Form 5500	Annual Return/Report of Employee Benefit Plan	OMB Nos. 1210-0110 1210-0089
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2009** **This Form is Open to Public Inspection**

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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. . . . . ▶ [X]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
THE LUBRIZOL CORPORATION WAGE EMPLOYEES' PENSION PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 02/28/2001

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
THE LUBRIZOL CORPORATION

29400 LAKELAND BLVD
WICKLIFFE, OH 44092

2b Employer Identification Number (EIN) 34-0367600

2c Sponsor's telephone number 440-943-4200

2d Business code (see instructions) 325900

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	Filed with authorized/valid electronic signature.	10/14/2010	JOYCE D. ERXLEBEN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2010	C. LARRY MILLER
	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.

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**	379
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**	152
b Retired or separated participants receiving benefits	**6b**	107
c Other retired or separated participants entitled to future benefits	**6c**	114
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	373
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	4
f Total. Add lines **6d** and **6e**	**6f**	377
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**	1
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:
1B 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)	Single-Employer Defined Benefit Plan Actuarial Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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

▶ **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 WAGE EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 002

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: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2009

2	Assets:			
a	Market value	2a		6314118
b	Actuarial value	2b		6945530
3	Funding target/participant count breakdown		**(1)** Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	3a	92	1581741
b	For terminated vested participants	3b	123	1169869
c	For active participants:			
	(1) Non-vested benefits	3c(1)		619251
	(2) Vested benefits	3c(2)		3372559
	(3) Total active	3c(3)	164	3991810
d	Total	3d	379	6743420
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		8.13 %
6	Target normal cost	6		406649

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 10/07/2010
DAVID A. CORONEL	08-05724
Type or print name of actuary	Most recent enrollment number
TOWERS WATSON DELAWARE INC.	216-937-4000
Firm name	Telephone number (including area code)
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 [ ]

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)	903361	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	263074	0
9	Amount remaining (Item 7 minus item 8)	640287	0
10	Interest on item 9 using prior year's actual return of -26.16 %	-167467	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		669657
b	Interest on (a) using prior year's effective rate of 6.15 %		41184
c	Total available at beginning of current plan year to add to prefunding balance		710841
d	Portion of (c) to be added to prefunding balance		710841
12	Reduction in balances due to elections or deemed elections	105862	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12)	366958	710841

Part III Funding percentages

14	Funding target attainment percentage	14	87.01 %
15	Adjusted funding target attainment percentage	15	102.99 %
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	101608				
09/14/2010	66431				
			Totals ► 18(b)	168039	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	158249

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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: %	[X] 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 [X] 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.		[X] Yes [ ] No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.		[X] Yes [ ] No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.		[X] 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	406649

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	406649

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	290425	0	290425

36 Additional cash requirement (item 34 minus item 35)	36	116224
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37	158249
38 Interest-adjusted excess contributions for current year (see instructions)	38	42025
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)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).	2009
Department of Labor Employee Benefits Security Administration	▶ **File as an attachment to Form 5500.**	**This Form is Open to Public Inspection.**
Pension Benefit Guaranty Corporation		

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 WAGE EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 002

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)

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

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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	NONE	61441	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	10730	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)	DFE/Participating Plan Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	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.**	**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 WAGE EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 002

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	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
34-0367600-004	M	7289536

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)

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

a Plan name

b Name of plan sponsor

c EIN-PN

SCHEDULE H (Form 5500)	Financial Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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 WAGE EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 002

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

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)	1030089	66431
(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)	5326505	7289536
(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)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	6356594	7355967
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	29852	3955
k Total liabilities (add all amounts in lines 1g through1j)	1k	29852	3955
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	6326742	7352012

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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	168039	
(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)		168039
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)		
(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)		1188892
(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		1356931

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	242382	
(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)		242382
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)	75171	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	14108	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		89279
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		331661

Net Income and Reconciliation

k Net income (loss). Subtract line **2j** from line **2d**	2k		1025270
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.)	4a		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.)	4b		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.)	4c		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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	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?	4f		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?	4g		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?	4h		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.)	4i		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.)	4j		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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
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.	4n			

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)	Retirement Plan Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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 WAGE EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 002

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 Distributions

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** 0

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): 31-1498244 _____

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** 0

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

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

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**

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.

