

NEWMARKET CORP
Form SC 13D/A
August 18, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)

NEWMARKET CORPORATION

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

651587 10 7

(CUSIP NUMBER)

Bruce C. Gottwald

330 South Fourth Street

Richmond, Virginia 23219

Telephone No. 804-788-5000

(Name, address and telephone number of person authorized to receive notices and communications)

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Copy to:

Allen C. Goolsby, Esq.

Hunton & Williams LLP

Riverfront Plaza - East Tower

951 East Byrd Street

Richmond, Virginia 23219

July 31, 2006

(Date of event which requires filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

CUSIP No. 651587 10 7

13D

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bruce C. Gottwald

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

PF, BK

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		1,587,232	
	8		SHARED VOTING POWER
		18,731	
	9		SOLE DISPOSITIVE POWER

1,587,232
10 SHARED DISPOSITIVE POWER

18,731
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,605,963

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

x

43,720 shares held by a charitable foundation; an aggregate of 637,220 shares owned by three separate trusts of which each of the Reporting Person's adult sons and his wife are the co-trustees; and an aggregate of 389,887 shares owned by the Reporting Person's adult sons (including shares as to which the adult sons have shared voting and dispositive power)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.31%

14 TYPE OF REPORTING PERSON*

IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

* Amendment No. 1 amends and supplements the statement on Schedule 13D initially filed on February 14, 2006 by Bruce C. Gottwald (Mr. Gottwald) with respect to shares of common stock, without par value (the Common Stock), of NewMarket Corporation (the Issuer). The purpose for the filing of Amendment No. 1 is to update the reported beneficial ownership of the Issuer s Common Stock by Mr. Gottwald.

Item 3. Source and Amount of Funds or Other Consideration.

Mr. Gottwald used a combination of his personal funds and the proceeds from commercial bank loans made in the ordinary course of business from SunTrust Bank to acquire all 235,752 shares of the Issuer s Common Stock listed on Schedule I hereto.

Item 4. Purpose of Transaction.

Mr. Gottwald purchased the additional shares of the Issuer s Common Stock listed on Schedule I hereto to increase his beneficial interest in the Issuer, which Mr. Gottwald believes is an attractive investment. Except for occasional gifts and other transactions among family members, Mr. Gottwald intends to hold for investment the shares of the Issuer s Common Stock that he owns. However, depending upon his evaluation of the Issuer s business and prospects and upon future developments, including, but not limited to, stock market and general economic conditions, Mr. Gottwald may from time to time acquire additional shares, or dispose of shares, of the Issuer s Common Stock.

Mr. Gottwald does not have any plans to engage in any extraordinary transactions involving the Issuer or any of its subsidiaries, such as a merger, reorganization or liquidation, nor does he have any plans (i) to sell or transfer a material amount of the Issuer s assets, (ii) to make any material change in the present capitalization or dividend policy of the Issuer, (iii) to change the board of directors or management of the Issuer, (iv) to make any other material change in the Issuer s business or corporate structure, (v) to make any change in the Issuer s articles of incorporation or bylaws or other actions that may impede the acquisition of control of the Issuer by any person, (vi) to cause a class of the Issuer s securities to be delisted from a national securities exchange or to cease to be authorized to be quoted on an inter-dealer quotation system of a registered national securities association, (vii) to cause a class of equity securities of the Issuer to become eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934, as amended (the Exchange Act), or (viii) any action similar to any of those described in this Item 4.

Item 5. Interest in Securities of the Issuer.

- (a) 1,649,683 shares of Common Stock of the Issuer are owned beneficially by Mr. Gottwald, constituting 9.56% of such shares outstanding.^{1/}
- (b) Number of shares as to which such persons have:
 - (i) sole power to vote or to direct the vote - 1,587,232

