

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2009 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>THE LUBRIZOL CORPORATION PENSION PLAN</u>	1b Three-digit plan number (PN) ►	<u>001</u>	
	1c Effective date of plan	<u>12/11/1944</u>	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>THE LUBRIZOL CORPORATION</u> <u>29400 LAKELAND BLVD</u> <u>WICKLIFFE, OH 44092</u>	2b Employer Identification Number (EIN) <u>34-0367600</u>	2c Sponsor's telephone number <u>440-943-4200</u>	2d Business code (see instructions) <u>325900</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/13/2010</u>	<u>JOYCE D. ERXLEBEN</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/13/2010</u>	<u>C. LARRY MILLER</u>
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2009)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")

THE LUBRIZOL CORPORATION

29400 LAKELAND BLVD.
WICKLIFFE, OH 44092**3b** Administrator's EIN

34-0367600

3c Administrator's telephone number

440-943-4200

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:**a** Sponsor's name**4b** EIN**4c** PN**5** Total number of participants at the beginning of the plan year**5**

5570

6 Number of participants as of the end of the plan year (welfare plans complete only lines **6a**, **6b**, **6c**, and **6d**).**a** Active participants.....**6a**

3375

b Retired or separated participants receiving benefits.....**6b**

744

c Other retired or separated participants entitled to future benefits.....**6c**

1396

d Subtotal. Add lines **6a**, **6b**, and **6c**.....**6d**

5515

e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....**6e**

109

f Total. Add lines **6d** and **6e**.....**6f**

5624

g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....**6g****h** Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....**6h**

62

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)**7****8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

1A 1G

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:**9a** Plan funding arrangement (check all that apply)(1) ☐

Insurance

(2) ☐

Code section 412(e)(3) insurance contracts

(3) ☒

Trust

(4) ☐

General assets of the sponsor

9b Plan benefit arrangement (check all that apply)(1) ☐

Insurance

(2) ☐

Code section 412(e)(3) insurance contracts

(3) ☒

Trust

(4) ☐

General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)**a Pension Schedules**(1) ☒**R** (Retirement Plan Information)(2) ☐**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary(3) ☒**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary**b General Schedules**(1) ☒**H** (Financial Information)(2) ☐**I** (Financial Information - Small Plan)(3) ☐**A** (Insurance Information)(4) ☒**C** (Service Provider Information)(5) ☒**D** (DFE/Participating Plan Information)(6) ☐**G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>THE LUBRIZOL CORPORATION PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>THE LUBRIZOL CORPORATION</u>	D Employer Identification Number (EIN) <u>34-0367600</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2009</u>
2	Assets:
a	Market value 2a <u>232964644</u>
b	Actuarial value 2b <u>256261108</u>
3	Funding target/participant count breakdown
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>804</u> <u>42234929</u>
b	For terminated vested participants 3b <u>1331</u> <u>32918120</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>18193645</u>
(2)	Vested benefits 3c(2) <u>165363140</u>
(3)	Total active 3c(3) <u>3497</u> <u>183556785</u>
d	Total 3d <u>5632</u> <u>258709834</u>
4	If the plan is at-risk, check the box and complete items (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>8.09</u> %
6	Target normal cost 6 <u>16435821</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	
Signature of actuary	Date
<u>DAVID A. CORONEL</u>	<u>08-05724</u>
Type or print name of actuary	Most recent enrollment number
<u>TOWERS WATSON DELAWARE INC.</u>	<u>216-937-4000</u>
Firm name	Telephone number (including area code)
<u>1001 LAKESIDE AVENUE, SUITE 1900</u> <u>CLEVELAND, OH 44114</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	3001496	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	3001496	0
9	Amount remaining (Item 7 minus item 8).....	0	0
10	Interest on item 9 using prior year's actual return of <u>-23.56</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		3188045
b	Interest on (a) using prior year's effective rate of <u>6.19</u> %		197340
c	Total available at beginning of current plan year to add to prefunding balance		3385385
d	Portion of (c) to be added to prefunding balance.....		3385385
12	Reduction in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	0	3385385

Part III Funding percentages			
14	Funding target attainment percentage.....	14	97.74 %
15	Adjusted funding target attainment percentage.....	15	99.05 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	92.00 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
03/10/2009	4798015				
07/15/2009	4798015				
10/08/2009	1498150				
01/15/2010	3698060				
09/14/2010	23160318				
			Totals ►	18(b)	37952558
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contribution from prior years.....	19a
b	Contributions made to avoid restrictions adjusted to valuation date	19b
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c
		34436964
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?		☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?		☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 3
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	16435821
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment		
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	16435821
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35).....	36	16435821
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	34436964
38 Interest-adjusted excess contributions for current year (see instructions).....	38	18001143
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan THE LUBRIZOL CORPORATION PENSION PLAN		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 THE LUBRIZOL CORPORATION		D Employer Identification Number (EIN) 34-0367600

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
WATSON WYATT
53-0181291

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
MOLONEY & NOVOTNY, LLC
34-0677006

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

WATSON WYATT

53-0181291

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 13	NONE	247636	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

MALONEY & NOVOTNY, LLC

34-0677006

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	20131	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration		DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.		OMB No. 1210-0110 2009 This Form is Open to Public Inspection.	
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009					
A Name of plan THE LUBRIZOL CORPORATION PENSION PLAN				B Three-digit plan number (PN) ▶ 001	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 THE LUBRIZOL CORPORATION				D Employer Identification Number (EIN) 34-0367600	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: THE LZ CORP PEN FUND MASTER TRUST					
b Name of sponsor of entity listed in (a): THE LUBRIZOL CORPORATION					
c EIN-PN 34-0367600-004		d Entity code M		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 253111754	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 10	

