

**SAMPLE STATEMENT
(FOR ILLUSTRATION PURPOSES ONLY)**

Taxpayer Name: JANE DOE

Taxpayer Identification Number (Social Security Number): 555-55-5555

Statement of a Shareholder of Ashland Inc. That Received a Distribution of Marathon Common Stock Filed in Accordance with Treasury Regulation § 1.355-5(b) and § 1.368-3(b)

1. **Description of the Transaction.** On June 30, 2005, each share of common stock of Ashland Inc. ("Old Ashland") was converted into one share of common stock of New EXM Inc. (which has since been renamed Ashland Inc., and is referred to as "New Ashland") and 0.2364 shares of common stock of Marathon Oil Company ("Marathon"), in a series of steps constituting a single transaction (the "Transaction"). An agreement among the parties and the Internal Revenue Service provides that the following treatment will apply to the steps in the Transaction under the Internal Revenue Code of 1986, as amended (the "Code"):

- d) **The Conversion.** Each share of common stock of Old Ashland was converted into one share of common stock of ATB Holdings Inc. ("ATB Holdings") in a reorganization described in Section 368(a)(1)(F) of the Code.
- e) **The Distribution.** ATB Holdings distributed to its shareholders (that is, to the shareholders of record of Old Ashland as of June 30, 2005 (the "Record Date")) all of the common stock of New Ashland, which held certain of the businesses of Old Ashland. Each shareholder received one share of New Ashland common stock for each share of Old Ashland common stock it held. The Distribution was a reorganization and distribution described in Sections 368(a)(1)(D) and 355 of the Code.
- f) **The Merger.** Immediately after the Distribution, ATB Holdings merged into a wholly owned subsidiary of Marathon. In the Merger each share of common stock of ATB Holdings (which corresponded to one share of common stock of Old Ashland) was converted into 0.2364 shares of common stock of Marathon. The Merger was a reorganization described in Section 368(a)(1)(A) of the Code.

2. **Names and Addresses of Corporations.** The names and addresses of the corporations involved in the Distribution are as follows:

(a) **Distributing Corporation:** ATB Holdings Inc., 50 E. RiverCenter Boulevard, Covington, KY 41012. EIN: 20-0865736

(b) **Controlled Corporation:** New EXM Inc., 50 E. RiverCenter Boulevard, Covington, KY 41012. EIN: 20-0865835

3. **Ashland Common Stock Converted in the Transaction.** The number of shares of Old Ashland common stock owned by the undersigned on June 30, 2005, was 100. (See attached worksheet for guidance -- Step 1 column B.)

4. **Tax Basis.** The tax basis of the ATB Holdings common stock surrendered in the Merger was \$ 894. (See attached worksheet for guidance -- Step 2.) **(This becomes the tax basis in the Marathon Stock received in the Merger. You may need this in the future to calculate any gain/loss on the sale of the Marathon stock).**

5. **Value of Marathon Stock.** The fair market value as of June 30, 2005 of the Marathon Oil Corporation common stock received by the undersigned in connection with the Merger was \$1,283. (See attached worksheet for guidance -- Step 3.) (This value is for IRS information purposes only. It does not create any tax liability or affect any tax gain/loss calculations.)

6. The IRS signed an agreement on May 16, 2005, holding, among other things, that (a) the Conversion was a reorganization described in Section 368(a) of the Code, (b) the Distribution was a reorganization and distribution described in Sections 368(a) and 355 of the Code and (c) the Merger was a reorganization described in Section 368(a) of the Code.

**SAMPLE WORKSHEET
(FOR ILLUSTRATION PURPOSES ONLY)**

Step 1: Determine Number and Basis of Shares of Old Ashland Common Stock.

Determine the number of shares common stock of Old Ashland you held on June 30, 2005, which was the record date for the Transaction. Also determine your tax basis (generally, your cost) for those shares. *Ashland cannot assist in the determination of your tax basis in Old Ashland stock. Please consult your tax advisor.* You can use this form to help:

<u>Column A</u> Acquisition Date	<u>Column B</u> Number of Shares	<u>Column C</u> Tax Basis
August 9, 2004	100	\$ \$ 5,000
		\$
		\$
		\$
		\$
		\$
Total (add all lines):	100	\$ 5,000
	<i>(To Statement Answer 3) (To Step 3 Below)</i>	<i>(To Step 2 Below)</i>

Step 2: Determine Basis of Shares of ATB Holdings Common Stock (this becomes the tax basis in the aggregate Marathon stock received in the Merger).

Total Tax Basis of Old Ashland Common Stock	:	\$ 5,000	<i>(from Step 1 Column C)</i>
<i>Multiply by :</i>		X 17.88%	<i>(0.1788[*])</i>
Basis of Shares of ATB Holdings (this becomes the tax basis in the aggregate Marathon stock received in the Merger) :		\$ 894	<i>(To Statement Answer 4)</i>
Basis of Shares of New Ashland (Total Tax Basis from Step 1, Column C, minus Basis of Shares of ATB Holdings above) :		\$ 4,106	<i>(Retain for your records only. Not required in Statement)</i>

Step 3: Determine Value of Shares of Marathon Common Stock Received.

Total Number of Shares of Old Ashland Common Stock :	:	100	<i>(from Step 1 Column B)</i>
<i>Multiply by :</i>		x 0.2364	
Total Number of Shares of Marathon Common Stock Received		23.64	
<i>Multiply by :</i>		x \$54.29 [†]	
Total Value of Marathon Common Stock Received :		\$ 1,283.42	<i>(To Statement Answer 5)</i>

^{*} This number is based on the values Ashland currently intends to report for the fair market value of the New Ashland common stock and Marathon common stock on June 30, 2005 (\$58.93 and \$54.29, respectively). It is possible, however, that the IRS could assert that different values should be used.

[†] This number is based on the value Ashland currently intends to report for the fair market value of the Marathon common stock on June 30, 2005. It is possible, however, that the IRS could assert that a different value should be used.