Inc. Benefit Plans
Committee

MILACRON RETIREMENT SAVINGS PLAN

Financial Statements

December 31, 2005 and 2004

With

Report of Independent Registered Public Accounting Firm

MILACRON RETIREMENT SAVINGS PLAN

Table of Contents

| | <u>Page</u> |
|---|-------------|
| Report of Independent Registered Public Accounting Firm | 1 |
| Financial Statements: | |
| Statements of Net Assets Available for Benefits | 2 |
| Statement of Changes in Net Assets Available for Benefits | 3 |
| Notes to Financial Statements | 4 – 10 |
| Supplemental Information: | |
| Schedule of Assets Held for Investment Purposes | 12 – 14 |

Clark, Schaefer, Hackett & Co.
CERTIFIED PUBLIC ACCOUNTANTS
BUSINESS CONSULTANTS

Report of Independent Registered Public Accounting Firm

Milacron Benefit Plans Committee:

We have audited the accompanying statement of net assets available for benefits of Milacron Retirement Savings Plan (the Plan) as of December 31, 2005, and the related statement of changes in net assets available for benefits for the year ended December 31, 2005. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. The financial statements of the Plan for the year ended December 31, 2004 were audited by other auditors whose report, dated June 15, 2005, expressed an unqualified opinion on those financial statements.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2005, and the changes in net assets available for benefits for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held for investment purposes is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Clark, Schaefer, Hackett & Co.

Cincinnati, Ohio
May 2, 2006

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Milacron Benefit Plans Committee

We have audited the accompanying statement of net assets available for benefits of Milacron Retirement Savings Plan (the Plan) as of December 31, 2004. This financial statement is the responsibility of the Plan's management. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement. The Plan is not required to have, nor were we engaged to perform an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statement referred to above presents fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2004, in conformity with accounting principles generally accepted in the United States of America.



Cincinnati, Ohio
June 15, 2005

MILACRON RETIREMENT SAVINGS PLAN

Statements of Net Assets Available for Benefits

December 31, 2005 and 2004

| | <u>Assets</u> | |
|-----------------------------------|--------------------|--------------------|
| | <u>2005</u> | <u>2004</u> |
| Investments | \$ 163,472,786 | 164,619,350 |
| Contributions receivable: | | |
| Participants | 315,780 | 72,675 |
| Employer | <u>638,522</u> | <u>614,048</u> |
| | <u>954,302</u> | <u>686,723</u> |
| Net assets available for benefits | <u>164,427,088</u> | <u>165,306,073</u> |

See accompanying notes to financial statements.

MILACRON RETIREMENT SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2005

Additions to net assets attributed to:

Contributions:

| | |
|--|----------------|
| Participants | \$ 6,690,122 |
| Employer | 1,394,005 |
| Employer - noncash common stock of Milacron Inc. | 795,921 |
| Rollovers | <u>139,320</u> |
| | 9,019,368 |

Investment income:

| | |
|---|-------------------|
| Net appreciation in fair value of investments | 886,955 |
| Interest and dividends | <u>4,192,551</u> |
| Total additions | <u>14,098,874</u> |

Deductions from net assets attributed to:

| | |
|----------------------------------|-------------------|
| Benefit payments and withdrawals | 14,976,756 |
| Administrative expenses | <u>1,103</u> |
| Total deductions | <u>14,977,859</u> |

Net decrease (878,985)

Net assets available for benefits at:

| | |
|-------------------|-----------------------|
| Beginning of year | <u>165,306,073</u> |
| End of year | \$ <u>164,427,088</u> |

See accompanying notes to financial statements.

MILACRON RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2005 and 2004

1. Description of Plan:

The following description of the Milacron Retirement Savings Plan (the Plan) provides only general information. Participants should refer to the Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan sponsored by Milacron Inc. (the Company and Plan Sponsor) and covers all eligible employees of Milacron Inc. and other affiliated companies as designated by the Board of Directors. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Participants may make pre-tax and post-tax compensation contributions of up to such percentages as specified by the Plan document. The pre-tax contributions may not exceed the maximum allowable deferral as defined by the Internal Revenue Code.

The Plan Sponsor makes quarterly contributions to the Plan, which vary by affiliated company participation. The quarterly contributions are defined by the supplements to the plan document. The Plan Sponsor also may make a matching contribution equal to the lesser of a specified percentage of each participant's eligible compensation or 50% of the amount of the participant's salary deferral contribution, with the exception of Pliers and Northern Supply employees. Plan Sponsor match contributions to the Plan are directed by the Plan Sponsor and its investment policy.