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan THE LUBRIZOL CORPORATION PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 THE LUBRIZOL CORPORATION	D Employer Identification Number (EIN) 34-0367600	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	17001177	26858378
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	216535256	253111754
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	233536433	279970132

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	14360	60652
k Total liabilities (add all amounts in lines 1g through 1j)	1k	14360	60652

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	233522073	279909480
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	37952558	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		37952558

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		45159343
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		83111901

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	36214477	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		36214477
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	267767	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	242250	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		510017
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		36724494

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		46387407
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MALONEY & NOVOTNY, LLC

(2) EIN: 34-0677006

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection.
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>THE LUBRIZOL CORPORATION PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE LUBRIZOL CORPORATION</u>	D Employer Identification Number (EIN) <u>34-0367600</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>34-1789961</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>0</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____	If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 68% Investment-Grade Debt: 30% High-Yield Debt: _____% Real Estate: _____% Other: 2%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☒ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**THE LUBRIZOL CORPORATION
PENSION PLAN**

Financial Statements as of and for the
Years Ended December 31, 2009 and 2008
and Independent Auditors' Report

THE LUBRIZOL CORPORATION PENSION PLAN

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INDEPENDENT AUDITORS' REPORT

The Employee Benefits Administrative Committee
of The Lubrizol Corporation
Wickliffe, Ohio

We were engaged to audit the accompanying financial statements of The Lubrizol Corporation Pension Plan (the "Plan") as of December 31, 2009 and 2008, and for the years then ended as listed in the table of contents. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Key Trust Company of Ohio, N.A., the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the Trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Maloney + Novotny LLC

Cleveland, Ohio
October 11, 2010

**THE LUBRIZOL CORPORATION
PENSION PLAN**

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2009 AND 2008

	<u>2009</u>	<u>2008</u>
ASSETS:		
Investment in Master Trust—at fair value	\$ 253,111,754	\$ 216,535,256
Employer contribution receivable	<u>26,858,378</u>	<u>17,001,177</u>
Total assets	<u>279,970,132</u>	<u>233,536,433</u>
LIABILITIES:		
Accrued administrative expenses	<u>60,652</u>	<u>14,360</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 279,909,480</u>	<u>\$ 233,522,073</u>

The accompanying notes are an integral part of these financial statements.

**THE LUBRIZOL CORPORATION
PENSION PLAN**

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31, 2009 AND 2008

	<u>2009</u>	<u>2008</u>
ADDITIONS:		
Net investment gain (loss) from Master Trust	\$ 45,159,343	\$ (68,476,900)
Employer contributions	<u>37,952,558</u>	<u>24,089,173</u>
Total additions	<u>83,111,901</u>	<u>(44,387,727)</u>
DEDUCTIONS:		
Benefits paid directly to participants	36,214,477	23,893,410
Administrative expenses	<u>510,017</u>	<u>481,900</u>
Total deductions	<u>36,724,494</u>	<u>24,375,310</u>
NET INCREASE (DECREASE)	46,387,407	(68,763,037)
NET ASSETS AVAILABLE FOR BENEFITS—Beginning of the year	<u>233,522,073</u>	<u>302,285,110</u>
NET ASSETS AVAILABLE FOR BENEFITS—End of the year	<u>\$ 279,909,480</u>	<u>\$ 233,522,073</u>

The accompanying notes are an integral part of these financial statements.

THE LUBRIZOL CORPORATION PENSION PLAN

STATEMENTS OF ACCUMULATED PLAN BENEFITS

DECEMBER 31, 2009 AND 2008

	2009	2008
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS		
Vested benefits:		
Participants currently receiving benefits	\$ 50,056,667	\$ 42,409,481
Other participants	209,586,062	203,692,110
Nonvested benefits of participants	<u>18,405,123</u>	<u>20,778,506</u>
 TOTAL ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS	 <u>\$ 278,047,852</u>	 <u>\$ 266,880,097</u>

STATEMENTS OF CHANGES IN ACCUMULATED PLAN BENEFITS

YEARS ENDED DECEMBER 31, 2009 AND 2008

	2009	2008
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS—Beginning of year	\$ 266,880,097	\$ 259,059,099
CHANGE DURING THE YEAR ATTRIBUTABLE TO:		
Benefits accumulated and experienced	25,836,457	14,641,447
Benefits paid	(36,214,477)	(23,893,410)
Interest	21,545,775	20,801,354
Plan amendment	-	2,556,199
Change in actuarial assumptions	-	(6,284,592)
Net change	<u>11,167,755</u>	<u>7,820,998</u>
 ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS—End of year	 <u>\$ 278,047,852</u>	 <u>\$ 266,880,097</u>

The accompanying notes are an integral part of these financial statements.

THE LUBRIZOL CORPORATION PENSION PLAN

NOTES TO FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2009 AND 2008

1. DESCRIPTION OF THE PLAN

The following brief description of The Lubrizol Corporation Pension Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

General—The Plan, as amended, was established in 1944 by The Lubrizol Corporation (the "Company") in order to provide retirement income for its employees and employees of participating subsidiaries. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Administration—The Plan is administered by the Employee Benefits Administrative Committee (the "Administrative Committee"), which is appointed by the Board of Directors of the Company. The Administrative Committee's powers and duties relate to the issuance of interpretive rules and regulations in accordance with the Plan document, including determination of the method and time of benefit distributions and authorization of disbursements from the Plan.