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**

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: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

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
WAGE EMPLOYEES' PENSION PLAN

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

THE LUBRIZOL CORPORATION
WAGE EMPLOYEES' PENSION PLAN

TABLE OF CONTENTS

	Page
INDEPENDENT AUDITORS' REPORT	1
FINANCIAL STATEMENTS AS OF DECEMBER 31, 2009 AND 2008 AND FOR THE YEARS THEN ENDED:	
Statements of Net Assets Available for Benefits	2
Statements of Changes in Net Assets Available for Benefits	3
Statements of Accumulated Plan Benefits	4
Statements of Changes in Accumulated Plan Benefits	4
NOTES TO FINANCIAL STATEMENTS	5-12

1111 Superior Avenue | Suite 700 | Cleveland, Ohio 44114-2540
P 216.363.0100 F 216.363.0500 W maloneynovotny.com

maloney+novotny

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 Wage Employees' Pension Plan (the "Plan") (formerly Noveon, Inc. Wage Employees Pension 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.

Cleveland, Ohio
October 11, 2010

Business Advisors and Certified Public Accountants
Cleveland | Canton | Elyria

THE LUBRIZOL CORPORATION
WAGE EMPLOYEES' PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2009 AND 2008

	2009	2008
ASSETS:		
Investment in Master Trust—at fair value	$ 7,289,536	$ 5,326,505
Employer contribution receivable	66,431	1,030,089
Total assets	7,355,967	6,356,594
LIABILITIES:		
Accrued administrative expenses	3,955	29,852
NET ASSETS AVAILABLE FOR BENEFITS	$ 7,352,012	$ 6,326,742

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

THE LUBRIZOL CORPORATION
WAGE EMPLOYEES' PENSION PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31, 2009 AND 2008

	2009	2008
ADDITIONS:		
Net investment gain (loss) from Master Trust	$ 1,188,892	$ (1,494,608)
Employer contributions	168,039	1,180,545
Total additions	1,356,931	(314,063)
DEDUCTIONS:		
Benefits paid directly to participants	242,382	154,230
Administrative expenses	89,279	124,317
Total deductions	331,661	278,547
NET INCREASE (DECREASE)	1,025,270	(592,610)
NET ASSETS AVAILABLE FOR BENEFITS—Beginning of the year	6,326,742	6,919,352
NET ASSETS AVAILABLE FOR BENEFITS—End of the year	$ 7,352,012	$ 6,326,742

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

THE LUBRIZOL CORPORATION
WAGE EMPLOYEES' 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	$ 2,232,042	$ 1,583,745
Other participants	3,911,515	4,349,045
Nonvested benefits of participants	608,193	521,840
TOTAL ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS	$ 6,751,750	$ 6,454,630

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	$ 6,454,630	$ 5,799,130
CHANGE DURING THE YEAR ATTRIBUTABLE TO:		
Benefits accumulated and experienced	(6,772)	(7,596)
Benefits paid	(242,382)	(154,230)
Interest	546,274	496,539
Plan amendment	-	500,793
Change in actuarial assumptions	-	(180,006)
Net change	297,120	655,500
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS—End of year	$ 6,751,750	$ 6,454,630

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

THE LUBRIZOL CORPORATION
WAGE EMPLOYEES' 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 Wage Employees' 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 on February 28, 2001, by Noveon, Inc. ("Noveon") in order to provide retirement income and, in some instances, disability income protection, for substantially all employees of Noveon covered by collective bargaining agreements. The Plan is subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

The Plan was adopted by Noveon in connection with its acquisition of the Performance Materials Division from the B. F. Goodrich Company ("BFG"). An employee covered by a collective bargaining agreement who was employed in the Performance Materials Division of BFG on February 28, 2001, and who transferred employment to Noveon on February 28, 2001, has received credit under the Plan for prior service with BFG to the extent such service was recognized under The B.F. Goodrich Wage Employees' Pension Plan. On June 3, 2004, Noveon was acquired by The Lubrizol Corporation (the "Company").

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—Employees of the Company covered by collective bargaining agreements participate in the Plan.

