

NEWMARKET CORP  
Form 10-Q  
April 29, 2011  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D. C. 20549**

**FORM 10-Q**

**X    QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the quarterly period ended March 31, 2011**

**OR**

**..    TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 1-32190**

**NEWMARKET CORPORATION**

**(Exact name of registrant as specified in its charter)**

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|   |  |
|---|--|
| <b>VIRGINIA</b><br>(State or other jurisdiction of<br>incorporation or organization)                        | <b>20-0812170</b><br>(I.R.S. Employer<br>Identification No.) |
| <b>330 SOUTH FOURTH STREET</b><br><br><b>RICHMOND, VIRGINIA</b><br>(Address of principal executive offices) | <b>23218-2189</b><br>(Zip Code)                              |
| <b>Registrant's telephone number, including area code - (804) 788-5000</b>                                  |  |

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐

Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Number of shares of common stock, without par value, outstanding as of March 31, 2011: 13,845,311.

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**Table of Contents****PART I. FINANCIAL INFORMATION****ITEM 1. Financial Statements****NEWMARKET CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF INCOME**

(In thousands, except per-share amounts)

(Unaudited)

|   | <b>Three Months Ended<br/>March 31</b> |             |
|---|--|-------------|
|   | <b>2011</b>                            | <b>2010</b> |
| Revenue:  |  |             |
| Net sales - product                             | \$ 505,225                             | \$ 392,265  |
| Rental revenue                                  | 2,858                                  | 2,861       |
|   | 508,083                                | 395,126     |
| Costs:  |  |             |
| Cost of goods sold - product                    | 366,051                                | 273,628     |
| Cost of rental                                  | 1,068                                  | 1,090       |
|   | 367,119                                | 274,718     |
| Gross profit                                    | 140,964                                | 120,408     |
| Selling, general, and administrative expenses   | 38,424                                 | 30,574      |
| Research, development, and testing expenses     | 24,461                                 | 21,083      |
| Operating profit                                | 78,079                                 | 68,751      |
| Interest and financing expenses                 | 4,645                                  | 3,949       |
| Other expense, net                              | 67                                     | 2,311       |
| Income before income tax expense                | 73,367                                 | 62,491      |
| Income tax expense                              | 23,778                                 | 20,353      |
| Net income                                      | \$ 49,589                              | \$ 42,138   |
| Basic earnings per share                        | \$ 3.57                                | \$ 2.79     |
| Diluted earnings per share                      | \$ 3.57                                | \$ 2.78     |
| Shares used to compute basic earnings per share | 13,890                                 | 15,118      |

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|   |          |          |
|---|----------|----------|
| Shares used to compute diluted earnings per share | 13,906   | 15,154   |
| Cash dividends declared per common share          | \$ 0.440 | \$ 0.375 |

See accompanying Notes to the Consolidated Financial Statements.

**Table of Contents****NEWMARKET CORPORATION AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

(In thousands, except share amounts)

(Unaudited)

|   | <b>March 31<br/>2011</b> | <b>December 31<br/>2010</b> |
|---|--------------------------|-----------------------------|
| <b>ASSETS</b>   |                          |                             |
| Current assets:   |                          |                             |
| Cash and cash equivalents   | \$ 49,803                | \$ 49,192                   |
| Short-term investments  | 0                        | 300                         |
| Trade and other accounts receivable, less allowance for doubtful accounts (\$956 in 2011 and \$733 in 2010) | 292,513                  | 257,748                     |
| Inventories:  |                          |                             |
| Finished goods  | 237,883                  | 215,764                     |
| Raw materials   | 51,236                   | 50,853                      |
| Stores, supplies and other  | 6,349                    | 6,598                       |
|   | 295,468                  | 273,215                     |
| Deferred income taxes   | 4,625                    | 6,876                       |
| Prepaid expenses and other current assets   | 15,202                   | 15,444                      |
| <b>Total current assets</b>   | <b>657,611</b>           | <b>602,775</b>              |
| Property, plant and equipment, at cost  | 1,019,474                | 988,180                     |
| Less accumulated depreciation and amortization  | 667,394                  | 654,204                     |
| <b>Net property, plant and equipment</b>  | <b>352,080</b>           | <b>333,976</b>              |
| Prepaid pension cost  | 10,734                   | 8,597                       |
| Deferred income taxes   | 19,318                   | 21,974                      |
| Other assets and deferred charges   | 47,566                   | 48,893                      |
| Intangibles (net of amortization) and goodwill  | 44,358                   | 46,526                      |
| <b>Total assets</b>   | <b>\$ 1,131,667</b>      | <b>\$ 1,062,741</b>         |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>   |                          |                             |
| Current liabilities:  |                          |                             |
| Accounts payable  | \$ 116,279               | \$ 109,250                  |
| Accrued expenses  | 60,045                   | 71,558                      |
| Dividends payable   | 5,189                    | 5,304                       |
| Book overdraft  | 2,912                    | 1,063                       |
| Long-term debt, current portion   | 4,347                    | 4,369                       |
| Income taxes payable  | 26,500                   | 14,843                      |
| <b>Total current liabilities</b>  | <b>215,272</b>           | <b>206,387</b>              |

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|  |                     |                     |
|--|---------------------|---------------------|
| Long-term debt   | 253,829             | 217,544             |
| Other noncurrent liabilities   | 141,764             | 147,170             |
| Commitments and contingencies (Note 8)   |                     |                     |
| Shareholders' equity:  |                     |                     |
| Common stock (without par value) and paid-in capital; authorized shares - 80,000,000; Outstanding shares - 13,845,311 in 2011 and 14,034,884 in 2010 | 4                   | 0                   |
| Accumulated other comprehensive loss   | (64,071)            | (73,820)            |
| Retained earnings  | 584,869             | 565,460             |
|  | 520,802             | 491,640             |
| <b>Total liabilities and shareholders' equity</b>  | <b>\$ 1,131,667</b> | <b>\$ 1,062,741</b> |

See accompanying Notes to the Consolidated Financial Statements.

**Table of Contents****NewMarket Corporation and Subsidiaries****Consolidated Statements of Shareholders' Equity**

(in thousands, except share amounts)

(unaudited)

|   | Common Stock and<br>Paid in Capital |         | Accumulated<br>Other<br>Comprehensive<br>(Loss)<br>Income | Retained<br>Earnings | Total<br>Shareholders'<br>Equity |
|---|-------------------------------------|---------|---|----------------------|----------------------------------|
|   | Shares                              | Amount  |   |                      |                                  |
| Balance at December 31, 2009                                | 15,209,989                          | \$ 275  | \$ (74,784)   | \$ 532,694           | \$ 458,185                       |
| Comprehensive income:                                       |                                     |         |   |                      |                                  |
| Net income  |                                     |         |   | 177,125              | 177,125                          |
| Changes in (net of tax):                                    |                                     |         |   |                      |                                  |
| Foreign currency translation adjustments                    |                                     |         | (6,042)   |                      | (6,042)                          |
| Pension plans and other postretirement benefit adjustments: |                                     |         |   |                      |                                  |
| Prior service cost  |                                     |         | (523)   |                      | (523)                            |
| Unrecognized gain   |                                     |         | 9,006   |                      | 9,006                            |
| Transition obligation                                       |                                     |         | 10  |                      | 10                               |
| Derivative net loss   |                                     |         | (1,487)   |                      | (1,487)                          |
| Total comprehensive income                                  |                                     |         |   |                      | 178,089                          |
| Cash dividends (\$1.565 per share)                          |                                     |         |   | (22,608)             | (22,608)                         |
| Repurchases of common stock                                 | (1,213,158)                         | (3,104) |   | (121,751)            | (124,855)                        |
| Stock options exercised                                     | 21,000                              | 91      |   |                      | 91                               |
| Stock options tax benefit                                   |                                     | 711     |   |                      | 711                              |
| Issuance of stock   | 17,053                              | 2,027   |   |                      | 2,027                            |
| Balance at December 31, 2010                                | 14,034,884                          | 0       | (73,820)  | 565,460              | 491,640                          |
| Comprehensive income:                                       |                                     |         |   |                      |                                  |
| Net income  |                                     |         |   | 49,589               | 49,589                           |
| Changes in (net of tax):                                    |                                     |         |   |                      |                                  |
| Foreign currency translation adjustments                    |                                     |         | 8,662   |                      | 8,662                            |
| Pension plans and other postretirement benefit adjustments: |                                     |         |   |                      |                                  |
| Prior service cost  |                                     |         | 65  |                      | 65                               |
| Unrecognized gain   |                                     |         | 650   |                      | 650                              |
| Transition obligation                                       |                                     |         | 10  |                      | 10                               |
| Derivative net gain   |                                     |         | 362   |                      | 362                              |
| Total comprehensive income                                  |                                     |         |   |                      | 59,338                           |
| Cash dividends (\$0.44 per share)                           |                                     |         |   | (6,091)              | (6,091)                          |
| Repurchases of common stock                                 | (190,573)                           | 0       |   | (24,089)             | (24,089)                         |
| Stock options exercised                                     | 1,000                               | 4       |   |                      | 4                                |
| Balance at March 31, 2011                                   | 13,845,311                          | \$ 4    | \$ (64,071)   | \$ 584,869           | \$ 520,802                       |

See accompanying Notes to the Consolidated Financial Statements.





**Table of Contents****NEWMARKET CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In thousands)

(Unaudited)

|  | <b>Three Months Ended<br/>March 31</b> |                   |
|--|--|-------------------|
|  | <b>2011</b>                            | <b>2010</b>       |
| <b>Cash and cash equivalents at beginning of year</b>                        | <b>\$ 49,192</b>                       | <b>\$ 151,831</b> |
| <b>Cash flows from operating activities:</b>                                 |  |                   |
| Net income   | 49,589                                 | 42,138            |
| Adjustments to reconcile net income to cash flows from operating activities: |  |                   |
| Depreciation and other amortization  | 10,167                                 | 8,779             |
| Amortization of deferred financing costs                                     | 379                                    | 358               |
| Noncash environmental remediation and dismantling                            | 187                                    | 128               |
| Noncash pension benefits expense   | 3,167                                  | 3,379             |
| Noncash postretirement benefits expense                                      | 799                                    | 768               |
| Noncash foreign exchange loss  | 1,296                                  | 2,952             |
| Deferred income taxes  | 3,243                                  | (640)             |
| Unrealized (gain) loss on derivative instruments, net                        | (3,369)                                | 1,376             |
| Working capital changes  | (45,598)                               | (10,903)          |
| Cash pension benefits contributions  | (7,253)                                | (2,283)           |
| Cash postretirement benefits contributions                                   | (458)                                  | (431)             |
| Other, net   | 2,198                                  | (2,825)           |
| <b>Cash provided from operating activities</b>                               | <b>14,347</b>                          | <b>42,796</b>     |
| <b>Cash flows from investing activities:</b>                                 |  |                   |
| Capital expenditures   | (24,151)                               | (6,677)           |
| Deposits for interest rate swap  | (11,408)                               | (6,840)           |
| Return of deposits for interest rate swap                                    | 14,480                                 | 4,210             |
| Payments on settlement of interest rate swap                                 | (2,574)                                | 0                 |
| Receipts from settlement of interest rate swap                               | 71                                     | 0                 |
| Proceeds from sale of short-term investment                                  | 300                                    | 0                 |
| Acquisition of business (net of cash acquired of \$1.8 million)              | 0                                      | (43,748)          |
| <b>Cash used in investing activities</b>                                     | <b>(23,282)</b>                        | <b>(53,055)</b>   |
| <b>Cash flows from financing activities:</b>                                 |  |                   |
| Net borrowings under revolving credit agreement                              | 37,000                                 | 0                 |
| Repayment on Foundry Park I mortgage loan                                    | (664)                                  | (207)             |
| Borrowing under line of credit   | 71                                     | 0                 |
| Repayment of Foundry Park I construction loan                                | 0                                      | (99,102)          |
| Borrowing under Foundry Park I mortgage loan                                 | 0                                      | 68,400            |
| Repurchases of common stock  | (27,427)                               | (14,276)          |
| Dividends paid   | (903)                                  | (5,641)           |
| Change in book overdraft, net  | 1,849                                  | 764               |
| Debt issuance costs  | (2,233)                                | (1,524)           |

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|   |                  |                  |
|---|------------------|------------------|
| Payment for financed intangible asset                   | 0                | (250)            |
| Proceeds from exercise of stock options                 | 4                | 4                |
| Payments on the capital lease                           | (144)            | (204)            |
| Cash provided from (used in) financing activities       | 7,553            | (52,036)         |
| Effect of foreign exchange on cash and cash equivalents | 1,993            | (1,565)          |
| <b>Increase (decrease) in cash and cash equivalents</b> | <b>611</b>       | <b>(63,860)</b>  |
| <b>Cash and cash equivalents at end of period</b>       | <b>\$ 49,803</b> | <b>\$ 87,971</b> |

See accompanying Notes to the Consolidated Financial Statements.