The Retirement and Savings Plans Investment Committee (the "Investment Committee"), which also is appointed by the Board of Directors of the Company, reviews the investment policies and procedures and monitors the investment return and asset mix of the Master Trust. The assets of the Plan are maintained and administered by the Plan's Trustee, Key Trust Company of Ohio, N.A. The Trustee is responsible for the custody of assets, the maintenance of records and reporting to the Administrative and Investment Committees.

Participation—All regular exempt and non-exempt employees of the Company and participating subsidiaries hired before January 1, 2010, automatically participate in the Plan, except those employees covered by collective bargaining agreements. No new participants may enter the Plan on or after January 1, 2010.

Vesting—Participants become fully vested upon completion of five years of service. Participants attaining age 55 become fully vested regardless of years of service.

Benefits—The Plan provides for a monthly pension at retirement payable for life with a guarantee of 120 monthly payments. Benefits under the Plan also may be paid on a joint and survivor basis and, in the case of participants who were employees of the Company prior to February 1, 1984, on a lump sum basis. Benefits may be paid to an eligible participant at any time after attainment of age 55 and separation from service. However, benefits paid prior to age 62 are reduced for participants retiring from active service. For deferred vested participants, benefits are actuarially reduced from age 65. Benefit amounts are not reduced by social security benefits or other offset amounts.

The normal retirement age under the Plan is age 65. The monthly amount payable to a participant who retires at age 65 is the greater of the benefit amounts determined under two formulas. The benefit under the first formula is determined by multiplying the participant's years of service by 1.35% of the average of the participant's monthly rates of basic compensation in effect on January 1 of each year of service. The

second formula provides for a “final pay” pension formula and is based on the five consecutive calendar years within the most recent ten calendar years during which the participant received the greatest aggregate amount of basic compensation (“Final Average Compensation”). The monthly amount payable at age 65 under the final pay pension formula is based upon 28.5% of Final Average Compensation plus 15% of Final Average Compensation in excess of Social Security covered compensation (as defined in the Plan), proportionately reduced for service of less than 30 years.

For purposes of the Plan, basic compensation comprises salary plus other forms of direct cash remuneration, such as bonuses and overtime pay. Basic compensation excludes extraordinary compensation, such as the premium cost of life insurance in excess of \$50,000, amounts received upon the exercise of stock options, certain long-term incentive compensation and deferred compensation. Basic compensation for purposes of the Plan is limited to the annual maximum set by the Internal Revenue Service.

Investments—The Master Trust invests in a variety of domestic and international equity funds and common stocks, fixed income securities, derivative financial instruments and money market investment funds. The Committee currently follows an asset allocation target of 25% large-cap equity securities, 25% mid/small-cap equity securities, 20% international equity securities, and 30% fixed income securities. The Committee employs a liability driven investment strategy for its fixed income securities that attempts to match investment cash flows with future benefit payments, thereby reducing volatility in the plans’ funded status due to interest rate changes. Allocations are reviewed regularly and investments are rebalanced as necessary to remain within an acceptable range of the allocation targets.

Contributions—Funding requirements are determined annually. The necessary contributions are funded by the Company and are sufficient to meet the minimum funding requirements of ERISA. For the plan year ended December 31, 2009, Company contributions totaled \$37,952,558, of which \$26,858,378 was made in 2010 and \$11,094,180 was made in 2009. For the plan year ended December 31, 2008, Company contributions totaled \$24,089,173, of which \$17,001,177 was made in 2009 and \$7,087,996 was made in 2008. No contributions are made by participants.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting—The records of the Plan are maintained, and the accompanying financial statements have been prepared, on the accrual basis of accounting.

Use of Estimates—The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amount of net assets available for benefits and accumulated plan benefits at the date of the financial statements and the reported amount of additions and deductions to net assets available for benefits and changes in accumulated plan benefits during the reporting period. Although management believes such estimates and assumptions are reasonable, actual results could differ from these estimates.

Valuation of Investments—All investments of the Plan are maintained in the form of units of the Master Trust and are stated at fair value. Net assets, investment income, and gains and losses are allocated based on the relative investment balances. Purchases and sales of securities are recorded on a trade-date basis. Changes in the fair value of investments and the gain or loss on the sale of securities are reflected in the statements of changes in net assets available for benefits as net investment gain (loss) from Master Trust. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Derivative Financial Instruments—Derivative financial instruments are recognized as investments within the Master Trust and are stated at fair value. Derivative financial instruments held by the Master Trust include, but are not limited to, options, futures, forward contracts and interest rate swaps. The derivative positions are held in order to adjust the duration of the fixed income portfolio. Gains and losses from changes in the fair market value of derivative financial instruments are recorded in the statements of changes in net assets available for benefits as net investment gain (loss) from Master Trust.

Payment of Benefits—Benefit payments to participants are recorded upon distribution.

Expenses—Expenses incurred in connection with the administration and operation of the Plan are paid by the Plan. Investment manager fees are included within net investment gain (loss) from Master Trust in the statements of changes in net assets available for benefits. However, certain administrative and clerical functions are performed by the Company's employees at no cost to the Plan. These costs incurred by the Company have not been significant in relation to the Plan.

Reclassifications—Certain prior year amounts have been reclassified to conform to the current year presentation.