Vesting—Participants become fully vested upon completion of five years of service.

Benefits—Benefits are provided to participants in accordance with collective bargaining agreements negotiated between the Company and various unions. Such benefits vary according to union and location.

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 $168,039, of which $66,431 was made in 2010 and $101,608 was made in 2009. For the plan year ended December 31, 2008, Company contributions totaled $1,180,545, of which $1,030,089 was made in 2009 and $150,456 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.

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

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.

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:

(a)	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
(b)	Valuation interest rate	- 8.25%
(c)	Retirement age assumption	- 100% by age 68
(d)	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.

	2009	2008
Statements of net assets available for benefits:		
Investment in Master Trust	$ 7,289,536	$ 5,326,505
Statements of changes in net assets available for benefits:		
Net investment gain (loss) from Master Trust	$ 1,188,892	$ (1,494,608)

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 2.8% and 2.4% 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	$ 121,408,001	$ 138,993,289	$ -	$ 260,401,290

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	$ 105,221,614	$ 116,640,147	$ -	$ 221,861,761

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

	2009	**2008**
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
	38,047,331	(83,041,989)
Dividends and interest income	8,688,656	14,731,788
Net investment gain (loss) from Master Trust	$ 46,735,987	$ (68,310,201)

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 May 9, 2003, 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 and the union representing the employees at the Calvert City, Kentucky location entered into a new collective bargaining agreement. Based on this agreement, the unit benefit for employees retiring on or after October 13, 2008, at this location was increased from $40 for service through September 14, 2005, and from $43 for service beginning after September 15, 2005, to $48 for all years of company service. The resulting impact of this amendment was an increase in the accumulated plan benefit of $500,793.

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, 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**

Plan Name: The Lubrizol Corporation Wage Employees' Pension Plan
EIN / PN: 34-0367600 / 002
Plan Sponsor: The Lubrizol Corporation
Valuation Date: January 1, 2009

SCHEDULE SB ATTACHMENTS

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.

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

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 that plan sponsors have automatic approval to change the interest rate election for 2009.

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.

EIN 34-0367600 /PN 002

SCHEDULE SB (Form 5500)	Single-Employer Defined Benefit Plan Actuarial Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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

▶ **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 Corp. Wage Employee's Pension Plan

B Three-digit plan number (PN) ▶ 002

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: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2009

2 Assets:

a	Market value	2a	6,314,118
b	Actuarial value	2b	6,945,530

3 Funding target/participant count breakdown

			(1) Number of participants	(2) Funding Target
a	For retired participants and beneficiaries receiving payment	3a	92	1,581,741
b	For terminated vested participants	3b	123	1,169,869
c	For active participants:			
	(1) Non-vested benefits	3c(1)		619,251
	(2) Vested benefits	3c(2)		3,372,559
	(3) Total active	3c(3)	164	3,991,810
d	Total	3d	379	6,743,420

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	8.13 %
6	Target normal cost	6	406,649

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

David A. Coronel — Type or print name of actuary

08-05724 — Most recent enrollment number

Towers Watson Delaware Inc. — Firm name

(216)937-4000 — Telephone number (including area code)

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 [ ]

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)	903,361	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	263,074	0
9	Amount remaining (Item 7 minus item 8)	640,287	0
10	Interest on item 9 using prior year's actual return of (26.16)%	(167,467)	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		669,657
b	Interest on (a) using prior year's effective rate of 6.15 %		41,184
c	Total available at beginning of current plan year to add to prefunding balance		710,841
d	Portion of (c) to be added to prefunding balance		710,841
12	Reduction in balances due to elections or deemed elections	105,862	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	366,958	710,841

Part III Funding percentages

14	Funding target attainment percentage	14	87.01 %
15	Adjusted funding target attainment percentage	15	102.99 %
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	101,608				
09/14/2010	66,431				
			Totals ▶ 18(b)	168,039	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	158,249

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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: %	[X] 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 [X] 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. ..... [X] Yes [ ] No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ..... [X] Yes [ ] No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment ..... [X] 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** 406,649

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** 406,649

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	290,425	0	290,425

36 Additional cash requirement (item 34 minus item 35) **36** 116,224

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c) **37** 158,249

38 Interest-adjusted excess contributions for current year (see instructions) **38** 42,025

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	34-0367600/002
Plan Name	The Lubrizol Corporation Wage Employees' 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.