**Table of Contents****NEWMARKET CORPORATION AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited)

**1. Financial Statement Presentation**

In the opinion of management, the accompanying consolidated financial statements of NewMarket Corporation and its subsidiaries contain all necessary adjustments for the fair statement of, in all material respects, our consolidated financial position as of March 31, 2011 and December 31, 2010, and the change in our shareholders' equity for the three months ended March 31, 2011 and the year ended December 31, 2010, as well as our consolidated results of operations and cash flows for the three months ended March 31, 2011 and March 31, 2010. All adjustments are of a normal, recurring nature, unless otherwise disclosed. These financial statements should be read in conjunction with the consolidated financial statements and related notes included in the NewMarket Corporation Annual Report on Form 10-K for the year ended December 31, 2010 (2010 Annual Report), as filed with the Securities and Exchange Commission (SEC). The results of operations for the three month period ended March 31, 2011 are not necessarily indicative of the results to be expected for the full year ending December 31, 2011. The December 31, 2010 consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America.

Unless the context otherwise requires, all references to we, us, our, the Company and NewMarket are to NewMarket Corporation and its consolidated subsidiaries.

At both March 31, 2011 and December 31, 2010, we had a bank overdraft for some of our disbursement cash accounts. A bank overdraft represents transactions that have not cleared the bank accounts at the end of the reporting period. There are no agreements with the same banks to offset the presented balance. We transfer cash on an as-needed basis to fund these items as they clear the bank in subsequent periods.

Cash dividends totaling 44 cents per share for the three months ended March 31, 2011 and 37.5 cents per share for the three months ended March 31, 2010 were declared and paid as shown in the table below.

| <b>Year</b> | <b>Date Declared</b> | <b>Date Paid</b> | <b>Per Share Amount</b> |
|-------------|----------------------|------------------|-------------------------|
| 2011        | February 17, 2011    | April 1, 2011    | 44.0 cents              |
| 2010        | February 18, 2010    | April 1, 2010    | 37.5 cents              |

**2. Asset Retirement Obligations**

Our asset retirement obligations are related primarily to our tetraethyl lead (TEL) operations. The following table illustrates the activity associated with our asset retirement obligations for the three months ended March 31, 2011 and March 31, 2010.

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|   | <b>2011</b>           | <b>2010</b> |
|---|-----------------------|-------------|
|   | <i>(in thousands)</i> |             |
| Asset retirement obligations, January 1 | \$ 2,975              | \$ 3,031    |
| Accretion expense                       | 37                    | 39          |
| Asset retirement obligations, March 31  | \$ 3,012              | \$ 3,070    |

**3. Segment Information**

The tables below show our consolidated segment results. The All other category includes the operations of the TEL business, as well as certain contract manufacturing performed by Ethyl Corporation (Ethyl).

**Consolidated Revenue by Segment***(in millions)*

|                         | <b>Three Months Ended<br/>March 31</b> |             |
|-------------------------|--|-------------|
|                         | <b>2011</b>                            | <b>2010</b> |
| Petroleum additives     | \$ 502.7                               | \$ 389.3    |
| Real estate development | 2.9                                    | 2.9         |
| All other               | 2.5                                    | 2.9         |
| Consolidated revenue    | \$ 508.1                               | \$ 395.1    |

**Table of Contents****Segment Operating Profit***(in millions)*

|   | <b>Three Months Ended<br/>March 31</b> |             |
|---|--|-------------|
|   | <b>2011</b>                            | <b>2010</b> |
| Petroleum additives                             | \$ 80.6                                | \$ 70.4     |
| Real estate development                         | 1.8                                    | 1.8         |
| All other                                       | 0.2                                    | 0.9         |
| Segment operating profit                        | 82.6                                   | 73.1        |
| Corporate, general, and administrative expenses | (4.1)                                  | (4.2)       |
| Interest and financing expenses                 | (4.6)                                  | (3.9)       |
| Gain (loss) on interest rate swap agreement (a) | 0.9                                    | (2.4)       |
| Other expense, net                              | (1.4)                                  | (0.1)       |
| Income before income taxes                      | \$ 73.4                                | \$ 62.5     |

- (a) The gain (loss) on the interest rate swap agreement represents the change, since the beginning of the reporting period, in the fair value of an interest rate swap which we entered into on June 25, 2009. We are not using hedge accounting to record the interest rate swap, and accordingly, any change in the fair value is immediately recognized in earnings.

**Segment Depreciation and Amortization***(in millions)*

|                                     | <b>Three Months Ended<br/>March 31</b> |             |
|-------------------------------------|--|-------------|
|                                     | <b>2011</b>                            | <b>2010</b> |
| Petroleum additives                 | \$ 8.9                                 | \$ 7.5      |
| Real estate development             | 0.9                                    | 0.9         |
| All other and corporate             | 0.7                                    | 0.7         |
| Total depreciation and amortization | \$ 10.5                                | \$ 9.1      |

**4. Pension and Postretirement Benefit Plans**

During the three months ended March 31, 2011, we made cash contributions of approximately \$5.7 million for domestic pension plans and approximately \$400 thousand for domestic postretirement benefit plans. We expect to make total cash contributions in 2011 of approximately \$22.6 million for our domestic pension plans and approximately \$1.6 million for our domestic postretirement benefit plans.

We made cash contributions of approximately \$1.6 million for our foreign pension plans and approximately \$50 thousand for a foreign postretirement benefit plan during the three months ended March 31, 2011. During 2011, we expect to make total cash contributions of approximately \$6.4 million for our foreign pension plans and approximately \$200 thousand for our foreign postretirement benefit plan.



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The tables below present information on periodic benefit cost for our pension and postretirement benefit plans.

|                                    | Domestic                    |          |                         |        |
|------------------------------------|-----------------------------|----------|-------------------------|--------|
|                                    | Pension Benefits            |          | Postretirement Benefits |        |
|                                    | Three Months Ended March 31 |          |                         |        |
|                                    | 2011                        | 2010     | 2011                    | 2010   |
|                                    | (in thousands)              |          |                         |        |
| Service cost                       | \$ 1,691                    | \$ 1,645 | \$ 353                  | \$ 318 |
| Interest cost                      | 2,247                       | 2,118    | 843                     | 848    |
| Expected return on plan assets     | (2,837)                     | (2,374)  | (399)                   | (407)  |
| Amortization of prior service cost | 76                          | 31       | 2                       | 2      |
| Amortization of net loss (gain)    | 798                         | 830      | (74)                    | (61)   |
| Net periodic benefit cost          | \$ 1,975                    | \$ 2,250 | \$ 725                  | \$ 700 |

|   | Foreign                     |          |                         |       |
|---|-----------------------------|----------|-------------------------|-------|
|   | Pension Benefits            |          | Postretirement Benefits |       |
|   | Three Months Ended March 31 |          |                         |       |
|   | 2011                        | 2010     | 2011                    | 2010  |
|   | (in thousands)              |          |                         |       |
| Service cost                                  | \$ 1,033                    | \$ 782   | \$ 8                    | \$ 6  |
| Interest cost                                 | 1,449                       | 1,387    | 38                      | 36    |
| Expected return on plan assets                | (1,576)                     | (1,377)  | 0                       | 0     |
| Amortization of prior service cost            | 21                          | 21       | 0                       | 0     |
| Amortization of transition (asset) obligation | 0                           | (9)      | 13                      | 13    |
| Amortization of net loss                      | 265                         | 325      | 15                      | 13    |
| Net periodic benefit cost                     | \$ 1,192                    | \$ 1,129 | \$ 74                   | \$ 68 |



**Table of Contents****5. Earnings Per Share**

Basic and diluted earnings per share are calculated as shown in the table below. Options are not included in the computation of diluted earnings per share when the option exercise price exceeds the average market price of the underlying common share, as the impact on earnings per share would be anti-dilutive. We had no anti-dilutive options that were excluded from the calculation of earnings per share for any period presented.

|   | Three Months Ended<br>March 31              |           |
|---|---|-----------|
|   | 2011  | 2010      |
|   | (in thousands, except<br>per-share amounts) |           |
| Basic earnings per share                                      |   |           |
| Numerator:  |   |           |
| Net income  | \$ 49,589                                   | \$ 42,138 |
| Denominator:  |   |           |
| Weighted-average number of shares of common stock outstanding | 13,890                                      | 15,118    |
| Basic earnings per share                                      | \$ 3.57                                     | \$ 2.79   |
| Diluted earnings per share                                    |   |           |
| Numerator:  |   |           |
| Net income  | \$ 49,589                                   | \$ 42,138 |
| Denominator:  |   |           |
| Weighted-average number of shares of common stock outstanding | 13,890                                      | 15,118    |
| Shares issuable upon exercise of stock options                | 16  | 36        |
| Total shares  | 13,906                                      | 15,154    |
| Diluted earnings per share                                    | \$ 3.57                                     | \$ 2.78   |

**Table of Contents**6. Intangibles (net of amortization) and goodwill

The following table provides certain information related to our intangible assets. All of the intangibles relate to the petroleum additives segment.

|                              | Identifiable Intangibles    |                             |                             |                             |
|------------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
|                              | March 31<br>2011            |                             | December 31<br>2010         |                             |
|                              | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization |
|                              | <i>(in thousands)</i>       |                             |                             |                             |
| Amortizing intangible assets |                             |                             |                             |                             |
| Formulas and technology      | \$ 91,487                   | \$ 65,353                   | \$ 91,487                   | \$ 64,013                   |
| Contracts                    | 16,380                      | 10,290                      | 16,380                      | 9,650                       |
| Customer base                | 7,040                       | 1,424                       | 7,040                       | 1,276                       |
| Trademarks and trade name    | 1,600                       | 173                         | 1,600                       | 133                         |
| Goodwill                     | 5,091                       |                             | 5,091                       |                             |
|                              | \$ 121,598                  | \$ 77,240                   | \$ 121,598                  | \$ 75,072                   |

Amortization expense was (in millions):

|                                   |        |
|-----------------------------------|--------|
| Three months ended March 31, 2011 | \$ 2.2 |
| Three months ended March 31, 2010 | \$ 2.2 |

Currently, estimated annual amortization expense related to our intangible assets for the next five years is expected to be (in millions):

|      |        |
|------|--------|
| 2011 | \$ 8.6 |
| 2012 | \$ 7.4 |
| 2013 | \$ 7.1 |
| 2014 | \$ 6.2 |
| 2015 | \$ 5.8 |

Generally, we amortize the cost of the customer base intangible by an accelerated method and the cost of the remaining intangible assets by the straight-line method over their estimated economic lives. We generally amortize contracts over 1.5 to 10 years and formulas and technology over 5 to 20 years. Trademarks and the trade name are amortized over 10 years.