Subsequent Events—The Plan has evaluated subsequent events occurring through October 11, 2010, the date upon which the financial statements were available to be issued.

3. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits payable under all circumstances (i.e., retirement, death, disability, and termination of employment) are included to the extent they are deemed attributable to employee service rendered through the valuation date.

The actuarial present value of accumulated plan benefits is determined by the Plan's independent actuaries and results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and the probability of payment between the valuation date and the expected date of payment. The significant assumptions used in the actuarial valuations were:

Life expectancy of participants	- 2008 PPA annuitant and non-annuitant mortality table with separate rates for males and females, based on the Internal Revenue Bulletin 2007-24
Valuation interest rate	- 8.25%
Retirement age assumption	- 100% by age 68
Actuarial cost method	- Traditional unit credit

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

Change in Actuarial Assumptions—During the plan year ended December 31, 2008, the assumed rates for retirement and termination were updated based on study results of plan experience over the past 10 years.

4. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to risks such as interest rate, market, foreign currency, liquidity, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in their value could occur in the near term, and that such changes could affect materially the amounts reported in the statements of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits is reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption process, it is at least reasonably possible that changes in these estimates and assumptions could affect materially the amounts reported in the financial statements.

5. INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

The Plan agreement provides that the Trustee of the Plan shall hold, invest, reinvest, manage and administer all assets of the Plan as a trust fund for the exclusive benefit of participants and their beneficiaries.

The following is a summary of the unaudited information included in the Plan's financial statements that was prepared by the Trustee and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustee that such information is complete and accurate.

	<u>2009</u>	<u>2008</u>
Statements of net assets available for benefits:		
Investment in Master Trust	\$253,111,754	\$216,535,256
Statements of changes in net assets available for benefits:		
Net investment gain (loss) from Master Trust	\$ 45,159,343	\$ (68,476,900)

6. INTEREST IN THE LUBRIZOL CORPORATION MASTER TRUST

The Plan's investments are held in a Master Trust for the investment of assets of the Plan and another Company sponsored retirement plan. Each participating retirement plan has an undivided interest in the Master Trust. The assets of the Master Trust are held by the Trustee. The Plan's interest in the net assets of the Master Trust was approximately 97.2% and 97.6% at December 31, 2009 and 2008, respectively. Investment income and administrative expenses within the Master Trust are allocated to the individual plans based upon average monthly balances invested by each plan.

The Plan estimates the fair value of investments in the Master Trust using available market information and generally accepted valuation methodologies. Fair value is defined as the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. The inputs used to measure fair value are classified into three levels: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that

are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring the Plan to develop its own assumptions.

The asset's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for investments of the Master Trust measured at fair value at December 31, 2009 and 2008:

- Equity securities: The fair value of equity securities and mutual funds using quoted prices reported on various U.S. and international stock exchanges is classified as Level 1. The Master Trust has invested \$12,180,920 and \$12,462,102 in a mutual fund comprised of international equity securities at December 31, 2009 and 2008, respectively. The fair value of common/collective equity funds determined based on the quoted prices of the underlying investments is classified as Level 2.
- Fixed income securities: The fair value of government debt securities is determined through models that consider various assumptions, including time value, yield curves, credit ratings and current market prices. Corporate, state and political debt securities are valued using a matrix pricing in which securities are benchmarked against the treasury rate based on credit ratings.
- Derivative financial instruments: The fair value of foreign currency forward contracts is based on the difference between the contract prices and market forward rates. Swaptions are financial instruments that provide the option to enter into an interest rate swap contract before the start date of the swap. The fair value of interest rate swaptions is based on Black-Scholes models that incorporate the applicable forward interest rates and volatilities.
- Money market instruments: The fair value of money market instruments is based on the net asset value ("NAV") as reported on various stock exchanges.

While the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain investments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the investments of the Master Trust as of December 31, 2009:

Assets at Fair Value as of December 31, 2009				
	Level 1	Level 2	Level 3	Total
Equity securities:				
Large cap	\$ 60,698,541	\$ -	\$ -	\$ 60,698,541
Mid/small cap	42,645,875	21,883,989	-	64,529,864
International	12,180,920	39,516,734	-	51,697,654
Fixed-income securities:				
Government debt securities	-	27,192,885	-	27,192,885
Corporate debt securities	-	43,378,051	-	43,378,051
International corporate debt securities	-	7,156,161	-	7,156,161
Derivative financial instruments:				
Foreign exchange contracts - assets	-	3,769,546	-	3,769,546
Foreign exchange contracts - liabilities	-	(3,767,217)	-	(3,767,217)
Interest rate swaptions - assets	-	12,397	-	12,397
Interest rate swaptions - liabilities	-	(149,257)	-	(149,257)
Money market instruments	5,882,665	-	-	5,882,665
Total	<u>\$ 121,408,001</u>	<u>\$ 138,993,289</u>	<u>\$ -</u>	<u>\$ 260,401,290</u>

The following table sets forth by level, within the fair value hierarchy, the investments of the Master Trust as of December 31, 2008:

Assets at Fair Value as of December 31, 2008				
	Level 1	Level 2	Level 3	Total
Equity securities:				
Large cap	\$ 49,430,534	\$ -	\$ -	\$ 49,430,534
Mid/small cap	26,863,588	15,353,515	-	42,217,103
International	12,462,102	27,158,030	-	39,620,132
Fixed-income securities:				
Government debt securities	-	19,867,614	-	19,867,614
Corporate debt securities	-	46,260,890	-	46,260,890
International corporate debt securities	-	6,012,071	-	6,012,071
Derivative financial instruments:				
Foreign exchange contracts - assets	-	5,933,395	-	5,933,395
Foreign exchange contracts - liabilities	-	(4,064,496)	-	(4,064,496)
Interest rate swaptions - assets	-	654,887	-	654,887
Interest rate swaptions - liabilities	-	(535,759)	-	(535,759)
Money market instruments	16,465,390	-	-	16,465,390
Total	<u>\$ 105,221,614</u>	<u>\$ 116,640,147</u>	<u>\$ -</u>	<u>\$ 221,861,761</u>

Net investment gain (loss) from the Master Trust is as follows for the years ended December 31:

	<u>2009</u>	<u>2008</u>
Net appreciation (depreciation) in fair value of investments:		
Equity securities	\$ 22,113,404	\$ (46,387,006)
Common/collective equity funds	14,644,788	(24,544,428)
Mutual funds	6,037,736	(10,037,963)
Government debt securities	(7,530,068)	2,201,891
Corporate bonds	4,757,972	(5,965,860)
Derivative financial instruments	(1,976,501)	1,691,377
	<u>38,047,331</u>	<u>(83,041,989)</u>
Dividends and interest income	8,688,656	14,731,788
Net investment gain (loss) from Master Trust	<u>\$ 46,735,987</u>	<u>\$ (68,310,201)</u>

7. DERIVATIVE FINANCIAL INSTRUMENTS

The Plan, as part of its Master Trust investment, currently uses swaptions and foreign currency forward contracts to achieve the overall desired duration and interest rate positions.

Purchased swaptions are recorded as investments. Exercised purchased swaptions are recorded as realized gains and expired purchased options are recorded as realized losses. The cost of written swaptions (short positions) represents the premiums received and is recorded as a liability netted against investments. Swaption contracts are subsequently adjusted to their current fair value each day by pricing the options. Premiums received from written swaptions that expire are treated as realized gains on the expiration date. When swaptions are closed, the difference between the premium received from writing the swaptions and the amount paid on effecting a closing purchase transaction, including brokerage commissions, is recorded as a realized gain or loss. Certain investments held in the swaption clearing accounts are restricted and are used to collateralize the swaption positions.

In order to reduce the Plan's exposure to risk, the investment manager analyzes the Plan's gross notional positions on a regular basis to ensure that derivative short positions are covered by derivative long positions. Any net short positions are then covered with unencumbered excess cash, followed by similar type securities, and then by any liquid investments maintained in the portfolio.

8. DESCRIPTION OF TERMINATION PRIORITIES

The Plan can be terminated by the Company in certain situations. If the Plan is terminated, the net assets of the Plan will be distributed to the participants in an order of priority determined in accordance with ERISA and its applicable regulations and with the Plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC") if the Plan terminates. Generally, the PBGC guarantees most vested, normal-age retirement benefits, early retirement benefits and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive the benefits should the Plan be terminated at some future time will depend on the sufficiency of the Plan's net assets to provide these benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

9. TAX STATUS

The Plan obtained its latest determination letter, dated April 9, 2002, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving this determination letter. However, the Company believes that the Plan currently is designed and is being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

10. PLAN AMENDMENTS

During the plan year ended December 31, 2008, the Company amended the Plan to preserve GATT lump sum factors for 2009, including an interest rate of 4.17% and mortality as defined in Revenue Ruling 2001-62. The resulting impact of this amendment was an increase in the accumulated plan benefit of \$2,556,199.

11. PARTY-IN-INTEREST TRANSACTIONS

Certain investments within the Master Trust are shares of Victory short-term money funds managed by KeyBank. KeyBank is an entity related to Key Trust Company of Ohio, N.A., who is the Trustee of the Plan. Therefore, these transactions qualify as party-in-interest transactions.

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>		

► Round off amounts to nearest dollar.

► Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan The Lubrizol Corporation Pension Plan	B Three-digit plan number (PN) <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF The Lubrizol Corporation	D Employer Identification Number (EIN) 34-0367600
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other	
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>			
2 Assets:			
a Market value	2a		232,964,644
b Actuarial value	2b		256,261,108
3 Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	804	42,234,929
b For terminated vested participants	3b	1,331	32,918,120
c For active participants:			
(1) Non-vested benefits	3c(1)		18,193,645
(2) Vested benefits	3c(2)		165,363,140
(3) Total active	3c(3)	3,497	183,556,785
d Total	3d	5,632	258,709,834
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	8.09 %	
6 Target normal cost	6	16,435,821	

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	David A. Coronel  _____ Signature of actuary	October 7, 2010 _____ Date 08-05724 _____ Most recent enrollment number (216) 937-4000 _____ Telephone number (including area code)
David A. Coronel _____ Type or print name of actuary		
Towers Watson Delaware Inc. _____ Firm name 1001 LAKESIDE AVENUE, SUITE 1900 _____ Cleveland OH 44114 _____ Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	3,001,496	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	3,001,496	0
9 Amount remaining (Item 7 minus item 8).....	0	0
10 Interest on item 9 using prior year's actual return of <u>(23.56)%</u>		
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		3,188,045
b Interest on (a) using prior year's effective rate of <u>6.19 %</u>		197,340
c Total available at beginning of current plan year to add to prefunding balance		3,385,385
d Portion of (c) to be added to prefunding balance.....		3,385,385
12 Reduction in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	0	3,385,385