-
- (ii) shared power to vote or to direct the vote - 62,451 ^{2/}

 - (iii) sole power to dispose of or to direct the disposition of - 1,587,232

 - (iv) shared power to dispose of or to direct the disposition of 62,451 ^{2/}
-

^{1/} This amount does not include an aggregate of 637,220 (3.69%) shares of the Issuer's Common Stock beneficially owned by three separate trusts of which each of the adult sons of Bruce C. Gottwald and his wife are the co-trustees or an aggregate of 389,887 (2.26%) shares of the Issuer's Common Stock beneficially owned by the adult sons of Bruce C. Gottwald. Bruce C. Gottwald and his adult sons have no agreement with respect to the acquisition, retention, disposition or voting of the Issuer's Common Stock. The filing of this statement on Schedule 13D shall not be construed as an admission that, for the purposes of Section 13(d) or 13(g) of the Exchange Act, Bruce C. Gottwald is the beneficial owner of the 62,451 shares described in Items 5(b)(ii) and (iv). See Item 5(d) below.

^{2/} This amount includes 43,720 shares owned by a charitable foundation for which Bruce C. Gottwald serves as one of the directors and 18,731 shares owned by Mr. Gottwald's wife. Bruce C. Gottwald disclaims any beneficial interest in any shares held in the foundation or held by his wife. This amount does not include shares owned of record by Merrill Lynch Trust Company, as Trustee under the Issuer's savings plan (the Plan) for its employees that are held for the benefit of employees. Shares held under the Plan are voted by the Trustee in accordance with instructions solicited from employees participating in the Plan. If a participating employee does not give the Trustee voting instructions, his shares are voted by the Trustee in accordance with management's recommendations to the shareholders. Because Bruce C. Gottwald is a director of the Issuer, his son, Thomas E. Gottwald, is the Chief Executive Officer and a director of the Issuer and members of the Gottwald family are the largest shareholders of the Issuer, they may be deemed to be control persons of the Issuer and to have the capacity to control any such recommendation of management.

(c) Other than the acquisition of the 235,752 shares of the Issuer's Common Stock set forth on Schedule I hereto, Mr. Gottwald has not engaged in any transactions in the Issuer's Common Stock in the past 60 days.

(d) Other persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, all 62,451 shares described in Items 5(b)(ii) and (iv). However, none of such persons' individual interest relates to more than 5% of the class of securities for which this Schedule is filed.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 Power of Attorney for Bruce C. Gottwald.

Schedule I

Reporting Person	Date	Amount of Shares	Price Per Share
		Purchased ⁽¹⁾	(excluding commissions)
Bruce C. Gottwald	February 27, 2006 ⁽²⁾	30,352	\$ 32.35
	March 3, 2006 ⁽²⁾	8,000	\$ 36.00
	March 22, 2006 ⁽²⁾	112,000	\$ 42.00
	July 31, 2006	100	\$ 48.57
	July 31, 2006	900	\$ 48.62
	July 31, 2006	100	\$ 48.64
	July 31, 2006	100	\$ 49.02
	July 31, 2006	300	\$ 49.03
	July 31, 2006	100	\$ 49.04
	July 31, 2006	400	\$ 49.05
	July 31, 2006	300	\$ 49.07
	July 31, 2006	400	\$ 49.09
	July 31, 2006	2,700	\$ 49.10
	July 31, 2006	100	\$ 49.31
	July 31, 2006	800	\$ 49.36
	July 31, 2006	300	\$ 49.38
	July 31, 2006	700	\$ 49.39
	July 31, 2006	100	\$ 49.40
	July 31, 2006	100	\$ 49.41
	July 31, 2006	1,700	\$ 49.45
	July 31, 2006	400	\$ 49.46
	July 31, 2006	1,100	\$ 49.47
	July 31, 2006	1,800	\$ 49.48
	July 31, 2006	2,900	\$ 49.49
	July 31, 2006	14,600	\$ 49.50
	July 31, 2006	400	\$ 49.53
	July 31, 2006	2,500	\$ 49.54
	July 31, 2006	3,900	\$ 49.55
	July 31, 2006	200	\$ 49.59
	July 31, 2006	1,000	\$ 49.73