**Table of Contents****7. Long-term Debt**

Long-term debt consisted of:

|   | <b>March 31</b>       | <b>December 31</b> |
|---|-----------------------|--------------------|
|   | <b>2011</b>           | <b>2010</b>        |
|   | <i>(in thousands)</i> |                    |
| Senior notes - 7.125% due 2016          | \$ 150,000            | \$ 150,000         |
| Foundry Park I mortgage loan - due 2015 | 65,611                | 66,275             |
| Revolving credit facility               | 41,000                | 4,000              |
| Line of credit                          | 1,565                 | 1,494              |
| Capital lease obligations               | 0                     | 144                |
|   | 258,176               | 221,913            |
| Current maturities of long-term debt    | (4,347)               | (4,369)            |
|   | \$ 253,829            | \$ 217,544         |

We had outstanding borrowings under our revolving credit facility of \$41.0 million at March 31, 2011 at an average interest rate of 3.09%. We had outstanding letters of credit of \$5.1 million at March 31, 2011, resulting in the unused portion of the revolving credit facility amounting to \$253.9 million. At December 31, 2010, we had outstanding letters of credit of \$5.1 million and borrowings of \$4.0 million, resulting in the unused portion of the revolving credit facility amounting to \$290.9 million. The average interest rate for borrowings in 2010 under our revolving credit facilities was 4.53%.

We were in compliance with all covenants under our debt agreements at March 31, 2011 and December 31, 2010.

**8. Contractual Commitments and Contingencies**

There have been no significant changes in our contractual commitments and contingencies from those reported in our 2010 Annual Report on Form 10-K in Note 18. The information below provides information on certain contractual commitments and contingencies.

**Litigation**

We are involved in legal proceedings that are incidental to our business and include administrative or judicial actions seeking remediation under environmental laws, such as Superfund. Some of these legal proceedings relate to environmental matters and involve governmental authorities. For further information, see Environmental below.

While it is not possible to predict or determine with certainty the outcome of any legal proceeding, we believe the outcome of any of these proceedings, or all of them combined, will not result in a material adverse effect on our consolidated financial condition or results of operations.

**Environmental**

During 2000, the U.S. Environmental Protection Agency (EPA) named us as a potentially responsible party (PRP) under Superfund law for the clean-up of soil and groundwater contamination at the Sauget Area 2 Site in Sauget, Illinois. Without admitting any fact, responsibility, fault, or liability in connection with this site, we are participating with other PRPs in site investigations and feasibility studies. The Sauget Area 2 Site PRPs received notice of approval from the EPA of their October 2009 Human Health Risk Assessment. Additionally, the

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PRPs have submitted their Feasibility Study (FS) to the EPA Remedy Review Board. We have accrued our estimated proportional share of the expenses for the FS, as well as our best estimate of our proportional share of the remediation liability proposed in our ongoing discussions and submissions with the agencies involved. We do not believe there is any additional information available as a basis for revision of the liability that we have established. The amount currently accrued for this site is not material.

At a former TEL plant site located in Louisiana, we have completed significant environmental remediation, although we will be monitoring and treating the site for an extended period. The accrual for this site was \$6.7 million at March 31, 2011 and \$6.8 million at December 31, 2010. We based these amounts on the best estimate of future costs discounted at approximately 3% in both 2011 and 2010. An inflation factor is included in the estimate. The undiscounted liability was \$8.5 million at March 31, 2011 and \$8.7 million at December 31, 2010. The expected payments over the next five years amount to approximately \$600 thousand in 2011, \$700 thousand in 2012, and \$600 thousand for each of the years 2013 through 2015. Expected payments thereafter amount to approximately \$5.4 million.

At a plant site in Houston, Texas, we have accruals of \$7.5 million at March 31, 2011 and \$7.6 million at December 31, 2010 for environmental remediation, dismantling, and decontamination. Included in these amounts are \$7.2 million at March 31, 2011 and \$7.3 million at December 31, 2010 for remediation. Of the total remediation, \$6.8 million at March 31, 2011 and \$6.9 million at December 31, 2010 relates to remediation of groundwater and soil. The accruals for this site are discounted at approximately 3% at both March 31, 2011 and December 31, 2010. The accruals include an inflation factor. The undiscounted accrual for this site was \$10.8 million at both March 31, 2011 and December 31, 2010. The expected payments over the next five years are approximately \$300 thousand in 2011, \$500 thousand in 2012, \$600 thousand in 2013, \$1.7 million in 2014, and \$200 thousand in 2015. Expected payments thereafter amount to approximately \$7.5 million.

At a Superfund site in Louisiana, we have an accrual of \$3.1 million at March 31, 2011 and \$3.3 million at December 31, 2010 for environmental remediation. The accrual for this site was discounted at approximately 3% at both March 31, 2011 and December 31, 2010 and included an inflation factor. The undiscounted accrual for this site was \$4.0 million at March 31, 2011 and \$4.2 million at December 31, 2010. The expected payments over the next five years amount to approximately \$300 thousand in 2011, \$400 thousand in 2012, and \$200 thousand each for years 2013 through 2015. Expected payments thereafter amount to approximately \$2.7 million.

The remaining environmental liabilities are not discounted.

We accrue for environmental remediation and monitoring activities for which costs can be reasonably estimated and are probable. These estimates are based on an assessment of the site, available clean-up methods, and prior experience in handling remediation. While we believe we are currently fully accrued for known environmental issues, it is possible that unexpected future costs could have a significant impact on our financial position and results of operations.

Our total accruals for environmental remediation were approximately \$22.2 million at March 31, 2011 and \$22.5 million at December 31, 2010. In addition to the accruals for environmental remediation, we also have accruals for dismantling and decommissioning costs of \$500 thousand at both March 31, 2011 and December 31, 2010.

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### **Letters of Credit and Guarantees**

We have outstanding guarantees with several financial institutions in the amount of \$40.1 million at March 31, 2011. The guarantees are secured by letters of credit, as well as cash collateral. A portion of the guarantees is unsecured. The outstanding letters of credit amounted to \$5.1 million at March 31, 2011, all of which were issued under the letter of credit sub-facility of our revolving credit facility. The letters of credit primarily relate to insurance guarantees. The remaining amounts represent performance, lease, custom and excise tax guarantees, as well as a cash deposit of \$20.1 million related to the Goldman Sachs Bank USA (Goldman Sachs) interest rate swap. The cash deposit is recorded in Other assets and deferred charges on the Consolidated Balance Sheet. Expiration dates of the letters of credit and certain guarantees range from 2011 to 2013. Some of the guarantees have no expiration date. We renew letters of credit as necessary.

We cannot estimate the maximum amount of potential liability under the guarantees. However, we accrue for potential liabilities when a future payment is probable and the range of loss can be reasonably estimated.

### **9. Derivatives and Hedging Activities**

#### **Accounting Policy for Derivative Instruments and Hedging Activities**

We record all derivatives on the balance sheet at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether we have elected to designate a derivative in a hedging relationship and apply hedge accounting, and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. Derivatives designated and qualifying as a hedge of the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Derivatives may also be designated as hedges of the foreign currency exposure of a net investment in a foreign operation. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk in a fair value hedge or the earnings effect of the hedged forecasted transactions in a cash flow hedge. We may enter into derivative contracts that are intended to economically hedge certain of our risks, even though hedge accounting does not apply or we elect not to apply hedge accounting. We do not enter into derivative instruments for speculative purposes.

#### **Risk Management Objective of Using Derivatives**

We are exposed to certain risks arising from both our business operations and economic conditions. We primarily manage our exposures to a wide variety of business and operational risks through management of our core business activities.

We manage certain economic risks, including interest rate, liquidity, and credit risk primarily by managing the amount, sources, and duration of our debt funding, as well as through the use of derivative financial instruments. Specifically, we have entered into interest rate swaps to manage our exposure to interest rate movements.

Our foreign operations expose us to fluctuations of foreign exchange rates. These fluctuations may impact the value of our cash receipts and payments as compared to our reporting currency, the U.S. Dollar. To manage this exposure, we sometimes enter into foreign currency forward contracts to minimize currency exposure due to cash flows from foreign operations.

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### **Cash Flow Hedge of Interest Rate Risk**

In January 2010, we entered into an interest rate swap to manage our exposure to interest rate movements on the Foundry Park I mortgage loan and to reduce variability in interest expense. Further information on the mortgage loan is in Note 12 in our 2010 Annual Report. We also had an interest rate swap to manage our exposure to interest rate movements on the Foundry Park I construction loan and add stability to capitalized interest expense. The Foundry Park I construction loan interest rate swap matured on January 1, 2010. Both interest rate swaps are designated and qualify as a cash flow hedge. As such, the effective portion of changes in the fair value of the swaps is recorded in accumulated other comprehensive loss and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. Any ineffective portion of changes in the fair value of the swap is recognized immediately in earnings. We assess the effectiveness of the mortgage loan interest rate swap quarterly by comparing the changes in the fair value of the derivative hedging instrument with the change in present value of the expected future cash flows of the hedged transaction.

The mortgage loan interest rate swap involves the receipt of variable-rate amounts based on LIBOR in exchange for fixed-rate payments over the life of the agreement without exchange of the underlying notional amount. The fixed-rate payments are at a rate of 2.642% for the mortgage loan interest rate swap. The notional amount of the mortgage loan interest rate swap was \$68.4 million at origination and approximately \$65.6 million at March 31, 2011. The notional amount of the mortgage loan interest rate swap amortizes to approximately \$53.7 million over the term of the swap. The amortizing notional amount is necessary to maintain the swap notional at an amount that matches the declining mortgage loan principal balance over the loan term. The mortgage loan interest swap matures on January 29, 2015.

The unrealized loss, net of tax, related to the fair value of the mortgage loan interest rate swap is recorded in accumulated other comprehensive loss in shareholders' equity on the Consolidated Balance Sheets and amounted to approximately \$1.2 million at March 31, 2011 and \$1.5 million at December 31, 2010. Also recorded as a component of accumulated other comprehensive loss in shareholders' equity on the Consolidated Balance Sheets was the accumulated losses related to the construction loan interest rate swap. This amounted to approximately \$2.6 million, net of tax, at both March 31, 2011 and December 31, 2010. The amount remaining in accumulated other comprehensive loss related to the construction loan interest rate swap is being recognized in the Consolidated Statements of Income over the depreciable life of the office building. Approximately \$900 thousand, net of tax, currently recognized in accumulated other comprehensive loss related to both the construction loan interest rate swap and the mortgage loan interest rate swap is expected to be reclassified into earnings over the next twelve months.

### **Non-designated Hedges**

On June 25, 2009, we entered into an interest rate swap with Goldman Sachs in the notional amount of \$97 million and with a maturity date of January 19, 2022 (Goldman Sachs interest rate swap). NewMarket entered into the Goldman Sachs interest rate swap in connection with the termination of a loan application and related rate lock agreement between Foundry Park I and Principal Commercial Funding II, LLC (Principal). When the rate lock agreement was originally executed in 2007, Principal simultaneously entered into an interest rate swap with a third party to hedge Principal's exposure to fluctuation in the ten-year Treasuries rate. Upon the termination on June 25, 2009 of the rate lock agreement, Goldman Sachs both assumed Principal's position with the third party and entered into an offsetting interest rate swap with NewMarket. Under the terms of this interest rate swap, NewMarket will make fixed rate payments at 5.3075% and Goldman Sachs will make variable rate payments based on three-month LIBOR. We have collateralized this exposure through cash deposits posted with Goldman Sachs amounting to \$20.1 million at March 31, 2011. This transaction effectively preserves the impact of the original rate lock agreement for the possible application to a future loan amount of \$97 million of a similar structure.