The Plan has annual compliance testing performed by Mercer Trust Company. The Plan's policy is to make corrective distributions in a timely manner and to accrue for the respective distributions if amount is determined to be material to the financial statements.

Rollover contributions

Participants may contribute amounts representing distributions from other qualified defined benefit or defined contribution plans, provided the rollover contribution is received by the Plan on or before the sixtieth day immediately following the participant's receipt of the rollover amount.

MILACRON RETIREMENT SAVINGS PLAN

Notes to Financial Statements (continued)

1. Description of Plan (continued):

Participant accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contributions and (b) Plan earnings. Allocations are based on participant earnings or account balances, as defined. Forfeitures are first applied against restorals and then against Company contributions made by the Plan Sponsor. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting

Participants are vested immediately in their own contributions plus actual earnings thereon. Amounts in a participant's account attributable to Plan Sponsor basic contributions are fully vested after five years of service. Amounts in a participant's account attributable to Plan Sponsor match contributions made to the Plan prior to January 1, 2002 are fully vested after five years of service and those made January 1, 2002 and after are fully vested after three years of service. A participant also becomes fully vested upon total or permanent disability, upon attainment of age 65 or upon death before retirement.

Participant loans

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum of the lesser of \$50,000 or 50% of their account balance, excluding Voluntary and Company Matching Contributions. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined quarterly by the Plan administrator. Principal and interest is paid ratably through payroll deductions and is credited to each participant's account balance.

Payment of benefits

Upon termination of service, a participant may receive a lump-sum amount equal to the vested value of the participant's account, defer their distribution, establish a distribution schedule, or may direct Putnam Fiduciary Trust Company (effective January 1, 2005, Mercer Trust Company), the trustee, to transfer payment directly into an IRA or another employer's qualified plan. Upon death, accounts are fully vested and the entire account value is distributed to the participant's beneficiary(ies).

MILACRON RETIREMENT SAVINGS PLAN

Notes to Financial Statements (continued)

1. Description of Plan (continued):

Administrative expenses

The Plan Sponsor paid all expenses of administering the Plan, except for certain administrative services for loan, in-service withdrawals and termination distributions. If not paid by the Plan Sponsor, administrative expenses become a liability of the Plan.

Forfeitures

In the event a participant terminates employment prior to 100% vesting, the portion of employer contributions which is not vested is forfeited at that time. The forfeited amounts are used to reduce future employer contributions. At December 31, 2005 and 2004, there were \$32,217 and \$452,886 of forfeited nonvested accounts, respectively.

Plan amendments

On January 1, 2005, the Plan was amended to allow certain eligible participants (as defined in the Plan Document) to receive the Employer Basic Contribution of 4% of the eligible participant's covered compensation for the quarter.

On January 1, 2005, the Plan was amended to allow certain eligible participants (initially hired after January 1, 2005 and as defined in the Plan Document) to receive an Employer Matching Contribution percentage equal to 50% and shall not exceed 3% of the eligible participant's covered compensation for the quarter. All other participants (initially hired prior to January 1, 2005 and as defined in the Plan Document) will receive an Employer Matching Contribution percentage equal to 50% and shall not exceed 2% of the eligible participant's covered compensation for the quarter. The percentages above may be changed at anytime by the Plan Sponsor's Benefits Committee.

On March 28, 2005, the Plan was amended that if the participant's vested portion of their respective Plan account is in excess of \$1,000, distribution shall not be made prior to the last valuation date of the Plan year in which the Plan participant attains age 65 without the participant's written consent.

On July 1, 2005, the Plan was amended to allow all part-time employees regardless of division to participate in the Plan. Additionally, these employees (with the exception of those employed by MRO companies as defined in the Plan Document) are eligible for the Employer Matching Contribution. No part-time employees are eligible for the Employer Basic Contribution (except DME employees hired prior to January 26, 1996).

MILACRON RETIREMENT SAVINGS PLAN

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies:

Basis of accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for plan benefits as of the date of the financial statements and the reported amounts of changes in net assets available for plan benefits during the reporting period. Actual results could differ from those estimates.

Investment valuation and income recognition

Money market accounts are valued at cost which approximates fair value. All other investments are recorded at fair value based on quotations obtained from national securities exchanges as of the end of the year. Participant loans are recorded as the unpaid principal balances of the individual loans.