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Reporting Person	Date	Amount of Shares	
		Purchased ⁽¹⁾	Price Per Share (excluding commissions)
	July 31, 2006	600	\$ 49.79
	July 31, 2006	500	\$ 49.80
	July 31, 2006	900	\$ 49.82
	August 1, 2006	500	\$ 47.65
	August 1, 2006	200	\$ 47.66
	August 1, 2006	500	\$ 47.67
	August 1, 2006	800	\$ 47.68
	August 1, 2006	5,000	\$ 47.69
	August 1, 2006	1,000	\$ 47.70
	August 1, 2006	300	\$ 47.71
	August 1, 2006	400	\$ 47.85
	August 1, 2006	200	\$ 47.90
	August 1, 2006	400	\$ 47.91
	August 1, 2006	1,800	\$ 47.92
	August 1, 2006	200	\$ 47.93
	August 1, 2006	500	\$ 47.95
	August 1, 2006	800	\$ 47.96
	August 1, 2006	500	\$ 47.97
	August 1, 2006	500	\$ 48.04
	August 1, 2006	200	\$ 48.05
	August 1, 2006	200	\$ 48.06
	August 1, 2006	400	\$ 48.13
	August 1, 2006	100	\$ 48.14
	August 1, 2006	300	\$ 48.15
	August 1, 2006	200	\$ 48.16
	August 1, 2006	200	\$ 48.19
	August 1, 2006	425	\$ 48.25
	August 1, 2006	300	\$ 48.32
	August 1, 2006	100	\$ 48.36
	August 1, 2006	300	\$ 48.37
	August 1, 2006	300	\$ 48.38
	August 1, 2006	300	\$ 48.39
	August 1, 2006	300	\$ 48.40

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Reporting Person	Date	Amount of Shares	
		Purchased ⁽¹⁾	Price Per Share (excluding commissions)
	August 1, 2006	225	\$ 48.41
	August 1, 2006	100	\$ 48.42
	August 1, 2006	400	\$ 48.44
	August 1, 2006	400	\$ 48.45
	August 1, 2006	100	\$ 48.47
	August 1, 2006	900	\$ 48.48
	August 1, 2006	200	\$ 48.49
	August 1, 2006	1,000	\$ 48.50
	August 1, 2006	1,000	\$ 48.51
	August 1, 2007	400	\$ 48.52
	August 1, 2006	800	\$ 48.54
	August 1, 2006	475	\$ 48.56
	August 1, 2006	100	\$ 48.57
	August 1, 2006	575	\$ 48.58
	August 1, 2006	700	\$ 48.59
	August 1, 2006	6,000	\$ 48.60
	August 1, 2006	800	\$ 48.62
	August 1, 2006	500	\$ 48.70
	August 1, 2006	500	\$ 48.80
	August 1, 2006	500	\$ 48.99
	August 1, 2006	300	\$ 49.00
	August 1, 2006	200	\$ 49.20
	August 2, 2006	200	\$ 49.11
	August 2, 2006	300	\$ 49.15
	August 2, 2006	500	\$ 49.22
	August 2, 2006	300	\$ 49.25
	August 2, 2006	400	\$ 49.27
	August 2, 2006	600	\$ 49.29
	August 2, 2006	200	\$ 49.30
	August 2, 2006	100	\$ 49.35
	August 2, 2006	200	\$ 49.40
	August 2, 2006	100	\$ 49.41
	August 2, 2006	900	\$ 49.42

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Reporting Person	Date	Amount of Shares	
		Purchased ⁽¹⁾	Price Per Share (excluding commissions)
	August 2, 2006	100	\$ 49.44
	August 2, 2006	100	\$ 49.45
	August 2, 2006	100	\$ 49.46
	August 2, 2006	750	\$ 49.50
	August 2, 2006	200	\$ 49.52
	August 2, 2006	1,200	\$ 49.53
	August 2, 2006	300	\$ 49.54
	August 2, 2006	200	\$ 49.58
	August 2, 2006	1,800	\$ 49.60
	August 2, 2006	200	\$ 49.62
	August 2, 2006	200	\$ 49.64
	August 2, 2006	200	\$ 49.65
	August 2, 2006	100	\$ 49.66
	August 2, 2006	150	\$ 49.68
	August 2, 2006	200	\$ 49.69
	August 2, 2006	500	\$ 49.71
	August 2, 2006	1,100	\$ 49.75
	August 2, 2006	100	\$ 49.79
	August 2, 2006	200	\$ 49.80
	August 2, 2006	100	\$ 49.91
	August 2, 2006	400	\$ 49.92
	Total	235,752	

(1) Except as noted, all purchases were effected on the New York Stock Exchange.