Part III Funding percentages

14 Funding target attainment percentage.....	14	97.74 %
15 Adjusted funding target attainment percentage.....	15	99.05 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	92.00 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
03/10/2009	4,798,015				
07/15/2009	4,798,015				
10/08/2009	1,498,150				
01/15/2010	3,698,060				
09/14/2010	23,160,318				
Totals ►			18(b)	37,952,558	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	34,436,964

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 3
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	29	
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31	16,435,821
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment		
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	34	16,435,821
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35)	36	16,435,821
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37	34,436,964
38 Interest-adjusted excess contributions for current year (see instructions)	38	18,001,143
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

SCHEDULE SB ATTACHMENTS

Statement by Enrolled Actuary

Plan Sponsor	The Lubrizol Corporation
EIN/PN	34-0367600/001
Plan Name	The Lubrizol Corporation Pension Plan
Valuation Date	January 1, 2009
Enrolled Actuary	David A. Coronel
Enrollment Number	08-05724

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

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EIN / PN:	34-0367600 / 001
Plan Sponsor:	The Lubrizol Corporation
Valuation Date:	January 1, 2009

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Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2009

See Schedule SB, Part V for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

Age of Retirement	Rates of Retirement	% Retiring	Weighted Ages
(A)	(B)	(C)	(A)*(C)
55	10.00%	10.00%	5.5000
56	5.00%	4.50%	2.5200
57	5.00%	4.28%	2.4368
58	5.00%	4.06%	2.3555
59	5.00%	3.86%	2.2763
60	10.00%	7.33%	4.3983
61	10.00%	6.60%	4.0245
62	15.00%	8.91%	5.5221
63	20.00%	10.09%	6.3593
64	20.00%	8.08%	5.1682
65	35.00%	11.31%	7.3486
66	30.00%	6.30%	4.1572
67	30.00%	4.41%	2.9541
68	100.00%	10.29%	6.9958
Retirement Age			62

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Plan Sponsor: The Lubrizol Corporation
Valuation Date: January 1, 2009

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Schedule SB, Line 26

Schedule of Active Participant Data as of January 1, 2009

		Years of Credited Service																			
		Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
Attained Age	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.
Under 25	29	53,833	45	50,603	0		0		0		0		0		0		0		0		0
25 - 29	46	56,868	123	62,670	29	70,711	1			0		0		0		0		0		0	
30 - 34	37	66,765	144	72,367	84	82,544	16			0		0		0		0		0		0	
35 - 39	42	66,401	144	76,860	101	96,510	73	89,645		36	93,029	0		0		0		0		0	
40 - 44	34	64,491	124	78,988	88	94,389	115	86,525		119	102,428	50	96,239	0		0		0		0	
45 - 49	23	84,645	108	79,660	91	93,348	87	86,917		114	100,452	75	106,742	82	86,061	17		0		0	
50 - 54	14		72	79,848	60	94,344	62	96,344		78	106,003	57	107,785	188	106,060	111	99,574	12		0	
55 - 59	30	43,593	49	86,964	54	92,875	52	88,432		47	97,873	30	113,679	70	94,682	97	106,288	64	101,221	5	
60 - 64	16		24	92,964	19		25	98,237		31	91,642	23	89,983	28	101,527	22	99,526	31	98,880	11	
65 - 69	0		7		5		5			3		3		2		1		2		9	
70 & Over	1		0		0		0			0		0		0		0		0		0	

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Schedule SB, Part V Statement of Actuarial Assumptions and Methods

Plan Sponsor	The Lubrizol Corporation
EIN/PN	34-0367600/001
Discount rates	Current plan year PPA effective interest rate: 8.09%
	Prior plan year PPA effective interest rate: 6.19%
	Full yield curve
	Applicable month: October
	Transition election: None
Assumed cost of living adjustments	None.

Inclusion date

The valuation date coincident with or next following the date on which the employee becomes a participant.

Administrative expenses

The amount included this year for plan-related expenses is \$567,609.

Mortality

The prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.

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Valuation Date:	January 1, 2009

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Retirement

The following rates at selective ages are illustrative of the retirement assumption for those eligible to retire:

Attained Age	Incidence of Retirement
55	0.10
56	0.05
57	0.05
58	0.05
59	0.05
60	0.10
61	0.10
62	0.15
63	0.20
64	0.20
65	0.35
66	0.30
67	0.30
68 & Older	1.00

Disability rates

Wyatt 1985 Disability Study Class 1 male and female rates. The rates at the following ages provide an indication of the disability incidence assumptions used:

Incidence of Disability (per 1,000 employees)		
Attained Age	Males	Females
20	0.29	0.30
30	0.48	0.80
40	1.17	2.11
50	3.58	5.33
55	7.22	9.52

Disabled mortality

The prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code for healthy lives using static tables with separate mortality rates for annuitants and non-annuitants.

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Compensation increases

A graded salary scale is used to project current compensation. Sample rates are shown below:

Attained Age	Assumed Annual Increase
20 and below	11.5%
25	9.5
30	8.2
35	7.2
40	6.2
45	5.3
50	4.7
55	4.1
60	3.6
65 and above	3.0

Future increases in Social Security

For purposes of determining target normal cost and the additional funding target for maximum deductible contribution purposes, the National Average Wage Index is assumed to increase by 4.000% per annum.