Purchases and sales of investments are recorded on the trade date. Gains and losses on the sale of investments are calculated on the specific identification method. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The Plan presents in the statement of changes in net assets available for plan benefits the net appreciation or depreciation in the fair value of its investments, which consists of realized gains and losses and unrealized gains and losses on those investments.

Payment of benefits

Benefits are recorded when paid.

MILACRON RETIREMENT SAVINGS PLAN

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued):

Risks and uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

3. Related Party Transactions:

During the year ended December 31, 2005, the Plan purchased, transferred, and sold or distributed to terminated participants shares of Milacron Inc. common stock as follows:

| | |
|--------------------------------------|-------------|
| Number of shares purchased | 867,710 |
| Cost | \$1,653,931 |
| Average cost per share | \$1.91 |
| | |
| Number of shares sold or distributed | 682,849 |
| Proceeds | \$1,346,723 |
| Average proceeds per share | \$1.97 |
| | |
| Dividends | - |

4. Investments:

The current value of individual investments that represent 5% or more of the Plan's net assets available for benefits at December 31 are as follows:

| | <u>2005</u> | <u>2004</u> |
|-------------------------------------|--------------|--------------|
| Putnam Money Market Fund | \$14,057,677 | \$14,431,602 |
| Putnam Voyager Fund | 40,223,583 | 44,243,104 |
| Putnam Bond Index Fund | 9,456,675 | 10,407,755 |
| Washington Mutual Investors R4 Fund | 32,586,396 | 34,530,627 |
| Putnam International Equity Fund | 16,316,450 | 15,267,004 |
| Neuberger Berman Genesis Trust | 10,843,860 | ** |

** Investment represents less than 5% of the Plan's net assets at the specified dated.

MILACRON RETIREMENT SAVINGS PLAN

Notes to Financial Statements (continued)

4. Investments (continued):

During 2005, the Plan's investments (including investments purchased, sold as well as held during the year) appreciated (depreciated) in fair value as determined by quoted market prices as follows:

| | |
|---|-------------------|
| Shares of registered investment companies | \$ 4,894,482 |
| Milacron Inc. common stock | (4,017,638) |
| Other investments including common stock and mutual funds | <u>10,111</u> |
| | <u>\$ 886,955</u> |

5. Nonparticipant-Directed Investments:

Information about the net assets and the significant components of the changes in net assets relating to the nonparticipant-directed investments as of December 31 is as follows:

| | <u>2005</u> | <u>2004</u> |
|-----------------------------------|-------------|------------------------------------|
| Assets | | |
| Investments: | | |
| Putnam Money Market Fund | <u>\$20</u> | <u>\$30,480</u> |
| | | Year ended December 31, 2005 |
| Change in net assets: | | |
| Employer contributions | | \$ 589,871 |
| Interest and dividends | | 89 |
| Benefit payments | | (30,912) |
| Transfer out of restricted assets | | (589,508) |
| | | <u>\$ (30,460)</u> |

6. Plan Termination:

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will be 100 percent vested in their employer and employee contributions.

MILACRON RETIREMENT SAVINGS PLAN

Notes to Financial Statements (continued)

7. Tax Status:

The Plan received a determination letter from the Internal Revenue Service dated February 2, 2004, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. The Plan was subsequently amended and restated. The Plan Sponsor believes the Plan, as amended and restated, is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