(2) Private purchase.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

August 18, 2006

/s/ M. Rudolph West
M. Rudolph West
Attorney-in-fact pursuant to a power of attorney filed as an exhibit to
this Amendment No. 1

EXHIBIT INDEX

Exhibit 1 Power of Attorney for Bruce C. Gottwald.

sp;Eaton Vance or BMR. SCOTT H. PAGE Vice President Since 2003 Vice President of Eaton Vance and BMR. Officer of 15 registered11/30/59 investment companies managed by Eaton Vance or BMR. CRAIG P. RUSS Vice President Since 2003 Vice President of Eaton Vance and BMR. Officer of 10 registered10/30/63 investment companies managed by Eaton Vance or BMR. MICHAEL W. WEILHEIMER Vice President Since 2003 Vice President of Eaton Vance and BMR. Officer of 26 registered2/11/61 investment companies managed by Eaton Vance or BMR. BARBARA E. CAMPBELL Treasurer Since 2005 Vice President of Eaton Vance and BMR. Officer of 177 registered6/19/57 investment companies managed by Eaton Vance or BMR. MAUREEN A. GEMMA Secretary Since 2007 Chief Legal Officer of the Eaton Vance family of funds and Vice President 5/24/60 of Eaton Vance and BMR. Officer of 177 registered investment companies managed by Eaton Vance or BMR. PAUL M. O NEILChief Compliance Since 2004 Vice President of Eaton Vance and BMR. Officer of 177 registered7/11/53 Officer investment companies managed by Eaton Vance or BMR.

- (1) The business address of each officer is The Eaton Vance Building, 255 State Street, Boston, Massachusetts 02109.
- (2) Includes both master and feeder funds in a master-feeder structure.

Investment Adviser and Administrator

Eaton Vance Management, with its principal office at The Eaton Vance Building, 255 State Street, Boston, Massachusetts 02109, serves as the investment adviser and administrator to the Fund.

Proxy Solicitation and Tabulation

The expense of preparing, printing and mailing this Proxy Statement and enclosures and the costs of soliciting proxies on behalf of the Board of Trustees of the Fund will be borne by the Fund. Proxies will be solicited by mail and may be solicited in person or by telephone or facsimile by officers of the Fund, by personnel of its administrator, Eaton Vance, by the transfer agent, American Stock Transfer & Trust Company, or by broker-dealer firms. The expenses associated with the solicitation of these proxies and with any further proxies which may be solicited by the Fund's officers, by Eaton Vance personnel, by American Stock Transfer & Trust Company, or by broker-dealer firms, in person, or by telephone or by facsimile will be borne by the Fund. A written proxy may be delivered to the Fund or its transfer agent prior to the meeting by facsimile machine, graphic communication equipment or similar electronic transmission. The Fund will reimburse banks, broker-dealer firms, and other persons holding shares registered in their names or in the names of their nominees, for their expenses incurred in sending proxy material to and obtaining proxies from the beneficial owners of such shares. Total estimated proxy solicitation costs are approximately \$62,146.

All proxy cards solicited by the Board of Trustees that are properly executed and received by the Secretary prior to the meeting, and which are not revoked, will be voted at the meeting. Shares represented by such proxies will be voted in accordance with the instructions thereon. If no specification is made on the proxy card with respect to Proposal 1, it will be voted FOR the matters specified on the proxy card. All shares that are voted and votes to ABSTAIN will be counted towards establishing a quorum, as will broker non-votes. (Broker non-votes are shares for which (i) the beneficial owner has not voted and (ii) the broker holding the shares does not have discretionary authority to vote on the particular matter.)

Accordingly, abstentions and broker non-votes which will be treated as shares that are present at the meeting but which have not been voted, will assist the Fund in obtaining a quorum, but will have no effect on the outcome of Proposal 1.