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We do not use hedge accounting for the Goldman Sachs interest rate swap, and therefore, immediately recognize any change in the fair value of this derivative financial instrument in earnings.

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The table below presents the fair value of our derivative financial instruments, as well as their classification on the Consolidated Balance Sheets as of March 31, 2011 and December 31, 2010.

**Fair Value of Derivative Instruments**

(in thousands)

|   | Asset Derivatives      |            |                        |            | Liability Derivatives                             |            |   |            |
|---|------------------------|------------|------------------------|------------|---|------------|---|------------|
|   | March 31, 2011         |            | December 31, 2010      |            | March 31, 2011                                    |            | December 31, 2010                                 |            |
|   | Balance Sheet Location | Fair Value | Balance Sheet Location | Fair Value | Balance Sheet Location                            | Fair Value | Balance Sheet Location                            | Fair Value |
| <b><u>Derivatives Designated as Hedging Instruments</u></b>     |                        |            |                        |            |   |            |   |            |
| Mortgage loan interest rate swap                                |                        | \$ 0       |                        | \$ 0       | Accrued expenses and Other noncurrent liabilities | \$ 2,084   | Accrued expenses and Other noncurrent liabilities | \$ 2,656   |
| <b><u>Derivatives Not Designated as Hedging Instruments</u></b> |                        |            |                        |            |   |            |   |            |
| Goldman Sachs interest rate swap                                |                        | \$ 0       |                        | \$ 0       | Accrued expenses and Other noncurrent liabilities | \$ 16,087  | Accrued expenses and Other noncurrent liabilities | \$ 19,456  |

The total fair value reflected in the table above includes amounts recorded in accrued expenses of approximately \$135 thousand at March 31, 2011 and \$136 thousand at December 31, 2010 for the mortgage loan interest rate swap and approximately \$971 thousand at March 31, 2011 and \$2.2 million December 31, 2010 for the Goldman Sachs interest rate swap.

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The tables below present the effect of our derivative financial instruments on the Consolidated Statements of Income.

**Effect of Derivative Instruments on the Consolidated Statements of Income****Designated Cash Flow Hedges**

(in thousands)

| Derivatives in Cash<br>Flow Hedging<br>Relationship | Amount of Gain (Loss)<br>Recognized in OCI<br>on<br>Derivative<br>(Effective<br>Portion) |          | Location of<br>Gain (Loss)<br>Reclassified<br>from<br>Accumulated<br>OCI into<br>Income<br>(Effective Portion) |  | Location of<br>Gain (Loss)<br>Recognized in<br>Income<br>on<br>Derivative<br>(Ineffective<br>Portion and<br>Amount<br>Excluded from<br>Effectiveness<br>Testing) |  | Amount of Gain (Loss)<br>Recognized in Income<br>on Derivative<br>(Ineffective Portion and<br>Amount Excluded from<br>Effectiveness<br>Testing) |      |
|---|--|----------|--|--|--|--|---|------|
|   | Three Months Ended<br>March 31   |          |  |  |  |  | Three Months Ended<br>March 31  |      |
|   | 2011   | 2010     |  |  |  |  | 2011  | 2010 |
|   |  |          |  |  |  |  |   |      |
| Mortgage loan interest<br>rate swap                 | \$ 178   | \$ (913) | Interest and financing<br>expenses   |  | \$ (392)    \$ (284)   |  | \$ 0  | \$ 0 |
| Construction loan<br>interest rate swap             | \$ 0   | \$ 0     | Cost of rental   |  | \$ (21)    \$ (21)   |  | \$ 0  | \$ 0 |

**Effect of Derivative Instruments on the Consolidated Statements of Income****Not Designated Derivatives**

(in thousands)

| Derivatives Not Designated as Hedging Instruments | Location of Gain (Loss)<br>Recognized in Income on<br>Derivative |  | Amount of Gain (Loss)<br>Recognized in Income on<br>Derivative<br>Three Months Ended<br>March 31 |            |
|---|--|--|--|------------|
|   |  |  | 2011   | 2010       |
|   |  |  |  |            |
|   |  |  |  |            |
| Goldman Sachs interest rate swap                  | Other expense, net   |  | \$ 866   | \$ (2,357) |

Credit-risk-related Contingent Features



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We have agreements with both of our current derivative counterparties that contain a provision where we could be declared in default on our derivative obligations if repayment of indebtedness is accelerated by the lender due to our default on the indebtedness.

As of March 31, 2011, the fair value of derivatives in a net liability position, which includes accrued interest but excludes any adjustment for nonperformance risk, related to these agreements was \$17.6 million. We have minimum collateral posting thresholds with one of our derivative counterparties and have posted cash collateral of \$20.1 million as of March 31, 2011. If required, we could have settled our obligations under the agreements at their termination value of \$17.6 million at March 31, 2011.

**Table of Contents**10. Comprehensive Income and Accumulated Other Comprehensive Loss

The components of comprehensive income consist of the following:

|   | <b>Three Months Ended<br/>March 31</b> |             |
|---|--|-------------|
|   | <b>2011</b>                            | <b>2010</b> |
|   | <i>(in thousands)</i>                  |             |
| Net income  | \$ 49,589                              | \$ 42,138   |
| Other comprehensive income, net of tax                      |  |             |
| Pension plans and other postretirement benefits adjustments | 1,121                                  | 1,158       |
| Tax expense   | (396)                                  | (400)       |
|   | 725                                    | 758         |
| Unrealized gain (loss) on derivative instruments            | 592                                    | (607)       |
| Tax (expense) benefit                                       | (230)                                  | 236         |
|   | 362                                    | (371)       |
| Foreign currency translation adjustments                    | 9,759                                  | (7,918)     |
| Tax (expense) benefit                                       | (1,097)                                | 838         |
|   | 8,662                                  | (7,080)     |
| Other comprehensive income (loss)                           | 9,749                                  | (6,693)     |
| Comprehensive income  | \$ 59,338                              | \$ 35,445   |

The components of accumulated other comprehensive loss consist of the following:

|  | <b>March 31<br/>2011</b> | <b>December 31<br/>2010</b> |
|--|--------------------------|-----------------------------|
|  | <i>(in thousands)</i>    |                             |
| Pension plans and other postretirement benefit adjustments | \$ (50,837)              | \$ (51,562)                 |
| Accumulated loss on derivative instruments                 | (3,789)                  | (4,151)                     |
| Foreign currency translation adjustments                   | (9,445)                  | (18,107)                    |
| Accumulated other comprehensive loss                       | \$ (64,071)              | \$ (73,820)                 |

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### 11. Fair Value Measurements

The following table provides information on assets and liabilities measured at fair value on a recurring basis. No events occurred during the three months ended March 31, 2011, requiring adjustment to the recognized balances of assets or liabilities, which are recorded at fair value on a nonrecurring basis.

|                               | Carrying<br>Amount<br>in<br>Consolidated<br>Balance Sheets | Fair Value | Fair Value Measurements Using<br>Level 1<br>Level 2<br>Level 3 |           |      |
|-------------------------------|--|------------|--|-----------|------|
|                               |  |            | March 31, 2011<br>(in thousands)                               |           |      |
| Cash and cash equivalents     | \$ 49,803  | \$ 49,803  | \$ 49,803  | \$ 0      | \$ 0 |
| Interest rate swaps liability | \$ 18,171  | \$ 18,171  | \$ 0   | \$ 18,171 | \$ 0 |
|                               |  |            | December 31, 2010<br>(in thousands)                            |           |      |
| Cash and cash equivalents     | \$ 49,192  | \$ 49,192  | \$ 49,192  | \$ 0      | \$ 0 |
| Short-term investments        | \$ 300   | \$ 300     | \$ 300   | \$ 0      | \$ 0 |
| Interest rate swap liability  | \$ 22,112  | \$ 22,112  | \$ 0   | \$ 22,112 | \$ 0 |

We determine the fair value of the derivative instruments shown in the table above by using widely accepted valuation techniques, including discounted cash flow analysis on the expected cash flows of each instrument. The analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs.

The fair value of the interest rate swaps is determined using the market standard methodology of netting the discounted future fixed cash receipts and the discounted expected variable cash payments. The variable cash payments are based on an expectation of future interest rates derived from observable market interest rate curves. In determining the fair value measurements, we incorporate credit valuation adjustments to appropriately reflect both our nonperformance risk and the counterparties' nonperformance risk.

Although we have determined that the majority of the inputs used to value our derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustment associated with the derivatives utilizes Level 3 inputs. These Level 3 inputs include estimates of current credit spreads to evaluate the likelihood of default by both us and the counterparties to the derivatives. As of March 31, 2011, we have assessed the significance of the impact of the credit valuation adjustment on the overall valuation of our derivatives and have determined that the credit valuation adjustment is not significant to the overall valuation of the derivatives. Accordingly, we have determined that our derivative valuations should be classified in Level 2 of the fair value hierarchy.

We record the value of our long-term debt at historical cost. The estimated fair value of our long-term debt is shown in the table below and is based primarily on estimated current rates available to us for debt of the same remaining duration and adjusted for nonperformance risk and credit risk.

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|  | March 31, 2011     |               | December 31, 2010  |               |
|--|--------------------|---------------|--------------------|---------------|
|  | Carrying<br>Amount | Fair<br>Value | Carrying<br>Amount | Fair<br>Value |
| Long-term debt, including current maturities | \$ (258,176)       | \$ (270,486)  | \$ (221,913)       | \$ (230,393)  |

**12. Consolidating Financial Information**

The 7.125% senior notes due 2016 are fully and unconditionally guaranteed by certain of our subsidiaries (Guarantor Subsidiaries) on a joint and several unsecured senior basis. The Guarantor Subsidiaries include all of our existing and future 100% owned domestic restricted subsidiaries. The Guarantor Subsidiaries and the subsidiaries that do not guarantee the senior notes (the Non-Guarantor Subsidiaries) are 100% owned by NewMarket Corporation (the Parent Company). The Guarantor Subsidiaries consist of the following:

|                                    |                                      |
|------------------------------------|--------------------------------------|
| Ethyl Corporation                  | Afton Chemical Corporation           |
| Ethyl Asia Pacific LLC             | Afton Chemical Asia Pacific LLC      |
| Ethyl Canada Holdings, Inc.        | Afton Chemical Canada Holdings, Inc. |
| Ethyl Export Corporation           | Afton Chemical Japan Holdings, Inc.  |
| Ethyl Interamerica Corporation     | Afton Chemical Additives Corporation |
| Ethyl Ventures, Inc.               | Afton Chemical Intangibles LLC       |
| Interamerica Terminals Corporation | The Edwin Cooper Corporation         |
| NewMarket Development Corporation  | NewMarket Investment Company         |
| NewMarket Services Corporation     | Old Town LLC                         |
| Foundry Park I, LLC                | Foundry Park II, LLC                 |
| Gamble s Hill, LLC                 | Gamble s Hill Lab, LLC               |
| Gamble s Hill Landing, LLC         | Gamble s Hill Third Street, LLC      |
| Gamble s Hill Tredegar, LLC        |                                      |

We conduct all of our business and derive essentially all of our income from our subsidiaries. Therefore, our ability to make payments on the senior notes or other obligations is dependent on the earnings and the distribution of funds from our subsidiaries. There are no restrictions on the ability of any of our domestic subsidiaries to transfer funds to the Parent Company.