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.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 - 29	1		5		1		0		0		0		0		0		0		0	
30 - 34	2		3		1		0		0		0		0		0		0		0	
35 - 39	1		5		5		3		1		0		0		0		0		0	
40 - 44	1		8		8		6		10		2		0		0		0		0	
45 - 49	1		6		2		6		5		0		0		0		0		0	
50 - 54	1		1		2		3		1		4		1		5		1		0	
55 - 59	2		1		0		2		2		3		3		10		11		0	
60 - 64	0		0		0		4		1		2		0		4		10		2	
65 - 69	0		0		0		1		0		0		0		2		1		1	
70 & Over	0		0		0		0		0		0		0		0		0		0	

Plan Name: The Lubrizol Corporation Wage Employees' Pension Plan
EIN / PN: 34-0367600 / 002
Plan Sponsor: The Lubrizol Corporation
Valuation Date: January 1, 2009

Schedule SB, Part V
Summary of Principal Plan Provisions

Plan Sponsor

The Lubrizol Corporation

Plan

The Lubrizol Corporation Wage Employees' Pension Plan.

Effective Date and Most Recent Amendment

Most recently amended through the twenty-first amendment to the February 28, 2001 restatement.

Plan Year

The twelve-month period ending December 31, 2009.

Eligibility

Immediate eligibility for all hourly full-time and part-time employees employed at one of the locations listed below and who are also covered by a collective bargaining agreement with one of the unions listed below. This includes all former Performance Materials division wage employees of BF Goodrich who were actively employed by Noveon on February 28, 2001.

Schedule	Union Locals	Location
1	2	Akron, Ohio Plant 3
	72, 369, 522, 27	Louisville, Kentucky
	1294	Calvert City, Kentucky
2	342-C	Cincinnati, Ohio
3	465	Charlotte, North Carolina

Collectively bargained employees (Union Local No. 560) under Schedule 4 (Scher Chemical) will enter upon the earlier of (a) attainment of age 20 ½ and 1 year of service (entry date is nearest January 1) or (b) six consecutive full calendar months of employment (entry date is January 1 coincident with or next following).

Plan Name:	The Lubrizol Corporation Wage Employees' Pension Plan
EIN / PN:	34-0367600 / 002
Plan Sponsor:	The Lubrizol Corporation
Valuation Date:	January 1, 2009

SCHEDULE SB ATTACHMENTS

Benefit Service

Benefit Service for Schedules 1 through 3 shall reflect the period from the later of the participant's hire date by Noveon (or by BF Goodrich for former Performance Materials division employees) or the acquisition date below to the participant's Severance from Service date. Benefit Service shall include all completed years of service, all fractional years of service, calculated using the number of completed days of service as a percentage of 365 days in a year.

Location	Acquistion Date
Charlotte	05/04/1992
Cincinnati	01/01/1987

Benefit service for Schedule 4 is based on 1,000 hours of service during a Plan Year during which the employee is an active participant.

Vesting Service

Vesting Service for Schedules 1 through 3 shall reflect the period from the participant's hire date by Noveon (or by BFGoodrich for former Performance Materials division employees) to the participant's Severance from Service date.

Vesting service for Schedule 4 is based on a Plan Year of 1,000 or more hours of service.

Final Average Compensation

For Schedule 3, the 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. Compensation for this purpose commenced January 1, 2006.

Normal Retirement Benefit

Eligible on or after Normal Retirement Date (age 65 for all; except with a fifth anniversary of participation for Schedule 4):

The monthly benefit is equal to the greater of (1) and (2):

(1) Total Service Formula (taking into account all prior service of former Performance Materials division employees from BFGoodrich to the extent credited under the BFGoodrich Plan for Wage Employees): (a) offset by (b):

   (a) Monthly amount as outlined in the Schedule below multiplied by Total Years of Benefit Service (limited to 44 years for Schedule 2 participants).
   (b) Accrued Benefit from the BFGoodrich Plan for Wage Employees as of February 28, 2001.