SUPPLEMENTAL INFORMATION

MILACRON RETIREMENT SAVINGS PLAN

Form 5500 E.I.N. 31-1062125

Plan No. 008

Line 4i - Schedule of Assets Held for Investment Purposes

December 31, 2005

| (a) | (b) | (c) | (d) |
|---|---|------|--------------------|
| Identity of issuer, borrower, lessor, or similar party | Description of investment including maturity date, rate of interest, collateral, par or maturity value | Cost | Current value |
| <u>Shares of registered investment companies</u> | | | |
| * Putnam Money Market Fund | 14,057,677 shares | ** | \$ 14,057,677 |
| * Putnam Bond Index Fund | 659,461 shares | ** | 9,456,675 |
| * Putnam Money Market Fund-SDB | 81,870 shares | ** | 81,870 |
| * S&P 500 Fund | 113,430 shares | ** | 3,649,040 |
| * Putnam Voyager Fund | 2,311,700 shares | ** | 40,223,583 |
| * Putnam International Equity Fund | 624,434 shares | ** | 16,316,450 |
| Washington Mutual Investors R4 Fund | 1,059,031 shares | ** | 32,586,396 |
| Dodge & Cox Balanced Fund | 91,788 shares | ** | 7,466,040 |
| J.P. Morgan Diversified Midcap Growth Fun | 125,020 shares | ** | 2,975,465 |
| Lord Abbett Midcap Value Fund | 335,145 shares | ** | 7,510,608 |
| AIM Smallcap Growth Fund | 119,375 shares | ** | 3,283,998 |
| PIMCO Total Return Fund | 627,606 shares | ** | 6,589,864 |
| Neuberger Berman Genesis Trust | 223,354 shares | ** | 10,843,860 |
| Templeton Foreign Fund | 112,262 shares | ** | 1,423,484 |
| Baron Partners Fund | 260 shares | ** | 4,796 |
| Berwyn Fund | 102 shares | ** | 3,028 |
| Bridgeway Small-Cap Value Fund | 233 shares | ** | 3,335 |
| Bridgeway Small-Cap Growth Fund | 324 shares | ** | 4,394 |
| Forward Hoover Small-Cap Fund | 124 shares | ** | 2,401 |
| Icon Energy Fund | 106 shares | ** | 3,385 |
| Kinetics Small-Cap Oppurtunities Fund | 108 shares | ** | 2,261 |
| NASDAQ-100 Index tracking stock | 200 shares | ** | 8,082 |
| PowerShares Golden Dragon Halter USX Ct | 100 shares | ** | 1,387 |
| PowerShares Wilderhill Clean Energy Fund | 100 shares | ** | 1,619 |
| RS Partners Fund | 150 shares | ** | 4,967 |
| RS Value Fund | 279 shares | ** | 6,860 |
| Semiconductor HOLDRS Trust depositary re | 100 shares | ** | 3,664 |
| Stratton Growth Fund | 24 shares | ** | 1,054 |
| StreetTracks Gold Trust | 60 shares | ** | 3,095 |
| T. Rowe Price New Horizens Fund | 80 shares | ** | 2,532 |
| Third Avenue Real Estate Value Fund | 41 shares | ** | 1,202 |
| Winslow Green Growth Fund | 122 shares | ** | 2,145 |
| | | | <u>156,525,217</u> |

MILACRON RETIREMENT SAVINGS PLAN

Form 5500 E.I.N. 31-1062125

Plan No. 008

Line 4i - Schedule of Assets Held for Investment Purposes

December 31, 2005

| (a) | (b) | (c) | (d) |
|---|---|---------------|------------------|
| Identity of issuer, borrower, lessor, or similar party | Description of investment including maturity date, rate of interest, collateral, par or maturity value | Cost | Current value |
| <u>Common Stock</u> | | | |
| * Milacron Inc. | 2,036,200 shares | \$ 18,979,823 | \$ 2,565,612 |
| 8x8 Inc. | 1,000 shares | ** | 1,860 |
| Aber Diamond Corp. | 3 shares | ** | 110 |
| Abgenix Inc. | 700 shares | ** | 15,057 |
| Acmat Corp. | 4 shares | ** | 67 |
| Advanced Micro Devices Inc. | 100 shares | ** | 3,060 |
| Akamai Technologies Inc. | 4 shares | ** | 80 |
| Ameristar Casinos Inc. | 50 shares | ** | 1,135 |
| Ameriprise Financial Inc. | 50 shares | ** | 2,050 |
| AM/TEX Oil & Gas Inc. | 2,000 shares | ** | 120 |
| Apex Silver Mines Ltd. | 100 shares | ** | 1,590 |
| API Electronics Group Corp. | 150 shares | ** | 705 |
| Apollo Group Inc. | 2 shares | ** | 121 |
| AVX Corp. | 100 shares | ** | 1,448 |
| Bed Bath & Beyond Inc. | 100 shares | ** | 3,615 |
| Best Buy Company Inc. | 200 shares | ** | 8,696 |
| Buffalo Wild Wings Inc. | 100 shares | ** | 3,321 |
| Bullion River Gold Corp. | 1,000 shares | ** | 450 |
| Coca-Cola Enterprises Inc. | 5 shares | ** | 96 |
| Coeur d'Alene Mines Corp. | 500 shares | ** | 2,000 |
| Conexant Systems, Inc. | 100 shares | ** | 226 |
| Con Space Communications Ltd. | 17,500 shares | ** | 19,330 |
| Crystallex International Corp. | 500 shares | ** | 1,070 |
| Deckers Outdoor Corp. | 50 shares | ** | 1,381 |
| Dell Inc. | 3 shares | ** | 90 |
| Dragon Gold Resource Inc. | 200 shares | ** | 11 |
| Duke Energy Corp. | 3 shares | ** | 82 |
| Ebay Inc. | 54 shares | ** | 2,335 |
| Elan Corporation PLC | 2,505 shares | ** | 34,895 |
| Empire Resources Inc. | 3 shares | ** | 33 |
| Faro Technologies Inc. | 100 shares | ** | 2,000 |
| Fidelis Energy Inc. | 2,100 shares | ** | 294 |
| Geron Corporation | 8,700 shares | ** | 74,907 |
| Goldcorp Inc. | 200 shares | ** | 4,435 |