The following sets forth the Consolidating Statements of Income for the three months ended March 31, 2011 and March 31, 2010; Consolidating Balance Sheets as of March 31, 2011 and December 31, 2010; and Condensed Consolidating Statements of Cash Flows for the three months ended March 31, 2011 and March 31, 2010 for the Parent Company, the Guarantor Subsidiaries, and Non-Guarantor Subsidiaries. The financial information is based on our understanding of the SEC's interpretation and application of Rule 3-10 of the SEC Regulation S-X.

The financial information may not necessarily be indicative of their results of operations or financial positions had the Guarantor Subsidiaries or Non-Guarantor Subsidiaries operated as independent entities. The Parent Company accounts for investments in these subsidiaries using the equity method.

**Table of Contents****NewMarket Corporation and Subsidiaries****Consolidating Statements of Income****Three Months Ended March 31, 2011**

(in thousands)

|  | Parent    | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Total<br>Consolidating<br>Adjustments | Consolidated |
|--|-----------|---------------------------|-------------------------------|---------------------------------------|--------------|
| <b>Revenue:</b>  |           |                           |                               |                                       |              |
| Net sales - product  | \$ 0      | \$ 192,951                | \$ 312,274                    | \$ 0                                  | \$ 505,225   |
| Rental revenue   | 0         | 2,858                     | 0                             | 0                                     | 2,858        |
|  | 0         | 195,809                   | 312,274                       | 0                                     | 508,083      |
| <b>Costs:</b>  |           |                           |                               |                                       |              |
| Cost of goods sold - product   | 0         | 129,173                   | 236,878                       | 0                                     | 366,051      |
| Cost of rental   | 0         | 1,068                     | 0                             | 0                                     | 1,068        |
|  | 0         | 130,241                   | 236,878                       | 0                                     | 367,119      |
| Gross profit   | 0         | 65,568                    | 75,396                        | 0                                     | 140,964      |
| Selling, general, and administrative expenses  | 1,171     | 26,822                    | 10,431                        | 0                                     | 38,424       |
| Research, development, and testing expenses  | 0         | 18,928                    | 5,533                         | 0                                     | 24,461       |
| Operating (loss) profit  | (1,171)   | 19,818                    | 59,432                        | 0                                     | 78,079       |
| Interest and financing expenses  | 3,547     | 286                       | 812                           | 0                                     | 4,645        |
| Other (expense) income, net  | (109)     | (27)                      | 69                            | 0                                     | (67)         |
| (Loss) income before income tax (benefit) expense and equity<br>income of subsidiaries | (4,827)   | 19,505                    | 58,689                        | 0                                     | 73,367       |
| Income tax (benefit) expense   | (2,112)   | 10,157                    | 15,733                        | 0                                     | 23,778       |
| Equity income of subsidiaries  | 52,304    | 0                         | 0                             | (52,304)                              | 0            |
| Net income   | \$ 49,589 | \$ 9,348                  | \$ 42,956                     | \$ (52,304)                           | \$ 49,589    |

**Table of Contents****NewMarket Corporation and Subsidiaries****Consolidating Statements of Income****Three Months Ended March 31, 2010**

(in thousands)

|  | Parent    | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Total<br>Consolidating<br>Adjustments | Consolidated |
|--|-----------|---------------------------|-------------------------------|---------------------------------------|--------------|
| <b>Revenue:</b>  |           |                           |                               |                                       |              |
| Net sales - product  | \$ 0      | \$ 180,085                | \$ 212,180                    | \$ 0                                  | \$ 392,265   |
| Rental revenue   | 0         | 2,861                     | 0                             | 0                                     | 2,861        |
|  | 0         | 182,946                   | 212,180                       | 0                                     | 395,126      |
| <b>Costs:</b>  |           |                           |                               |                                       |              |
| Cost of goods sold - product   | 0         | 79,290                    | 194,338                       | 0                                     | 273,628      |
| Cost of rental   | 0         | 1,090                     | 0                             | 0                                     | 1,090        |
|  | 0         | 80,380                    | 194,338                       | 0                                     | 274,718      |
| Gross profit   | 0         | 102,566                   | 17,842                        | 0                                     | 120,408      |
| Selling, general, and administrative expenses  | 971       | 24,310                    | 5,293                         | 0                                     | 30,574       |
| Research, development, and testing expenses  | 0         | 15,723                    | 5,360                         | 0                                     | 21,083       |
| Operating (loss) profit  | (971)     | 62,533                    | 7,189                         | 0                                     | 68,751       |
| Interest and financing expenses  | 3,079     | 725                       | 145                           | 0                                     | 3,949        |
| Other (expense) income, net  | (2,337)   | 0                         | 26                            | 0                                     | (2,311)      |
| (Loss) income before income tax (benefit) expense and equity<br>income of subsidiaries | (6,387)   | 61,808                    | 7,070                         | 0                                     | 62,491       |
| Income tax (benefit) expense   | (5,128)   | 21,611                    | 3,870                         | 0                                     | 20,353       |
| Equity income of subsidiaries  | 43,397    | 0                         | 0                             | (43,397)                              | 0            |
| Net income   | \$ 42,138 | \$ 40,197                 | \$ 3,200                      | \$ (43,397)                           | \$ 42,138    |

**Table of Contents****NewMarket Corporation and Subsidiaries****Consolidating Balance Sheets****March 31, 2011**

(in thousands)

|  | Parent              | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Total<br>Consolidating<br>Adjustments | Consolidated        |
|--|---------------------|---------------------------|-------------------------------|---------------------------------------|---------------------|
| <b>ASSETS</b>                                  |                     |                           |                               |                                       |                     |
| Cash and cash equivalents                      | \$ 17               | \$ 8,132                  | \$ 41,654                     | \$ 0                                  | \$ 49,803           |
| Trade and other accounts receivable, net       | 2,450               | 100,930                   | 193,669                       | (4,536)                               | 292,513             |
| Amounts due from affiliated companies          | 183,920             | 370,454                   | 32,297                        | (586,671)                             | 0                   |
| Inventories                                    | 0                   | 107,758                   | 187,710                       | 0                                     | 295,468             |
| Deferred income taxes                          | 2,304               | 1,549                     | 772                           | 0                                     | 4,625               |
| Prepaid expenses and other current assets      | 418                 | 11,961                    | 2,823                         | 0                                     | 15,202              |
| <b>Total current assets</b>                    | <b>189,109</b>      | <b>600,784</b>            | <b>458,925</b>                | <b>(591,207)</b>                      | <b>657,611</b>      |
| Amounts due from affiliated companies          | 0                   | 64,609                    | 24,000                        | (88,609)                              | 0                   |
| Property, plant and equipment, at cost         | 0                   | 792,375                   | 227,099                       | 0                                     | 1,019,474           |
| Less accumulated depreciation and amortization | 0                   | 540,981                   | 126,413                       | 0                                     | 667,394             |
| <b>Net property, plant and equipment</b>       | <b>0</b>            | <b>251,394</b>            | <b>100,686</b>                | <b>0</b>                              | <b>352,080</b>      |
| Investment in consolidated subsidiaries        | 826,850             | 0                         | 0                             | (826,850)                             | 0                   |
| Prepaid pension cost                           | 0                   | 1,652                     | 9,082                         | 0                                     | 10,734              |
| Deferred income taxes                          | 31,133              | 0                         | 0                             | (11,815)                              | 19,318              |
| Other assets and deferred charges              | 26,994              | 18,413                    | 2,159                         | 0                                     | 47,566              |
| Intangibles (net of amortization) and goodwill | 0                   | 34,777                    | 9,581                         | 0                                     | 44,358              |
| <b>Total assets</b>                            | <b>\$ 1,074,086</b> | <b>\$ 971,629</b>         | <b>\$ 604,433</b>             | <b>\$ (1,518,481)</b>                 | <b>\$ 1,131,667</b> |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>    |                     |                           |                               |                                       |                     |
| Accounts payable                               | \$ 23               | \$ 67,713                 | \$ 48,543                     | \$ 0                                  | \$ 116,279          |
| Accrued expenses                               | 9,607               | 33,378                    | 17,060                        | 0                                     | 60,045              |
| Dividends payable                              | 5,189               | 0                         | 0                             | 0                                     | 5,189               |
| Book overdraft                                 | 0                   | 2,912                     | 0                             | 0                                     | 2,912               |
| Amounts due to affiliated companies            | 255,126             | 226,731                   | 104,814                       | (586,671)                             | 0                   |
| Long-term debt, current portion                | 0                   | 2,783                     | 1,564                         | 0                                     | 4,347               |
| Income taxes payable                           | 8,843               | 0                         | 22,193                        | (4,536)                               | 26,500              |
| <b>Total current liabilities</b>               | <b>278,788</b>      | <b>333,517</b>            | <b>194,174</b>                | <b>(591,207)</b>                      | <b>215,272</b>      |
| Long-term debt                                 | 191,000             | 62,829                    | 0                             | 0                                     | 253,829             |
| Amounts due to affiliated companies            | 0                   | 23,999                    | 64,610                        | (88,609)                              | 0                   |
| Other noncurrent liabilities                   | 83,496              | 39,093                    | 19,175                        | 0                                     | 141,764             |

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|   |                     |                   |                   |                       |                     |
|---|---------------------|-------------------|-------------------|-----------------------|---------------------|
| Deferred income taxes payable                     | 0                   | 8,553             | 3,262             | (11,815)              | 0                   |
| Total liabilities                                 | 553,284             | 467,991           | 281,221           | (691,631)             | 610,865             |
| Shareholders' equity:                             |                     |                   |                   |                       |                     |
| Common stock and paid-in capital                  | 4                   | 385,870           | 73,734            | (459,604)             | 4                   |
| Accumulated other comprehensive loss              | (64,071)            | (12,308)          | (28,294)          | 40,602                | (64,071)            |
| Retained earnings                                 | 584,869             | 130,076           | 277,772           | (407,848)             | 584,869             |
| Total shareholders' equity                        | 520,802             | 503,638           | 323,212           | (826,850)             | 520,802             |
| <b>Total liabilities and shareholders' equity</b> | <b>\$ 1,074,086</b> | <b>\$ 971,629</b> | <b>\$ 604,433</b> | <b>\$ (1,518,481)</b> | <b>\$ 1,131,667</b> |