   Accrual of benefits under the Total Service Formula shall cease if and when benefit payments under the BFGoodrich Plan for Wage Employees commence prior to the participant's Normal Retirement Date.

Plan Name:	The Lubrizol Corporation Wage Employees' Pension Plan
EIN / PN:	34-0367600 / 002
Plan Sponsor:	The Lubrizol Corporation
Valuation Date:	January 1, 2009

(2) Future Service Formula (taking into account only service with Noveon after February 28, 2001): Monthly amount as outlined in the Schedule below multiplied by Benefit Service after February 28, 2001.

Schedule	For Employees retiring on or after:	Monthly Pension Amount per year of Benefit Service:
1 – Akron	March 1, 2001	$36.00
	August 1, 2001	37.00
1 – Louisville	March 1, 2001	40.00
	May 9, 2004	43.00 (future service only)
	June 1, 2007	45.00
1 – Calvert City	March 1, 2001	40.00
	September 15, 2005	43.00 (future service only)
	October 13, 2008	48.00
2 – Cincinnati	January 1, 1987 – April 1, 1993	14.00
	April 1, 1993	15.00 (future service only)
	April 1, 1994	16.00 (future service only)
	April 1, 1996	17.00 (future service only)
	April 1, 1997	19.00 (future service only)
	April 1, 1998	21.00 (future service only)
	April 1, 1999	23.00 (future service only)
	April 1, 2000	25.00 (future service only)
	April 1, 2001	28.00 (future service only)
	April 1, 2002	29.00 (future service only)
	April 1, 2003	30.00 (future service only)
	April 1, 2004	32.00 (future service only)
	April 1, 2005	33.00 (future service only)
	April 1, 2006	34.00 (future service only)
	April 1, 2007	35.00 (future service only)
3 – Charlotte	March 1, 2001	

The greater of (1) and (2):

(1) Total Service Formula (taking into account all prior service and compensation of former Performance Materials division employees from BFGoodrich, to the extent credited under the BFGoodrich Plan for Wage Employees): The greater of (a) and (b), offset by (c):

(a) Final Average Earnings Pension Amount: 1.15% of Final Average Monthly Earnings multiplied by years of Benefit Service, plus 0.45% of Final Average Monthly Earnings in excess of Covered Compensation, multiplied by the number of years of Benefit Service up to a maximum of 35 years.

(b) Service Credit Pension Amount: $16.50 per month multiplied by years of Benefit Service.

(c) Accrued Benefit from the BFGoodrich Plan for Wage Employees as of February 28, 2001.

Accrual of benefits under the Total Service Formula shall cease if and when benefit payments under the BFGoodrich Plan for Wage Employees commence prior to the participant's Normal Retirement Age.

(2) Future Service Formula (taking into account only service and compensation with Noveon after February 28, 2001): The greater of (a) and (b):

Plan Name:	The Lubrizol Corporation Wage Employees' Pension Plan
EIN / PN:	34-0367600 / 002
Plan Sponsor:	The Lubrizol Corporation
Valuation Date:	January 1, 2009

(a) Final Average Earnings Pension Amount: 1.15% of Final Average Monthly Earnings multiplied by years of Benefit Service, plus 0.45% of Final Average Monthly Earnings in excess of Covered Compensation, multiplied by the number of years of Benefit Service up to a maximum of 35 years.

(b) Service Credit Pension Amount: $16.50 per month multiplied by years of Benefit Service.

Effective March 1, 2006, the monthly benefit is equal to the greater of (1) and (2) less (3):

(1) .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.
(2) 1.35% times credited average basic compensation times years of benefit service (to the nearest 1/12th year).
(3) Adjusted benefit payable by BFGoodrich.

The above result is subject to the minimum accrued benefit from the prior benefit formula (reduced by the benefit payable from BFGoodrich) as of February 28, 2006.

4 – Scher Chemicals December 31, 2004

The monthly benefit is equal to 1% of the participant's Average Compensation multiplied by Years of Benefit Service as a participant where Average Compensation consists of the average of the participant's highest five consecutive Plan Years of compensation.

