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Subject Company: Ashland Inc.
Commission File No.: 001-02918

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Forward-Looking Statements and Additional Information

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 statements include those that refer to Ashland's operating performance and expectations about this transaction, including those statements that refer to the expected benefits of the transaction to Ashland's shareholders. Although Ashland believes its expectations are based on reasonable assumptions, it cannot assure the expectations reflected herein will be achieved. These forward-looking statements are based upon internal forecasts and analyses of current and future market conditions and trends, management plans and strategies, weather, operating efficiencies and economic conditions, such as prices, supply and demand, cost of raw materials, and legal proceedings and claims (including environmental and asbestos matters) and are subject to a number of risks, uncertainties, and assumptions that could cause actual results to differ materially from those we describe in the forward-looking statements. The risks, uncertainties and assumptions include the possibility that Ashland will be unable to fully realize the benefits anticipated from the transaction; the possibility of failing to receive a favorable ruling from the Internal Revenue Service; the possibility that Ashland fails to obtain the approval of its shareholders; the possibility that the transaction may not close or that Ashland may be required to modify some aspect of the transaction to obtain regulatory approvals; and other risks that are described from time to time in the Securities and Exchange Commission reports of Ashland. Other factors and risks affecting Ashland are contained in Ashland's Form 10-K for the fiscal year ended Sept. 30, 2003, filed with the Securities and Exchange Commission (SEC) and available in Ashland's Investor Relations website at www.Ashland.com/investors or the SEC's website at 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.

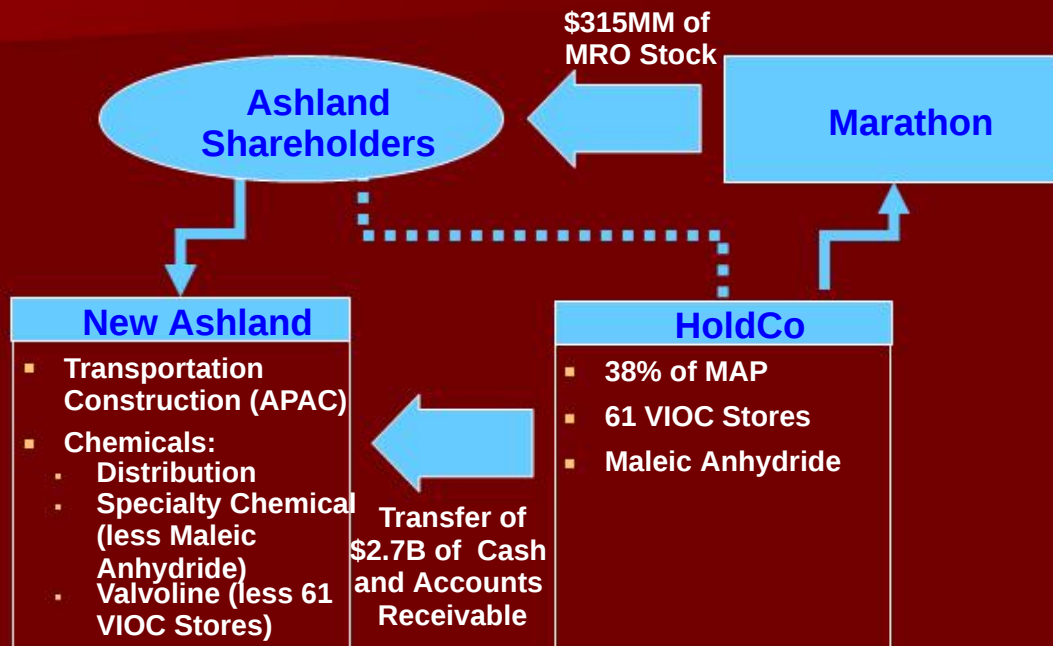
Additional Information About This Transaction

Investors and security holders are urged to read the proxy statement/prospectus regarding the proposed transaction when it becomes available because it will contain important information. The proxy statement/prospectus will be filed with the SEC by Ashland, and security holders may obtain a free copy of the proxy statement/prospectus when it becomes available, and other documents filed with the SEC by Ashland, at the SEC's website at www.sec.gov. The proxy statement/prospectus, and other documents filed with the SEC by Ashland, may also be obtained for free in the SEC filings section on Ashland's Investor Relations website at www.Ashland.com/investors, or by directing a request to Ashland at 50 E. RiverCenter Blvd., Covington, KY 41012. The respective directors and executive officers of Ashland and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding Ashland's directors and executive officers is available in its proxy statement filed with the SEC by Ashland on December 8, 2003. Investors may obtain information regarding the interests of participants in the solicitation of proxies in connection with the transaction referenced in the following information by reading the proxy statement/prospectus when it becomes available.