**Table of Contents****NewMarket Corporation and Subsidiaries****Consolidating Balance Sheets****December 31, 2010**

(in thousands)

|  | Parent            | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Total<br>Consolidating<br>Adjustments | Consolidated        |
|--|-------------------|---------------------------|-------------------------------|---------------------------------------|---------------------|
| <b>ASSETS</b>                                  |                   |                           |                               |                                       |                     |
| Cash and cash equivalents                      | \$ 17             | \$ 7,717                  | \$ 41,458                     | \$ 0                                  | \$ 49,192           |
| Short-term investments                         | 300               | 0                         | 0                             | 0                                     | 300                 |
| Trade and other accounts receivable, net       | 4,264             | 102,158                   | 152,269                       | (943)                                 | 257,748             |
| Amounts due from affiliated companies          | 0                 | 135,736                   | 35,974                        | (171,710)                             | 0                   |
| Inventories                                    | 0                 | 95,383                    | 177,832                       | 0                                     | 273,215             |
| Deferred income taxes                          | 2,805             | 3,332                     | 739                           | 0                                     | 6,876               |
| Prepaid expenses and other current assets      | 5,455             | 7,746                     | 2,243                         | 0                                     | 15,444              |
| <b>Total current assets</b>                    | <b>12,841</b>     | <b>352,072</b>            | <b>410,515</b>                | <b>(172,653)</b>                      | <b>602,775</b>      |
| Amounts due from affiliated companies          | 0                 | 57,470                    | 0                             | (57,470)                              | 0                   |
| Property, plant and equipment, at cost         | 0                 | 787,721                   | 200,459                       | 0                                     | 988,180             |
| Less accumulated depreciation and amortization | 0                 | 535,241                   | 118,963                       | 0                                     | 654,204             |
| <b>Net property, plant and equipment</b>       | <b>0</b>          | <b>252,480</b>            | <b>81,496</b>                 | <b>0</b>                              | <b>333,976</b>      |
| Investment in consolidated subsidiaries        | 765,787           | 0                         | 0                             | (765,787)                             | 0                   |
| Prepaid pension cost                           | 0                 | 660                       | 7,937                         | 0                                     | 8,597               |
| Deferred income taxes                          | 33,142            | 0                         | 0                             | (11,168)                              | 21,974              |
| Other assets and deferred charges              | 28,157            | 19,052                    | 1,684                         | 0                                     | 48,893              |
| Intangibles (net of amortization) and goodwill | 0                 | 36,795                    | 9,731                         | 0                                     | 46,526              |
| <b>Total assets</b>                            | <b>\$ 839,927</b> | <b>\$ 718,529</b>         | <b>\$ 511,363</b>             | <b>\$ (1,007,078)</b>                 | <b>\$ 1,062,741</b> |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>    |                   |                           |                               |                                       |                     |
| Accounts payable                               | \$ 219            | \$ 68,042                 | \$ 40,989                     | \$ 0                                  | \$ 109,250          |
| Accrued expenses                               | 11,253            | 41,535                    | 18,770                        | 0                                     | 71,558              |
| Dividends payable                              | 5,304             | 0                         | 0                             | 0                                     | 5,304               |
| Book overdraft                                 | 0                 | 1,063                     | 0                             | 0                                     | 1,063               |
| Amounts due to affiliated companies            | 88,850            | 0                         | 82,860                        | (171,710)                             | 0                   |
| Long-term debt, current portion                | 0                 | 2,875                     | 1,494                         | 0                                     | 4,369               |
| Income taxes payable                           | 0                 | 0                         | 15,786                        | (943)                                 | 14,843              |
| <b>Total current liabilities</b>               | <b>105,626</b>    | <b>113,515</b>            | <b>159,899</b>                | <b>(172,653)</b>                      | <b>206,387</b>      |
| Long-term debt                                 | 154,000           | 63,544                    | 0                             | 0                                     | 217,544             |
| Amounts due to affiliated companies            | 0                 | 0                         | 57,470                        | (57,470)                              | 0                   |

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|   |                   |                   |                   |                       |                     |
|---|-------------------|-------------------|-------------------|-----------------------|---------------------|
| Other noncurrent liabilities                      | 88,661            | 48,331            | 21,346            | (11,168)              | 147,170             |
| Total liabilities                                 | 348,287           | 225,390           | 238,715           | (241,291)             | 571,101             |
| Shareholders' equity:                             |                   |                   |                   |                       |                     |
| Common stock and paid-in capital                  | 0                 | 385,870           | 73,734            | (459,604)             | 0                   |
| Accumulated other comprehensive loss              | (73,820)          | (14,159)          | (35,900)          | 50,059                | (73,820)            |
| Retained earnings                                 | 565,460           | 121,428           | 234,814           | (356,242)             | 565,460             |
| Total shareholders' equity                        | 491,640           | 493,139           | 272,648           | (765,787)             | 491,640             |
| <b>Total liabilities and shareholders' equity</b> | <b>\$ 839,927</b> | <b>\$ 718,529</b> | <b>\$ 511,363</b> | <b>\$ (1,007,078)</b> | <b>\$ 1,062,741</b> |

**Table of Contents****NewMarket Corporation and Subsidiaries****Condensed Consolidating Statements of Cash Flows****Three Months Ended March 31, 2011**

(in thousands)

|  | Parent   | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Total<br>Consolidating<br>Adjustments | Consolidated |
|--|----------|---------------------------|-------------------------------|---------------------------------------|--------------|
| <b>Cash provided from (used in) operating activities</b> | \$ 5,237 | \$ (4,506)                | \$ 13,616                     | \$ 0                                  | \$ 14,347    |
| <b>Cash flows from investing activities:</b>             |          |                           |                               |                                       |              |
| Capital expenditures                                     | 0        | (4,562)                   | (19,589)                      | 0                                     | (24,151)     |
| Deposits for interest rate swap                          | (11,408) | 0                         | 0                             | 0                                     | (11,408)     |
| Return of deposits for interest rate swap                | 14,480   | 0                         | 0                             | 0                                     | 14,480       |
| Payments on settlement of interest rate swap             | (2,574)  | 0                         | 0                             | 0                                     | (2,574)      |
| Receipts from settlement of interest rate swap           | 71       | 0                         | 0                             | 0                                     | 71           |
| Proceeds from sale of short-term investment              | 300      | 0                         | 0                             | 0                                     | 300          |
| Increase in intercompany loans                           | (12,547) | (5,005)                   | 0                             | 17,552                                | 0            |
| Cash used in investing activities                        | (11,678) | (9,567)                   | (19,589)                      | 17,552                                | (23,282)     |
| <b>Cash flows from financing activities:</b>             |          |                           |                               |                                       |              |
| Net borrowings under revolving credit agreement          | 37,000   | 0                         | 0                             | 0                                     | 37,000       |
| Repayment of Foundry Park I mortgage loan                | 0        | (664)                     | 0                             | 0                                     | (664)        |
| Borrowing under line of credit                           | 0        | 0                         | 71                            | 0                                     | 71           |
| Repurchases of common stock                              | (27,427) | 0                         | 0                             | 0                                     | (27,427)     |
| Dividends paid   | (903)    | 0                         | 0                             | 0                                     | (903)        |
| Change in book overdraft                                 | 0        | 1,849                     | 0                             | 0                                     | 1,849        |
| Debt issuance costs                                      | (2,233)  | 0                         | 0                             | 0                                     | (2,233)      |
| Proceeds from exercise of stock options                  | 4        | 0                         | 0                             | 0                                     | 4            |
| Payments on the capital lease                            | 0        | (144)                     | 0                             | 0                                     | (144)        |
| Financing from affiliated companies                      | 0        | 12,547                    | 5,005                         | (17,552)                              | 0            |
| Cash provided from (used in) financing activities        | 6,441    | 13,588                    | 5,076                         | (17,552)                              | 7,553        |
| Effect of foreign exchange on cash and cash equivalents  | 0        | 900                       | 1,093                         | 0                                     | 1,993        |
| <b>Increase in cash and cash equivalents</b>             | 0        | 415                       | 196                           | 0                                     | 611          |
| <b>Cash and cash equivalents at beginning of year</b>    | 17       | 7,717                     | 41,458                        | 0                                     | 49,192       |
| <b>Cash and cash equivalents at end of period</b>        | \$ 17    | \$ 8,132                  | \$ 41,654                     | \$ 0                                  | \$ 49,803    |

**Table of Contents****NewMarket Corporation and Subsidiaries****Condensed Consolidating Statements of Cash Flows****Three Months Ended March 31, 2010**

(in thousands)

|   | Parent          | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Total<br>Consolidating<br>Adjustments | Consolidated     |
|---|-----------------|---------------------------|-------------------------------|---------------------------------------|------------------|
| <b>Cash (used in) provided from operating activities</b>        | \$ (31,819)     | \$ 62,853                 | \$ 11,762                     | \$ 0                                  | \$ 42,796        |
| <b>Cash flows from investing activities:</b>                    |                 |                           |                               |                                       |                  |
| Capital expenditures  | 0               | (5,393)                   | (1,284)                       | 0                                     | (6,677)          |
| Deposits for interest rate swap                                 | (6,840)         | 0                         | 0                             | 0                                     | (6,840)          |
| Return of deposits for interest rate swap                       | 4,210           | 0                         | 0                             | 0                                     | 4,210            |
| Acquisition of business (net of cash acquired of \$1.8 million) | 0               | 0                         | (43,748)                      | 0                                     | (43,748)         |
| Decrease in intercompany loans                                  | 0               | 5,846                     | 0                             | (5,846)                               | 0                |
| Net (increase) decrease in investment in subsidiaries           | (78,966)        | 35,218                    | 43,748                        | 0                                     | 0                |
| Cash dividends from subsidiaries                                | 95,336          | 0                         | 0                             | (95,336)                              | 0                |
| Cash provided from (used in) investing activities               | 13,740          | 35,671                    | (1,284)                       | (101,182)                             | (53,055)         |
| <b>Cash flows from financing activities:</b>                    |                 |                           |                               |                                       |                  |
| Repayment of Foundry Park I mortgage loan                       | 0               | (207)                     | 0                             | 0                                     | (207)            |
| Repayment of Foundry Park I construction loan                   | 0               | (99,102)                  | 0                             | 0                                     | (99,102)         |
| Borrowing under Foundry Park mortgage loan                      | 0               | 68,400                    | 0                             | 0                                     | 68,400           |
| Repurchase of common stock                                      | (14,276)        | 0                         | 0                             | 0                                     | (14,276)         |
| Dividends   | (5,641)         | (95,336)                  | 0                             | 95,336                                | (5,641)          |
| Change in book overdraft, net                                   | 0               | 764                       | 0                             | 0                                     | 764              |
| Debt issuance costs   | 0               | (1,524)                   | 0                             | 0                                     | (1,524)          |
| Payment for financed intangible asset                           | 0               | (250)                     | 0                             | 0                                     | (250)            |
| Proceeds from exercise of stock options                         | 4               | 0                         | 0                             | 0                                     | 4                |
| Payments on the capital lease                                   | 0               | (204)                     | 0                             | 0                                     | (204)            |
| Repayment of intercompany note payable                          | 0               | 0                         | (5,846)                       | 5,846                                 | 0                |
| Cash used in financing activities                               | (19,913)        | (127,459)                 | (5,846)                       | 101,182                               | (52,036)         |
| Effect of foreign exchange on cash and cash equivalents         | 0               | (225)                     | (1,340)                       | 0                                     | (1,565)          |
| <b>(Decrease) increase in cash and cash equivalents</b>         | <b>(37,992)</b> | <b>(29,160)</b>           | <b>3,292</b>                  | <b>0</b>                              | <b>(63,860)</b>  |
| <b>Cash and cash equivalents at beginning of year</b>           | <b>40,008</b>   | <b>62,203</b>             | <b>49,620</b>                 | <b>0</b>                              | <b>151,831</b>   |
| <b>Cash and cash equivalents at end of period</b>               | <b>\$ 2,016</b> | <b>\$ 33,043</b>          | <b>\$ 52,912</b>              | <b>\$ 0</b>                           | <b>\$ 87,971</b> |

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13. Subsequent Events

On April 20, 2011, our Board of Directors declared a quarterly dividend in the amount of 60 cents per share on our common stock. The dividend is payable July 1, 2011 to shareholders of record at the close of business on June 15, 2011.

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**ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**  
**Forward-Looking Statements**

The following discussion contains forward-looking statements about future events and expectations within the meaning of the Private Securities Litigation Reform Act of 1995. We have based these forward-looking statements on our current expectations and projections about future results. When we use words in this document, such as anticipates, intends, plans, believes, estimates, expects, should, could, may, similar expressions, we do so to identify forward-looking statements. Examples of forward-looking statements include, but are not limited to, statements we make regarding future prospects of growth in the petroleum additives market, other trends in the petroleum additives market, our ability to maintain or increase our market share, and our future capital expenditure levels.

We believe our forward-looking statements are based on reasonable expectations and assumptions, within the bounds of what we know about our business and operations. However, we offer no assurance that actual results will not differ materially from our expectations due to uncertainties and factors that are difficult to predict and beyond our control.