Early Retirement Benefit

Eligible at age 55 with 10 years of Vesting Service for Schedules 1 through 2, Schedule 3 provides eligibility at age 55. Schedule 4 employees can retire from active employment at age 60 or age 55 with 15 years of Vesting Service. Schedule 1 employees can retire early with 30 years of Vesting Service.

Schedule	Earliest unreduced retirement age:	Percentage reduction:
1	62 or 30 years of Benefit Service	0.400
2	65	0.167 (62-65)
		0.250 (55-65)
3	62	0.250
4	65	Actuarial

Benefit from Schedules 1 and 2 are reduced actuarially if the BFGoodrich benefit commences prior to retirement.

NPM Divestiture

Effective as of the date of 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 have not yet attained their Early Retirement Date as of the closing date of the sale of NPM, and who retire or terminate from employment with NPM, its affiliates or successors on or after reaching his or her Early Retirement Date (counting service with

NPM, its affiliates or successors thereto as service with the Employer) shall be eligible for early retirement benefits.

Supplemental Retirement

For Schedule 1 participants who retire on or after age 55, but before age 62, with 30 or more years of Benefit Service, a supplemental benefit equal to (1) offset by (2):

(1) Benefit

Pension amount times 30 plus $50, plus $10 per year that age is greater than 55, plus pension amount plus $5.50 per year of Benefit Service greater than 30

(2) Early Retirement Benefit.

The supplemental benefit is payable until the earlier of:

1. The participant's 62nd birthday, or
2. The participant's eligibility date for OASDI benefits under the Federal Social Security Act, or participant's death.

All prior service of former Performance Materials division employees from BFGoodrich, to the extent credited under the BFGoodrich Plan for Wage Employees, shall be taken into account for purposes of determining the early retirement supplement. However, The Lubrizol Corporation Wage Employees' Pension Plan shall only pay a fraction of the supplemental benefit. The fractional amount to be paid shall be equal to one (1) less a fraction, the numerator of which is the participant's Benefit Service as of February 28, 2001 (not to exceed 30), and the denominator of which is 30 years.

No supplement is payable if the BFGoodrich benefit commences prior to retirement.

Disability Benefit

If a participant becomes disabled prior to attaining age 65, he is entitled to a Disability benefit. For Schedule 4 participants, the Disability benefit is equal to the Normal Retirement Benefit based on the monthly pension in effect and Benefit Service at the time the participant became disabled. The participant's accrued benefit is actuarially reduced for commencement prior to Normal Retirement Date. For Schedule 1 employees and Schedule 3 employees, no disability benefits 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

For Schedules 1 and 3, upon termination after completing 5 years of vesting service, the accrued monthly retirement benefit (determined in the same manner as for normal retirement) is payable commencing at age 65. An actuarially equivalent benefit is available as early as age 55.

For Schedule 2, upon termination after completing 5 years of vesting service, accrued monthly benefit payable at age 65 or reduced benefits (in the same manner as early retirement) as early as age 55 if 10 years of vesting service.

For Schedule 4, participants are fully vested after 4 years of Vesting Service with vesting accumulated evenly over the full years of Vesting Service. An actuarially equivalent benefit is available as early as age 60 or age 55 with 15 years of Vesting Service.

Special Termination Benefit

For employees of Schedule 3 who are terminated due to Reduction in Force, who have attained age 50 but not year reached age 55, and have completed at least 5 years of Vesting Service, a Special Termination Benefit is payable at Normal Retirement Date, or a reduced benefit is payable as early as age 55 that is equal to the Normal Retirement Benefit reduced by 0.5% for each full calendar month that benefit commencement precedes the participant's 62nd birthday.

If former Performance Materials division wage employees from BF Goodrich are terminated due to a Reduction in Force, the Noveon, Inc. Wage Employees' Pension Plan shall pay all Special Deferred Vested Termination benefits (including any subsidized benefits related to prior service and compensation) in excess of the BFGoodrich Plan obligation to pay under the terms of the Deferred Vested Terminations benefit provisions.