Future increases in Maximum Benefits and Plan Compensation Limitations

Accrued benefits projected to be paid in future years are limited to the maximum presently allowed under IRC Section 415. Plan compensation is limited to the maximum presently allowed under IRC Section 401(a)(17). No provision is made for future increases in the maximum annual benefit or compensation limit.

Representative termination rates not due to disability, retirement or mortality

For the first five years of employment, a "select" schedule of withdrawal rates is used as follows for both males and females:

Year 1	0.200
Year 2	0.150
Years 3	0.125
Years 4-5	0.100

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The following rates at selective ages are illustrative of the withdrawal assumption for employment after five years of service:

Attained Age	Males	Females
25	.090	.113
30	.071	.085
40	.044	.049
50	.027	.028
55	.021	.022

Form of payment

Each participant is assumed to elect a lump sum if he was a participating employee prior to February 1, 1984. Former participants of the Carroll Scientific, Inc. Defined Benefit Plan were also assumed to elect lump sum equivalents of their accrued benefits as of December 30, 1999. Additional accruals for these participants are assumed to be paid as 10-year certain and continuous annuities. All other participants are assumed to elect 10-year certain and continuous annuities.

Marriage

For purposes of valuing the pre-retirement surviving spouse's benefit, 85% of male and 50% of female participants are assumed to be married and male spouses are assumed to be three years older than female spouses.

Employees

It was assumed that there will be no new or rehired employees.

Plan compensation

Compensation is projected from base earnings (prior year's actual pay net of bonuses) paid in the year prior to the valuation and target bonus amounts. Projected pays consist of base earnings increased with salary scale and target bonus amounts. These target bonus amounts are calculated based on employee's target bonus percentages for the year of the valuation as a percent of estimated base earnings.

Asset method

Under this method, the valuation assets are equal to the average of three values (all determined without regard to receivable contributions), the result increased by the discounted present value of contributions expected to be made after the valuation date based on the prior plan year PPA effective interest rate. This amount is then subject to a 10% corridor around the market value of assets (including the discounted present value of receivable contributions) as of the valuation date.

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The three values used to develop the average value are: the market value of assets as of the current valuation date, the adjusted market value of assets as of the prior valuation date and the adjusted market value of assets as of the second prior valuation date. The adjusted market value as of a relevant valuation date is equal to the market value of assets as of the prior valuation date increased by actual plan contributions and assumed return on plan assets and decreased by actual plan disbursements after that date until the current valuation date. The assumed rate of return on plan assets for the prior plan year (pursuant to IRS Notice 2009-22) was 6.43% which is the lesser of the anticipated rate of return on assets for the plan year, equal to 8.25% and the applicable limitation for the plan year, equal to 6.43%. The assumed rate of return on plan assets for the second prior plan year (pursuant to IRS Notice 2009-22) was 6.09%, which is the lesser of the anticipated rate of return on assets for the plan year, equal to 8.25%, and the applicable limitation for the plan year, equal to 6.09%. The algebraically equivalent development of this method (pursuant to IRS Notice 2009-22) is shown in Section 2.4. Because expected investment returns under this method are limited under WRERA, over time it is more likely to produce an actuarial value that is expected to be less than the market value of assets.

Participant data

Employee and other participant data were supplied by the Company as of the valuation date.

Tax policy

The actuarial valuation performed for the plan year ending December 31, 2009 is used to determine the maximum deductible contribution for the tax year ending December 31, 2009.

Benefits not included in valuation

None.

Nature of actuarial calculations

The results documented in this report are estimates based on data that may be imperfect and on assumptions about future events. Certain plan provisions may be approximated or deemed insignificant and therefore are not valued. Assumptions may be made about participant data or other factors. Reasonable efforts were made in this valuation to ensure that items that are significant in the context of the actuarial liabilities or costs are treated appropriately, and not excluded or included inappropriately.

A range of results, different from those presented in this report could be considered reasonable. The numbers are not rounded, but this is for convenience only and should not imply precision, which is not inherent in actuarial calculations. Certain percentages determined in this report, such as Funding Target Attainment Percentage, are rounded down to the nearest .01% (e.g., 81.58%) to be consistent with the rounding specified for Schedule SB of the Form 5500.

The assumptions selected for this valuation other than those prescribed by law, generally reflect long-term average expectations. If overall future plan experience is less favorable than assumed,

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the relative level of plan costs or contribution requirements determined in this valuation will likely increase in future valuations. Future actuarial measurements may differ significantly from the current measurements presented in this report due to such factors as the following: plan experience differing from that anticipated by the economic or demographic assumptions; increases or decreases expected as part of the natural operation of the methodology used for the measurements (such as the end of an amortization period); and changes in plan provisions or applicable law. It is beyond the scope of this actuarial valuation to analyze the potential range of future pension contributions, but we can do so upon request.

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Schedule SB, Line 24 Change in Actuarial Assumptions

An experience study was performed to compare actual plan experience over the past 10 years with the results expected by using the plan's actuarial assumptions. The assumed rates for retirement and termination were updated based on the results of this study.

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Schedule SB, Line 25 Change in Method

The method used to determine valuation assets was changed from the market value of assets to an average asset value as described in the Worker, Retiree, and Employer Recovery Act of 2008 (WRERA). The valuation assets are determined using a three-point smoothing method, with market values measured at January 1 for the prior three years including the valuation date. IRS Notice 2009-22 provides automatic approval for any change in the 2009 asset method.