Factors that could cause actual results to differ materially from expectations include, but are not limited to: availability of raw materials and transportation systems; supply disruptions at single-sourced facilities; ability to respond effectively to technological changes in our industry; failure to protect our intellectual property rights; hazards common to chemical businesses; occurrence or threat of extraordinary events, including natural disasters and terrorist attacks; competition from other manufacturers; sudden or sharp raw materials price increases; gain or loss of significant customers; risks related to operating outside of the United States; the impact of fluctuations in foreign exchange rates; political, economic, and regulatory factors concerning our products; future governmental regulation; resolution of environmental liabilities or legal proceedings; inability to complete recent or future acquisitions or successfully integrate recent or future acquisitions into our business and other factors detailed from time to time in the reports that NewMarket files with the Securities and Exchange Commission, including the risk factors in Item 1A, Risk Factors of our 2010 Annual Report, which is available to shareholders upon request.

You should keep in mind that any forward-looking statement made by us in this discussion or elsewhere speaks only as of the date on which we make it. New risks and uncertainties arise from time to time, and it is impossible for us to predict these events or how they may affect us. We have no duty to, and do not intend to, update or revise the forward-looking statements in this discussion after the date hereof, except as may be required by law. In light of these risks and uncertainties, you should keep in mind that the events described in any forward-looking statement, made in this discussion or elsewhere, might not occur.

**Overview**

Operations during the first three months 2011 continued to generate strong results with operating profit in our petroleum additives segment increasing 14.4% over three months 2010. During three months 2011, our strong financial position allowed us to repurchase 190,573 shares of our common stock for \$24.1 million. Also, our working capital position improved and we ended the quarter with only \$41 million drawn on the \$300 million revolving credit facility.

**Table of Contents****Results of Operations****Revenue**

Our consolidated revenue for the three months 2011 amounted to \$508.1 million, representing an increase of approximately 29% from the 2010 three months level of \$395.1 million. The table below shows our revenue by segment.

**Consolidated Revenue by Segment**

(in millions)

|                         | <b>Three Months Ended<br/>March 31</b> |             |
|-------------------------|--|-------------|
|                         | <b>2011</b>                            | <b>2010</b> |
| Petroleum additives     | \$ 502.7                               | \$ 389.3    |
| Real estate development | 2.9                                    | 2.9         |
| All other               | 2.5                                    | 2.9         |
| Consolidated revenue    | \$ 508.1                               | \$ 395.1    |

**Petroleum Additives Segment**

Petroleum additives net sales for the first three months 2011 of \$502.7 million increased \$113.4 million, or approximately 29%, from \$389.3 million for the first three months 2010. The increase in sales reflects higher total product shipments of 17% including the benefit of Polartech shipments for the full three months 2011. The increase in shipments was the predominant factor in the higher net sales between the two three month periods and was across all product lines, but primarily in the lubricant additives product lines. Selling prices were also favorable when comparing the three months periods. The impact from foreign currency was essentially flat. When comparing the two periods, the U.S. Dollar strengthened against the Euro and Pound Sterling resulting in an unfavorable foreign currency impact on revenue from sales in those currencies. However, the U.S. Dollar weakened against the other major currencies in which we do business resulting in completely offsetting the unfavorable impact from sales in the Euro and Pound Sterling.

The table below details the approximate components, in millions, of the increase between the first three months of the 2011 and 2010 periods.

|   | <b>Three Months<br/>(in millions)</b> |
|---|---------------------------------------|
| Period ended March 31, 2010                                   | \$ 389.3                              |
| Increase in shipments, including changes in product mix       | 83.4                                  |
| Increase in selling prices, including changes in customer mix | 29.9                                  |
| Increase due to foreign currency                              | 0.1                                   |
| Period ended March 31, 2011                                   | \$ 502.7                              |

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### Real Estate Development Segment

The revenue of \$2.9 million for both three months 2011 and 2010 for the real estate development segment represents the rental of the office building, which was constructed by Foundry Park I.

### All Other

The All other category includes the operations of the TEL business and certain contract manufacturing performed by Ethyl.

### Segment Operating Profit

NewMarket evaluates the performance of the petroleum additives business and the real estate development business based on segment operating profit. NewMarket Services Corporation (NewMarket Services) departments and other expenses are charged to NewMarket and each subsidiary pursuant to service agreements between the companies. Depreciation on segment property, plant, and equipment, as well as amortization of segment intangible assets is included in segment operating profit.

The table below reports segment operating profit for the three months ended March 31, 2011 and March 31, 2010.

#### Segment Operating Profit

(in millions)

|                         | Three Months Ended<br>March 31 |         |
|-------------------------|--------------------------------|---------|
|                         | 2011                           | 2010    |
| Petroleum additives     | \$ 80.6                        | \$ 70.4 |
| Real estate development | \$ 1.8                         | \$ 1.8  |
| All other               | \$ 0.2                         | \$ 0.9  |

### Petroleum Additives Segment

The petroleum additives operating profit increased \$10.2 million when comparing three months 2011 to three months 2010. The operating profit margin was 16.0% for three months 2011 and 18.1% for three months 2010. When compared to 2010 operating profit levels, the three months 2011 results are higher across the lubricant additives product lines, but lower across the fuel additives product lines.

Substantially increased product shipments, as well as higher selling prices and the benefit of the Polartech acquisition, as discussed in the Revenue section above, were significant favorable factors in operating profit for three months 2011 as compared to three months 2010. Partially offsetting these favorable factors on operating profit, were unfavorable effects from margin compression, as well as planned additional spending in selling, general, and administrative expenses. The lower operating profit margin in 2011 primarily reflects increased raw material costs. In response to the rising raw material costs, we have been implementing selling price increases.



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Our selling, general, and administrative expenses (SG&A), together with research, development, and testing expenses (R&D), were approximately \$10.8 million, or 23.2%, higher for three months 2011 as compared to three months 2010. In 2011, SG&A increased approximately \$7.5 million or 29.1% over 2010 levels. The increase for three months 2011 over three months 2010 was primarily the result of certain growth-related costs, largely reflecting the inclusion of the Polartech operations in 2011, as well as higher personnel-related costs and professional fees. R&D increased approximately \$3.4 million, or 16.0%, for three months 2011 when compared to the same 2010 period. We continue to invest in SG&A and R&D to support our customers' programs and to develop the technology required to remain a leader in this industry.

## **Real Estate Development Segment**

Operating profit for the real estate development segment was \$1.8 million for both three months 2011 and three months 2010.

*The following discussion references the Consolidated Financial Statements beginning on page 3 of this Quarterly Report on Form 10-Q.*

## **Interest and Financing Expenses**

Interest and financing expenses were \$4.6 million for three months 2011 and \$3.9 million for three months 2010. The increase in interest and financing expenses between the two periods of 2011 and 2010 was primarily related to higher average outstanding debt on the revolving credit facility during 2011.

## **Other Expense, Net**

Other expense, net for three months 2011 was \$67 thousand, while three months 2010 was \$2.3 million. The amount for 2011 includes a gain of \$900 thousand on a derivative instrument representing an interest rate swap recorded at fair value through profit and loss. This gain was offset by \$1.0 million expense related to the consent we obtained in January 2011 from the holders of the senior notes to modify the formula for calculating the capacity under the senior notes to make certain restricted payments. The other expense of \$2.3 million for three months 2010 primarily represents a loss on the same interest rate swap. See Note 9 for additional information on the interest rate swap.

## **Income Tax Expense**

Income tax expense was \$23.8 million for three months 2011 and \$20.4 million for three months 2010. The effective tax rate was 32.4% for three months 2011 and 32.6% for three months 2010. The effective tax rate for three months 2011 benefitted primarily from higher income in foreign jurisdictions with lower tax rates. The increase in income before income tax expense resulted in an increase of \$3.5 million in income taxes, while the slightly lower effective tax rate in 2011 as compared to 2010 resulted in a decrease of approximately \$100 thousand in income taxes when comparing the three months 2011 and 2010 periods.

## **Cash Flows, Financial Condition, and Liquidity**

Cash and cash equivalents at March 31, 2011 were \$49.8 million, which was an increase of \$600 thousand since December 31, 2010 and included a \$2.0 million favorable impact from foreign currency translation.

We expect that cash from operations, together with borrowings available under our revolving credit facility, will continue to be sufficient to cover our operating expenses for the foreseeable future.

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### **Cash Flows – Operating Activities**

Cash flows provided from operating activities for the three months 2011 were \$14.3 million and included a decrease of \$45.6 million due to higher working capital levels, including higher accounts receivable and inventories, as well as lower accrued expenses partially offset by higher accounts payable and income taxes payable. The increase in accounts receivable is primarily due to higher sales levels when comparing the three months 2011 with the fourth quarter 2010. The increase in inventories reflects increased quantities at certain locations to respond to demand for our products, as well as higher priced inventory at certain locations. The reduction in accrued expenses primarily reflects payments related to customer rebates made during the three months 2011. The fluctuation in accounts payable is from normal differences in timing of payments, while the increase in income taxes payable reflects taxes due on earnings, which will be paid during the second quarter.

Including cash and the current portion of long-term debt, we had working capital of \$442.3 million at March 31, 2011 and \$396.4 million at December 31, 2010. The current ratio was 3.05 to 1 at March 31, 2011 and 2.92 to 1 at December 31, 2010.

### **Cash Flows – Investing Activities**

Cash used in investing activities was \$23.3 million during three months 2011 and included \$24.2 million for capital expenditures. Also included in investing activities was a net return of deposits of \$3.1 million and a net settlement of \$2.5 million related to the Goldman Sachs interest rate swap. Further information on the interest rate swap is discussed in Note 9. We estimate our total capital spending during 2011 will be approximately \$50 million to \$55 million. We expect to continue to finance capital spending through cash on hand and cash provided from operations, together with borrowing available under our \$300 million revolving credit facility.

### **Cash Flows – Financing Activities**

Cash provided from financing activities during three months 2011 amounted to \$7.6 million. We borrowed an additional \$37.0 million under our revolving credit facility during the three months 2011 and incurred \$2.2 million of debt issuance costs related to the consents we obtained from the senior note holders related to the change in the formula for calculating the capacity to make restricted payments under the senior notes. In addition, we paid \$27.4 million for the repurchase of common stock. We also paid \$903 thousand to fund dividends during three months 2011, with the remaining amount for the April 1 dividend being funded on April 1, 2011.

We had total long-term debt, including the current portion, of \$258.2 million at March 31, 2011, representing an increase of approximately \$36.3 million in our total debt since December 31, 2010. The increase resulted from borrowing an additional \$37.0 million under the revolving credit facility, which was partially offset by principal payments of approximately \$600 thousand on the mortgage loan, as well as \$100 thousand on capital leases.

At March 31, 2011, in addition to the revolving credit facility and the Foundry Park I mortgage loan, which are discussed below, we had outstanding senior notes in the aggregate principal amount of \$150 million that bear interest at a fixed rate of 7.125% and are due in 2016. One of our subsidiaries in India also has a short-term line of credit of 110 million Rupees for working capital purposes with an outstanding balance of \$1.6 million at March 31, 2011.

At March 31, 2011, we also had a \$300 million multicurrency revolving credit facility, with a \$100 million sublimit for multicurrency borrowings and a \$100 million sublimit for letters of credit. The agreement includes an expansion feature, which allows us, subject to certain conditions, to request to increase the aggregate amount of the revolving credit facility or obtain incremental term loans in an amount up to \$150 million. Borrowings bear interest at variable

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rates. The facility matures on November 12, 2015. At March 31, 2011, we had \$41.0 million of outstanding borrowings under the revolving credit facility. We had outstanding letters of credit of \$5.1 million at March 31, 2011, resulting in the unused portion of the revolver amounting to \$253.9 million.

Both the senior notes and the revolving credit facility contain covenants, representations, and events of default that management considers typical of credit agreements of this nature. We were in compliance with all covenants under both the senior notes and the revolving credit facility as of both March 31, 2011 and December 31, 2010.