Plant Closure Benefit

For employees of Schedule 1 that are terminated due to complete and permanent discontinuance of operations at a manufacturing plant, who have completed at least 25 years of Vesting Service (regardless of age), or had attained age 55 and had not completed 5 years of Vesting Service and is not receiving a Disability Pension, a Plant Closure benefit equal to the unreduced Normal Retirement Benefit is payable immediately. For those employees eligible only for a deferred vested benefit, they may elect a lump sum benefit equal to a multiple of pay, based on years of Vesting Service instead of receiving their Deferred Vested Pension.

For employees in Schedule 3: A benefit payable immediately equal to the greater of (1) and (2) below:

(1) Final Average Earnings Pension Amount portion of the Normal Retirement Benefit reduced 0.50% for each full calendar month, up to a maximum of 84 months, that benefit commencement precedes the participant's 62nd birthday.

(2) Unreduced Service Credit Pension Amount.

Lump Sum Benefit for Layoff

For employees of Schedule 1 on layoff status who are eligible for Deferred Vested Termination and not eligible for Plant Closure, a lump sum benefit equal to a multiple of pay, based on years of Vesting Service.

SCHEDULE SB ATTACHMENTS

Death Benefits for Participants in Active Service

Upon death after completion of 5 years of vesting service, provided that the employee has been married to his current spouse for at least one year.

If death occurs while actively employed before age 55:

50% of the participant's accrued benefit actuarially reduced for election of 50% J&S form of payment and further reduced for early commencement of benefits at age 55. Benefits will commence at pensioner's age 55.

If death occurs while actively employed after age 55:

50% of the participant's accrued benefit actuarially reduced for election of 50% J&S form of payment and further reduced for early commencement of benefits at the later of age 55 and age at death.

For employees in Benefit Schedule 1 only:

$2,250 is paid to the estate of a deceased employee who terminates employment after age 60 and meets Early or Normal Retirement eligibility requirements.

For employees in Benefit Schedule 4 only:

An additional amount is payable to the Beneficiary as a lump sum with said amount determined by subtracting the value of the QPSA death benefit from the lump sum present value of the participant's accrued benefit.

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 straight life annuity basis (Schedule 2), five year certain and life basis (Schedule 1), or a ten year certain and life basis (Schedule 3 and 4). Other options are available depending on the Schedule.

Credited Average Basic Compensation

For Schedule 3, the average of a participant's monthly rates of basic compensation (which includes quarterly compensation plus bonuses plus overtime) in effect on each January 1, commencing January 1, 2006.

Covered Compensation

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

Plan Name:	The Lubrizol Corporation Wage Employees' Pension Plan
EIN / PN:	34-0367600 / 002
Plan Sponsor:	The Lubrizol Corporation
Valuation Date:	January 1, 2009

SCHEDULE SB ATTACHMENTS

Changes in Plan Provisions since Last Actuarial Valuation

The following changes occurred since the prior valuation:

- Effective October 13, 2008, the Schedule 1 (Clavert City employees) monthly benefit multiplier was increased to $48 per year for all years of service for employees retiring on or after October 13, 2008.

- Effective January 1, 2009, the Schedule 1 disability benefit provisions for Calvert City employees were eliminated.

- Effective January 1, 2009, the qualified plan compensation limit increased from $230,000 to $245,000 and the qualified plan limit increased from $185,000 to $195,000. These changes had no effect on the target liability.

Schedule SB, Part V
Statement of Actuarial Assumptions and Methods

Plan Sponsor	The Lubrizol Corporation
EIN/PN	34-0367600/002
Discount rates	Current plan year PPA effective interest rate: 8.13%
	Prior plan year PPA effective interest rate: 6.15%
	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 $100,883.

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.

SCHEDULE SB ATTACHMENTS

Compensation increases

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

Attained Age	Assumed Annual Increase
20 & Under	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 & Over	3.0

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.

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

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

Participants are assumed to elect the normal form.

Marriage

For purposes of valuing the pre-retirement 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 assumed paid in the current year beginning on the valuation date equals the actual plan compensation paid in the prior year increased according to the compensation increase assumption. Compensation is limited by Internal Revenue Code Section 401(a)(17).

Asset method

Under this method, the valuation assets are equal to the average of three values (all determined with regard to receivable contributions). 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. 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.

PBGC Premium Funding Target

The Alternative Premium Funding Target was determined using the assumptions described above.

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, 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.