In the event that a quorum is not present at the meeting, or if a quorum is present at the meeting but sufficient votes by the shareholders of the Fund in favor of the Proposal set forth in the Notice of this meeting are not received by August 29, 2008, the persons named as attorneys in the enclosed proxy may propose one or more adjournments of the meeting to permit further solicitation of proxies. Any such adjournment will require the affirmative vote of the holders of a majority of the shares present in person or by proxy at the session of the meeting to be adjourned. The persons named as attorneys in the enclosed proxy will vote in favor of such adjournment those proxies which they are entitled to vote in favor of the Proposal for which further solicitation of proxies is to be made. They will vote against any such adjournment those proxies required to be voted against such Proposal. The costs of any such additional solicitation and of any adjourned session will be borne by the Fund. If any of the nominees are not elected by shareholders, the current Trustees may consider other courses of action.

Section 16(a) Beneficial Ownership Reporting Compliance

Based solely upon a review of the copies of the forms received by the Fund, all of the Trustees and officers of the Fund, EVM and its affiliates, and any person who owns more than ten percent of the Fund's outstanding securities have made all filings required under Section 16(a) of the Securities Exchange Act of 1934 regarding ownership of shares of the Fund for the Fund's fiscal year ended October 31, 2007.

The Fund will furnish without charge a copy of its most recent Annual and Semiannual Reports to any shareholder upon request. Shareholders desiring to obtain a copy of such reports should write to the Fund c/o American Stock Transfer & Trust Company, 59 Maiden Lane, New York, NY 10038.

SHAREHOLDER PROPOSALS

To be considered for presentation at the Fund's 2009 Annual Meeting of Shareholders, a shareholder proposal submitted pursuant to Rule 14a-8 under the Securities Exchange Act of 1934 must be received at the Fund's principal office c/o the Secretary of the Fund no later than the close of business February 25, 2009. Written notice of a shareholder proposal submitted outside of the processes of Rule 14a-8 must be delivered to the Fund's principal office c/o the Secretary of the Fund no later than the close of business June 1, 2009 and no earlier than May 1, 2009. In order to be included in the Fund's proxy statement and form of proxy, a shareholder proposal must comply with all applicable legal requirements. Timely submission of a proposal does not guarantee that such proposal will be included.

EATON VANCE SENIOR FLOATING-RATE TRUST

June 25, 2008

EXHIBIT A

**EATON VANCE FUNDS
AUDIT COMMITTEE CHARTER**

I. Composition of the Audit Committee.

The Audit Committee (the "Committee") of each registered investment company sponsored by Eaton Vance Management (each a Fund) shall be comprised of at least three Trustees appointed by the Board. All members of the Committee shall be Trustees who are not interested persons (as defined under the Investment Company Act of 1940, as amended) of any Fund or of the investment adviser or sub-adviser of any Fund (each, an Independent Trustee and collectively, the Independent Trustees). Unless otherwise determined by the Board of Trustees, the Chairperson of the Board of Trustees shall be a member of the Committee. A Chairperson of the Committee shall be appointed by the Board of Trustees on the recommendation of the Governance Committee.

The following requirements shall also be satisfied with respect to the membership and composition of the Committee:

- (1) each member of the Committee shall have been determined by the Board of Trustees to have no material relationship that would interfere with the exercise of his or her independent judgment;
- (2) no member of the Committee shall receive any compensation from a Fund except compensation for service as a member or Chairperson of the Board of Trustees or of a committee of the Board of Trustees;
- (3) each member of the Committee shall also satisfy the applicable Committee membership requirements imposed under the rules of the American Stock Exchange and New York Stock Exchange (and any other national securities exchange on which a Fund s shares are listed), as in effect from time to time, including with respect to the member s former affiliations or employment and financial literacy;
- (4) at least one member of the Committee must have the accounting or related financial management expertise and financial sophistication required under applicable rules of the American Stock Exchange and New York Stock Exchange; and
- (5) unless it determines that no member of the Committee qualifies as an audit committee financial expert as defined in Item 3 of Form N-CSR, the Board of Trustees will identify one (or in its discretion, more than one) member of the Committee as an audit committee financial expert.