The interest rate election was changed from the January three-segment rates to the October full yield curve rates. In April 2009, the IRS indicated the plan sponsors have automatic approval to change the interest rate.

The target normal cost includes the expected amount of plan-related expenses as required by WRERA.

The valuation software used to produce the actuarial information submitted on this schedule had a change in valuation platform and has been refined to reflect evolving understanding of PPA requirements, and such modifications may be considered to be a method change. The percentage changes in funding target, target normal cost and plan assets due to the refinements in the software and platform change combined are each less than 2% (disregarding the effects of any changes that are automatically approved under final IRC 430 regulations), and the modifications to the software were designed to produce results no less accurate than the results produced by the software prior to the change. Therefore the change in funding method due to a change in valuation software receives automatic approval under IRS Announcement 2010-3.

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Schedule SB, Part V Summary of Principal Plan Provisions

Plan Sponsor

The Lubrizol Corporation

Plan

The Lubrizol Corporation Pension Plan

Effective Date and Most Recent Amendment

Most recently amended through the eighteenth amendment to the January 1, 2006 Restatement.

Plan Year

The twelve-month period ending December 31, 2009.

Coverage and Participation

All eligible employees of adopting subsidiaries participate in the Plan.

Credited Average Basic Compensation

Average of a participant's monthly rates of basic compensation (which includes quarterly compensation plus bonuses plus overtime) in effect on each January 1.

For Noveon participants, only Credited Average Basic Compensation on or after January 1, 2006 will be used.

Final Average Compensation

Average of the basic compensation received during the highest five consecutive calendar years within the most recent ten calendar years of participation prior to retirement or termination.

Covered Compensation

Average of the Social Security Wage Bases for the 35 years ending at the employee's Social Security Normal Retirement Age.

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Normal Retirement

Eligible on or after Normal Retirement Date.

The monthly benefit is equal to the greater of:

- a) 0.95% of final average compensation up to Covered Compensation plus 1.45% of final average compensation in excess of Covered Compensation, such sum then multiplied by years of benefit service up to 30 years.
- b) 1.35% times credited average basic compensation times years of benefit service (to the nearest 1/12th year).

The monthly benefit for participants formerly in the Agrigenetics Retirement Plan is equal to the greater of the Lubrizol benefit with all service, or the accrued benefit under the Agrigenetics plan as of December 31, 1994 plus the Lubrizol benefit with service after December 31, 1994.

The monthly benefit for participants formerly in the Carroll Scientific Inc. Defined Benefit Plan and Trust is equal to the greater of the Lubrizol benefit with all service, or the accrued benefit under the CSI plan as of December 30, 1999 plus the Lubrizol benefit with service after January 1, 2000.

The monthly benefit for participants from Avecia is equal to the transferred accrued benefit as of January 31, 2004 plus the Lubrizol benefit with service after January 31, 2004.

The monthly benefit for participants formerly in the Noveon, Inc. Pension Plan for Salaried Employees (merger as of January 1, 2006) is equal to the greater of the Lubrizol benefit with all service and prospective pay less the adjusted benefit payable by BF Goodrich, or the accrued benefit under the Noveon Plan as of February 28, 2006.

Early Retirement

Eligible at age 55.

The pension benefit available at early retirement is the accrued normal retirement benefit with benefits commencing at the Normal Retirement Date or, alternatively, payable immediately with a reduction of 3/12% for each month the early retirement date precedes age 62.

NPM Divestiture

Effective as of the date of employment termination for participants whose service severance is a result of the sale of NPM, such participants will be fully vested in their accrued normal retirement benefits under the Plan.

Affected employees who are at least age 50 as of December 31, 2006 but are less than 55 as of the closing date of the sale of NPM, and who retire or terminate from employment with NPM, its affiliates or successor on or after age 55, will be eligible for early retirement benefits.

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Disability Benefit

No disability benefits as such are provided under the Pension Plan (since disability benefits are provided under a separate Long-Term Disability Contract). However, a disabled participant eligible for benefits under such Contract is placed on disability leave until he reaches age 65, when he becomes eligible for normal retirement benefits under the Pension Plan.

Vested Benefits Upon Termination of Service

Eligible after five years of vesting service or at age 55

The deferred vested benefit available following termination is the accrued normal retirement benefit and can be paid beginning at age 65.

Death Benefits

Upon the death of a vested active or former employee prior to the commencement of retirement benefits, the spouse of this employee is eligible to receive a spouse's retirement benefit, provided they have been married at least one year.

The benefit is based on the normal retirement formula as though the employee had retired (is eligible) or terminated employment the day before death and elected a 50% Joint and Survivor benefit. The benefit can be paid immediately if the employee was 55 or older at death. If the employee was under 55 at death, then the benefit can be paid when the employee would have reached 55.

Form of Payment

A married employee shall receive his benefit on a reduced 50% Joint and Survivor actuarially equivalent basis unless he elects (with the consent of his spouse) an alternative form of benefit. A single employee shall receive his benefit on a ten years certain and continuous basis. Other options are available, including a lump sum option for any employee participating before February 1, 1984.

Normal Retirement Date

Participant's 65th birthday.

Changes in Plan Provisions since Last Actuarial Valuation

The following changes occurred since the prior valuation:

- GATT lump sum factors have been preserved for 2009, including an interest rate of 4.17% and mortality as defined in Revenue Ruling 2001-62.

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- The qualified plan compensation limit increased from \$230,000 to \$245,000 effective January 1, 2009, and the qualified plan limit increased from \$185,000 to \$195,000.

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