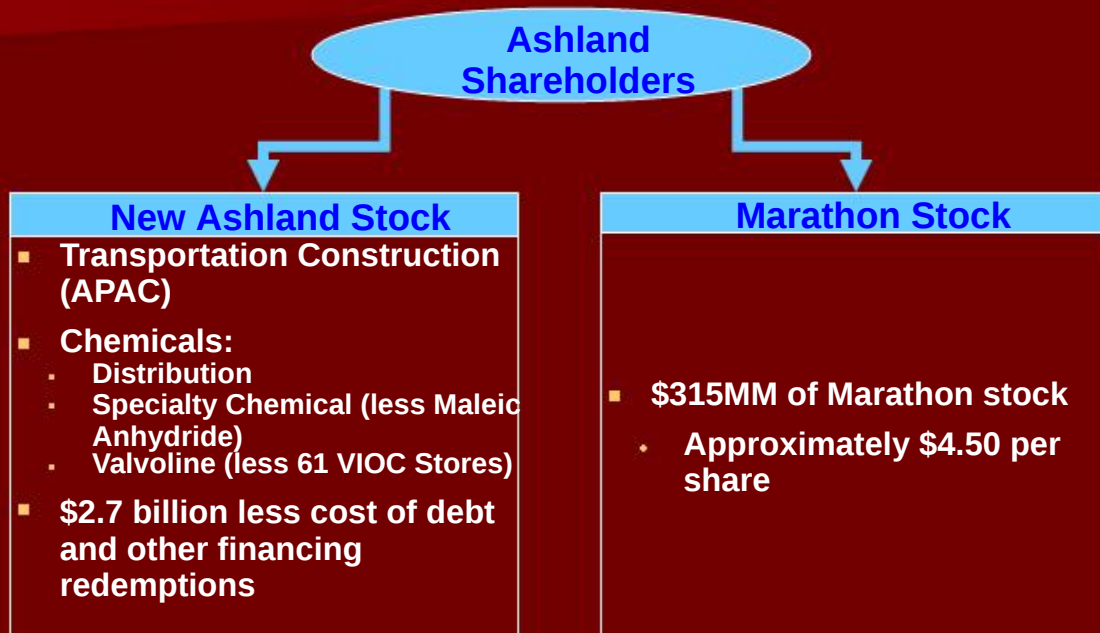
Presentation Agenda

- **Overview of Transaction**
J. Marvin Quin
Sr. Vice President and Chief Financial Officer
- **Ashland's Vision and Strategy**
James J. O'Brien
Chairman and Chief Executive Officer
- **Q&A**

Overview of the Transaction



Final Configuration



Conditions to Closing

- Favorable IRS ruling
- Opinions of outside tax counsel
- Approval of shareholders
- Regulatory approval (HSR)
- Consents of 90 % of public debt
- Updated solvency opinions, etc.

Section 355(e) Tax Risk

- **Estimated New Ashland tax basis of approximately \$3.6 billion, or \$51 per New Ashland share, based on number of shares currently outstanding.**
 - Equates to roughly \$55.50 per current Ashland share

	<u>Dollars/Share</u>
New Ashland Tax Basis	\$ 51.00
Plus Marathon Stock	<u>4.50</u>
Implied Old Ashland Value	\$ 55.50

- **Section 355(e) tax payable on difference between value of Ashland at closing and \$55.50.**
 - Based on number of Ashland shares currently outstanding.

Impact on Future Earnings

- Revenues would be affected only by the reduction in sales from the Maleic business and Valvoline stores, which totaled about \$83 million in 2003.
- Future operating income would not have the earnings from:
 - MAP interest, which equaled \$285 million in 2003;
 - Two other businesses, which totaled \$16 million in 2003.
- Certain costs retained post-closing
 - Pension/other post-retirement benefits
 - Environmental costs
- Reduced rent costs
- Net interest income
- Capital structure to evolve over time

Commercial Relationships

- MAP is current Ashland supplier
 - Lube stocks to Valvoline
 - Asphalt to APAC
 - Solvents to Ashland Distribution

- MAP is current Ashland customer
 - Packaged products from Valvoline
 - Water treatment chemicals from Specialty Chemical

- If the transaction closes, MAP also becomes
 - Sole supplier of maleic anhydride
 - Largest VIOC franchisee

Profitability Improvement Plan

October 2002

STATED OBJECTIVE	STATUS	COMMENTS
▪ Reduce G&A by \$25 million	✓	Run rate of \$100MM savings by end of fiscal 2004
▪ Improve returns from Ashland Distribution or seek strategic alternatives	✓	Operating income up 44% in the 1 st quarter of 2004
▪ Increase returns from APAC	✓	Net construction job revenues up 20% in 1 st quarter of 2004
▪ Improve organizational effectiveness	✓	Implemented Process-centered approach
▪ Strategic review of businesses to optimize business mix	✓	Divested Electronic Chemicals business
▪ Reduce debt	✓	Total debt reduced by \$233MM since 2002
▪ Capture value from MAP	✓	Announced transaction with Marathon
▪ Expand in existing or adjacent markets	In progress	Focus on organic growth; disciplined M&A approach

Business Update



Chemicals

Anticipated 2nd quarter operating income in range of \$50-55 million, compared to \$30 million in 2003.

Growth Strategy

- Expand Core Businesses
- Operational Excellence
- Provide more Value-Added Services
- Expand Geographically

Transportation Construction

Improved results expected for historically-weakest season. Operating loss in the range of \$30-40 million for March quarter is much improved over \$57 million loss in 2003.

Growth Strategy

- Expand Core Businesses
- Improve Project Development Capabilities
- Expand Major Project Group
- Expand Geographically



Use of Transaction Proceeds

- Repayment of debt, build liquidity
- No extraordinary dividends or stock repurchase plans
- No change in standards for acquisitions or capital expenditures
- Focus on core expansions and adjacencies
- Acquisition bias toward small- to medium-sized transactions

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Questions?