II. Purposes of the Committee.

The purposes of the Committee are to:

- (1)

oversee each Fund's accounting and financial reporting processes, its internal control over financial reporting, and, as appropriate, the internal control over financial reporting of certain service providers;

- (2) oversee or, as appropriate, assist Board of Trustees oversight of the quality and integrity of the Funds' financial statements and the independent audit thereof;
- (3) oversee, or, as appropriate, assist Board of Trustees oversight of, the Funds compliance with legal and regulatory requirements that relate to the Funds accounting and financial reporting, internal control over financial reporting and independent audits;
- (4) approve prior to appointment the engagement and, when appropriate, replacement of the independent registered public accountants (independent auditors), and, if applicable, nominate independent auditors to be proposed for shareholder ratification in any proxy statement of a Fund;
- (5) evaluate the qualifications, independence and performance of the independent auditors and the audit partner in charge of leading the audit; and
- (6) prepare such audit committee reports consistent with the requirements of applicable Securities and Exchange Commission, American Stock Exchange and New York Stock Exchange rules for inclusion in the proxy statement for the annual meeting of shareholders of a Fund.

The primary function of the Committee is oversight. The Committee is not responsible for managing the Funds or for performing tasks that are delegated to the officers of any Fund, any investment adviser to a Fund, the custodian of a Fund, and other service providers for the Funds, and nothing in this charter shall be construed to reduce the

responsibilities or liabilities of management or the Funds' service providers, including the independent auditors. It is management's responsibility to maintain appropriate systems for accounting and internal control over financial reporting. Specifically, management is responsible for: (1) the preparation, presentation and integrity of the financial statements of each Fund; (2) the maintenance of appropriate accounting and financial reporting principles and policies; and (3) the maintenance of internal control over financial reporting and other procedures designed to assure compliance with accounting standards and related laws and regulations. The independent auditors are responsible for planning and carrying out an audit consistent with applicable legal and professional standards and the terms of their engagement letter, and shall report directly to the Committee. In performing its oversight function, the Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management, the independent auditors and such experts, advisors and professionals as may be consulted by the Committee.

III. Meetings of the Committee.

Meetings of the Committee shall be held at such times (but not less frequently than annually), at such places and for such purposes (consistent with the purposes set forth in this charter) as determined from time to time by the Board of Trustees, the Chairperson of the Board of Trustees, the Committee or the Chairperson of the Committee. The Committee shall set its agenda and the places and times of its meetings. The Audit Committee may meet alone and outside the presence of management personnel with any auditor of a Fund, and shall periodically meet separately with management, with internal auditors (or other personnel responsible for internal control of financial reporting), with any independent auditors rendering reports to the Committee or the Board of Trustees and with legal counsel. A majority of the members of the Committee shall constitute a quorum for the transaction of business at any meeting, and the decision of a majority of the members present and voting shall determine any matter submitted to a vote. The Committee may adopt such procedures or rules as it deems appropriate to govern its conduct under this charter. Each Independent Trustee of the Board of Trustees shall receive notice of all Committee meetings, and such meetings shall be open for any Independent Trustee to attend.

IV. Duties and Powers of the Committee.

To carry out its purposes, the Committee shall have the following duties and powers with respect to each Fund:

- (1) To meet to review and discuss with management and the independent auditors the audited financial statements and other periodic financial statements of the Fund (including the Fund's specific disclosures under the item "Management's Discussion of Fund Performance").
- (2) To consider the results of the examination of the Fund's financial statements by the independent auditors, the independent auditors' opinion with respect thereto, and any management letter issued by the independent auditors.
- (3) To review and discuss with the independent auditors: (a) the scope of audits and audit reports and the policies relating to internal auditing procedures and controls and the accounting principles employed in the Fund's financial reports and any proposed changes therein; (b) the personnel, staffing, qualifications and experience of the independent auditors; and (c) the compensation of the independent auditors.