MILACRON RETIREMENT SAVINGS PLAN

Form 5500 E.I.N. 31-1062125

Plan No. 008

Line 4i - Schedule of Assets Held for Investment Purposes

December 31, 2005

| (a) | (b) | (c) | (d) |
|---|---|------|-----------------------------------|
| Identity of issuer, borrower, lessor, or similar party | Description of investment including maturity date, rate of interest, collateral, par or maturity value | Cost | Current value |
| <u>Common Stock (continued)</u> | | | |
| Google Inc. | 1 shares | ** | \$ 415 |
| Health Sciences Group Inc. | 1,000 shares | ** | 390 |
| Instapay Systems Inc. | 728 shares | ** | 1 |
| International Business Machines Corp. | 25 shares | ** | 2,055 |
| Interpharm Holdings Inc. | 1,000 shares | ** | 1,240 |
| J.P. Morgan Chase & Co. | 100 shares | ** | 3,969 |
| Kinross Gold Corporation | 250 shares | ** | 2,299 |
| Liberty Star Gold Corp. | 2,000 shares | ** | 2,400 |
| Lucent Technologies Inc. | 1,450 shares | ** | 3,857 |
| MCI Inc. | 3 shares | ** | 59 |
| Microsoft Corp. | 3 shares | ** | 78 |
| Nanogen Inc. | 200 shares | ** | 524 |
| Newpark Resources Inc. | 500 shares | ** | 3,815 |
| Omnivision Technologies Inc. | 4 shares | ** | 80 |
| Procter & Gamble Co. | 27 shares | ** | 1,563 |
| Quantum Fuel Systems Technologies World | 100 shares | ** | 268 |
| Silver Star Energy Inc. | 1,000 shares | ** | 220 |
| Sirius Satellite Radio Inc. | 504 shares | ** | 3,377 |
| Starbucks Corp. | 1,800 shares | ** | 54,018 |
| Superconductor Technologies Inc. | 4,000 shares | ** | \$ 1,720 |
| Sycamore Networks Inc. | 200 shares | ** | 864 |
| Telecomunicacoes de Sao Paulo S.A. | 8 shares | ** | 164 |
| White Mountains Insurance Group Ltd. | 2 shares | ** | 1,117 |
| Williams Coal Seam Gas Royalty Trust | 2 shares | ** | 35 |
| Yahoo Inc. | 100 shares | ** | 3,918 |
| | | | <hr/> 2,840,728 |
| Participant Loans | Interest rate 4.0 - 9.5% | | 4,105,318 |
| Cash | | | <hr/> 1,523 |
| | | | <hr/> \$ 163,472,786 <hr/> |

* Denotes a party-in-interest

** Cost of asset is not required to be disclosed as investment is participant-directed.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Plan Administrator of the
Milacron Retirement Savings Plan:

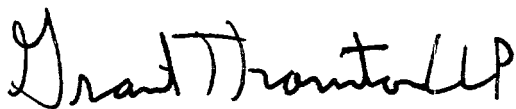
We consent to incorporation by reference in the Registration Statement (No. 333-115949) on Form S-8 of Milacron Inc. of our report dated May 2, 2006, relating to the statements of net assets available for benefits of the Milacron Retirement Savings Plan as of December 31, 2005, and the related statements of changes in net assets available for benefits and the supplemental schedules for the years then ended, which report appears in the December 31, 2005 annual report on Form 11-K of the Milacron Retirement Savings Plan.

Clark, Schaefer, Hackett & Co.

Cincinnati, Ohio
June 23, 2006

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use of our report dated June 15, 2005, with respect to the statement of net assets available for benefits of Milacron Retirement Savings Plan as of December 31, 2004, included in the Annual Report (Form 11-K) for the year ended December 31, 2005.

A handwritten signature in black ink that reads "Grant Thornton LLP". The signature is written in a cursive, flowing style.

Cincinnati, Ohio

June 23, 2006