The more restrictive and significant of the covenants under the senior notes include a minimum fixed charge ratio of 2.00, as well as a limitation on restricted payments, as defined in the agreement. Our fixed charge coverage ratio was 19.53 at March 31, 2011 and 19.46 at December 31, 2010 under the senior notes. In addition, we would have been permitted to make additional restricted payments in the amount of approximately \$145 million at March 31, 2011 and \$50 million at December 31, 2010 under the senior notes. The increase in the capacity for restricted payments between December 31, 2010 and March 31, 2011 resulted from the January 2011 consents obtained from the holders of the senior notes allowing for a modification in the formula for calculating permitted restricted payments.

The more restrictive and significant financial covenants under the revolving credit facility include:

An interest coverage ratio of no less than 3.00; and

A leverage ratio of no more than 3.00.

At March 31, 2011, the interest coverage ratio was 16.31 and the leverage ratio was 0.83, while at December 31, 2010 the interest coverage ratio was 16.50 and the leverage ratio was 0.74.

As a percentage of total capitalization (total debt and shareholders' equity), our total debt percentage increased from 31.1% at the end of 2010 to 33.1% at March 31, 2011. The change in the percentage was primarily the result of the increase in debt, partially offset by an increase in shareholders' equity. The increase in shareholders' equity reflects our earnings, partially offset by the impact of dividend payments and the repurchase of our common stock. Normally, we repay any outstanding long-term debt with cash from operations or refinancing activities.

### **Foundry Park I Mortgage Loan Agreement and Interest Rate Swap**

On January 28, 2010, Foundry Park I entered into a mortgage loan agreement in the amount of \$68.4 million. The loan, which is collateralized by the Foundry Park I office building, is for a period of five years, with two thirteen-month extension options. NewMarket Corporation is fully guaranteeing the loan. The mortgage loan bears interest at a variable rate of LIBOR plus a margin of 400 basis points, with a minimum LIBOR of 200 basis points. Concurrently with the closing of the mortgage loan, Foundry Park I obtained an interest rate swap to effectively convert the variable interest rate of the loan to a fixed interest rate by setting LIBOR at 2.642% for five years. The interest rate swap is discussed in Note 9. Principal payments on the loan are being made monthly based on a 15-year amortization schedule, with all remaining amounts due in five years, unless we exercise the extension option.

### **Other Matters**

We have a Japanese subsidiary with an office in Tokyo and a research, development, and testing facility in Tsukuba. Neither location incurred significant damage or losses as the result of the March 2011 earthquake and tsunami. We do not expect a significant impact to our business as a result of the earthquake or tsunami.

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On April 20, 2011, our Board of Directors declared a quarterly dividend in the amount of 60 cents per share on our common stock. This represents an increase of 16 cents, or 36%, over the previous dividend level.

## **Critical Accounting Policies and Estimates**

This report, as well as the 2010 Annual Report, includes a discussion of our accounting principles, as well as methods and estimates used in the preparation of our financial statements. We believe these discussions and financial statements fairly represent the financial position and operating results of our company in all material respects. The purpose of this portion of our discussion is to further emphasize some of the more critical areas where a significant change in facts and circumstances in our operating and financial environment might cause a change in reported financial results.

## **Intangibles (Net of Amortization) and Goodwill**

We have certain identifiable intangibles, as well as goodwill, amounting to \$44.4 million at March 31, 2011. These intangibles relate to our petroleum additives business and, except for the goodwill, are being amortized over periods with up to approximately twenty years of remaining life. We continue to assess the market related to these intangibles, as well as their specific values, and have concluded the values and amortization periods are appropriate. We also evaluate these intangibles for any potential impairment when significant events or circumstances occur that might impair the value of these assets. These evaluations continue to support the value at which these identifiable intangibles are carried on our financial statements. However, if conditions were to substantially deteriorate in this market, it could possibly cause a reduction in the periods of the amortization charge or result in a noncash write-off of a portion of the intangibles carrying value. A reduction in the amortization period would have no effect on cash flows. We do not anticipate such a change in the market conditions.

## **Environmental and Legal Proceedings**

We believe our environmental accruals are appropriate for the exposures and regulatory guidelines under which we currently operate. While we currently do not anticipate significant changes to the many factors that could impact our environmental requirements, we continue to keep our accruals consistent with these requirements as they change.

While it is not possible to predict or determine with certainty the outcome of any legal proceeding, it is our opinion, based on our current knowledge, that we will not experience materially adverse effects on our results of operations or financial condition as a result of any pending or threatened proceeding.

## **Pension Plans and Other Postretirement Benefits**

We use assumptions to record the impact of the pension and postretirement plans in the financial statements. These assumptions include the discount rate, expected long-term rate of return on plan assets, rate of compensation increase, and health care cost trend rate. A change in any one of these assumptions could result in different results for the plans. We develop these assumptions after considering available information that we deem relevant. Information is provided on the pension

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and postretirement plans in Note 19 of the 2010 Annual Report. In addition, further disclosure on the effect of changes in these assumptions is provided in the Financial Position and Liquidity section of Part II, Item 7 of the 2010 Annual Report.

## **Income Taxes**

We file consolidated U.S. federal income and both consolidated and individual state income tax returns, as well as individual foreign income tax returns, under which assumptions may be made to determine the deductibility of certain costs. We make estimates related to the impact of tax positions taken on our financial statements when we believe the tax position is more likely than not to be upheld on audit. In addition, we make certain assumptions in the determination of the estimated future recovery of deferred tax assets.

## **Outlook**

We are very pleased with the performance of our business during this quarter. Our businesses are running well, demand is strong and our employees continue to focus on providing the goods and services our customers expect from NewMarket. The normal business challenges continue to keep our teams busy, but we are confident those challenges will be met and handled successfully. The industry dynamics remained unchanged during the first quarter, and we see no change in the near term. We look forward to a successful and profitable 2011.

Our business continues to generate significant amounts of cash beyond what is necessary for the expansion and growth of our current product lines. We regularly review the many internal opportunities which we have to utilize this cash, both from a geographical and product line point of view. We have increased our efforts in investigating potential acquisitions as both a use for this cash and to generate shareholder value. Our primary focus in the acquisition area remains on the petroleum additives industry. It is our view that this industry will provide the greatest opportunity for a good return on our investment while minimizing risk. We remain focused on this strategy and will evaluate any future opportunities. Nonetheless, we are patient in this pursuit and intend to make the right acquisition when the opportunity arises. Until an acquisition materializes, we will build cash on our balance sheet and will continue to evaluate all alternative uses of that cash to enhance shareholder value, including stock repurchases and dividends.

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### **ITEM 3. Quantitative and Qualitative Disclosures About Market Risk**

There have been no significant changes in our market risk from the information provided in the 2010 Annual Report.

### **ITEM 4. Controls and Procedures**

#### **Evaluation of Disclosure Controls and Procedures**

We maintain a system of internal control over financial reporting to provide reasonable, but not absolute, assurance of the reliability of the financial records and the protection of assets. Our controls and procedures include written policies and procedures, careful selection and training of qualified personnel, and an internal audit program. We use a third-party firm, separate from our independent registered public accounting firm, to assist with internal audit services.

We work closely with the business groups, operations personnel, and information technology to ensure transactions are recorded properly. Environmental and legal staff are consulted to determine the appropriateness of our environmental and legal liabilities for each reporting period. We regularly review the regulations and rule changes that affect our financial disclosures.

Our disclosure control procedures include signed representation letters from our regional officers, as well as senior management.

We have formed a Financial Disclosure Committee (the committee), which is made up of the president of Afton Chemical Corporation, the general counsel of NewMarket, and the controller of NewMarket. The committee, as well as regional management, makes representations with regard to the financial statements that, to the best of their knowledge, the report does not contain any misstatement of a material fact or omit a material fact that is necessary to make the statements not misleading with respect to the periods covered by the report.

The committee and the regional management also represent, to the best of their knowledge, that the financial statements and other financial information included in the report fairly present, in all material respects, the financial condition, results of operations and cash flows of the company as of and for the periods presented in the report.

Pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934 (the Exchange Act), we carried out an evaluation, with the participation of our management, including our principal executive officer and our principal financial officer, of the effectiveness of our disclosure controls and procedures (as defined under Rule 13a-15(e)) under the Exchange Act as of the end of the period covered by this report. Based upon that evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures are effective.

There has been no change in our internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Exchange Act, during the quarter ended March 31, 2011, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Table of Contents****PART II OTHER INFORMATION****ITEM 1. Legal Proceedings**

We are involved in legal proceedings that are incidental to our business and include administrative or judicial actions seeking remediation under environmental laws, such as Superfund. Some of these legal proceedings relate to environmental matters and involve governmental authorities. For further information, see Environmental in Part I, Item 1 of our 2010 Annual Report and Note 8 in this Form 10-Q.

While it is not possible to predict or determine with certainty the outcome of any legal proceeding, we believe the outcome of any of these proceedings, or all of them combined, will not result in a material adverse effect on our consolidated financial condition or results of operations.

**ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds**

On July 21, 2010, our Board of Directors approved a share repurchase program authorizing management to repurchase up to \$200 million of NewMarket Corporation's outstanding common stock until December 31, 2012, as market conditions warrant and covenants under our existing agreements permit. We may conduct the share repurchases in the open market and in privately negotiated transactions. The repurchase program does not require NewMarket to acquire any specific number of shares and may be terminated or suspended at any time. Approximately \$130 million remained available under the 2010 authorization at March 31, 2011. The following table outlines the purchases during the first quarter 2011 under this authorization.

**ISSUER PURCHASES OF EQUITY SECURITIES**

| Period                    | Total Number<br>of Shares<br>Purchased | Average<br>Price Paid<br>per Share | Total Number of<br>Shares Purchased<br>as Part of<br>Publicly<br>Announced<br>Plans or<br>Programs | Approximate<br>Dollar Value of<br>Shares that<br>May<br>Yet Be<br>Purchased<br>Under the Plans<br>or Programs |
|---------------------------|--|------------------------------------|--|---|
| January 1 to January 31   | 147,794                                | \$ 126.14                          | 147,794  | \$ 135,721,432  |
| February 1 to February 28 | 24,179                                 | \$ 129.69                          | 24,179   | \$ 132,585,676  |
| March 1 to March 31       | 18,600                                 | \$ 124.23                          | 18,600   | \$ 130,275,036  |
| Total                     | 190,573                                | \$ 126.40                          | 190,573  | \$ 130,275,036  |

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**ITEM 6. Exhibits**

|               |  |
|---------------|--|
| Exhibit 3.1   | Articles of Incorporation (incorporated by reference to Exhibit 3.1 to Form 10-K (File No. 1-32190) filed March 14, 2005)  |
| Exhibit 3.2   | NewMarket Corporation Bylaws Amended and Restated effective April 23, 2009 (incorporated by reference to Exhibit 3.1 to Form 8-K (File No. 1-32190) filed February 23, 2009)   |
| Exhibit 31(a) | Certification pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by Thomas E. Gottwald |
| Exhibit 31(b) | Certification pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by David A. Fiorenza  |
| Exhibit 32(a) | Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by Thomas E. Gottwald                                   |
| Exhibit 32(b) | Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by David A. Fiorenza                                    |
| Exhibit 101   | XBRL Instance Document and Related Items   |



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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**NEWMARKET CORPORATION**

(Registrant)

Date: April 29, 2011

By: /s/ D. A. Fiorenza  
David A. Fiorenza  
Vice President and Treasurer  
(Principal Financial Officer)

Date: April 29, 2011

By: /s/ Wayne C. Drinkwater  
Wayne C. Drinkwater  
Controller  
(Principal Accounting Officer)

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EXHIBIT INDEX

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