- (4) To review and assess the performance of the independent auditors and to approve, on behalf of the Board of Trustees, the appointment and compensation of the independent auditors. Approval by the Committee shall be in addition to any approval required under applicable law by a majority of the members of the Board of Trustees who are not interested persons of the Fund as defined in Section 2(a)(19) of the 1940 Act. In performing this function, the Committee shall: (a) consider whether there should be a regular rotation of the Fund's independent auditing firm; (b) discuss with the independent auditors matters bearing upon the qualifications of such auditors as independent under applicable standards of independence established from time to time by the Securities and Exchange Commission (SEC), the Public Company Accounting Oversight Board and other regulatory authorities; and (c) shall secure from the independent auditors the information required by Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees, as in effect from time to time. The Committee shall actively engage in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors.
- (5) To pre-approve: (a) audit and non-audit services provided by the independent auditors to the Fund; and (b) non-audit services provided by the independent auditors to the adviser or any other entity controlling, controlled by or under common control with the adviser that provides on-going services to the Fund (Adviser Affiliates) if the engagement of the independent auditors relates directly to the operations and financial

reporting of the Fund, as contemplated by the Sarbanes-Oxley Act of 2002 (the Sarbanes-Oxley Act) and the rules issued by the SEC in connection therewith (except, in the case of non-audit services provided to the Fund or any Adviser Affiliate, those within applicable de minimis statutory or regulatory exceptions), and to consider the possible effect of providing such services on the independence of the independent auditors.

- (6) To adopt, to the extent deemed appropriate by the Committee, policies and procedures for pre-approval of the audit or non-audit services referred to above, including policies and procedures by which the Committee may delegate to one or more of its members authority to grant such pre-approval on behalf of the Committee (subject to subsequent reporting to the Committee). The Committee hereby delegates to each of its members the authority to pre-approve any non-audit services referred to above between meetings of the Committee, provided that: (i) all reasonable efforts shall be made to obtain such pre-approval from the Chairperson of the Committee prior to seeking such pre-approval from any other member of the Committee; and (ii) all such pre-approvals shall be reported to the Committee not later than the next meeting thereof.
- (7) To consider the controls implemented by the independent auditors and any measures taken by management to ensure that all items requiring pre-approval by the Committee are identified and referred to the Committee in a timely fashion.
- (8) To receive at least annually and prior to the filing with the SEC of the independent auditors report on the Fund's financial statements, a report from such independent auditors of: (i) all critical accounting policies and practices used by the Fund (or, in connection with any update, any changes in such accounting policies and practices), (ii) all material alternative accounting treatments within GAAP that have been discussed with management since the last annual report or update, including the ramifications of the use of the alternative treatments and the treatment preferred by the accounting firm, (iii) other material written communications between the independent auditors and the management of the Fund since the last annual report or update, (iv) a description of all non-audit services provided, including fees associated with the services, to any fund complex of which the Fund is a part since the last annual report or update that was not subject to the pre-approval requirements as discussed above; and (v) any other matters of concern relating to the Fund's financial statements, including any uncorrected misstatements (or audit differences) whose effects management believes are immaterial, both individually and in aggregate, to the financial statements taken as a whole. If this information is not communicated to the Committee within 90 days prior to the audit report's filing with the SEC, the independent auditors will be required to provide an update, in the 90 day period prior to the filing, of any changes to the previously reported information.
- (9) To review and discuss with the independent auditors the matters required to be communicated with respect to the Fund pursuant to Statement on Auditing Standards (SAS) No. 61 Communication With Audit Committees, as in effect from time to time, and to receive such other communications or reports from the independent auditors (and management's responses to such reports or communications) as may be required under applicable listing standards of the national securities exchanges on which the Fund's shares are listed, including a report describing: (1) the internal quality-control procedures of the independent auditors, any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, or by any inquiry or investigation by governmental or professional regulatory authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues; and (2) all relationships between the independent auditors and the Fund and any other relationships or services that may impact the objectivity and independence of the independent auditors. To the extent unresolved disagreements exist between management and the independent auditors regarding the financial reporting of the Fund, it shall be the responsibility of the Committee to resolve such disagreements.

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- (10) To consider and review with the independent auditors any reports of audit problems or difficulties that may have arisen in the course of the audit, including any limitations on the scope of the audit, and management's response thereto.
- (11) To establish hiring policies for employees or former employees of the independent auditors who will serve as officers or employees of the Fund.
- (12) With respect to each Fund the securities of which are listed on a national securities exchange, to: (a) provide a recommendation to the Board of Trustees regarding whether the audited financial statements of the Fund should be included in the annual report to shareholders of the Fund; and (b) to prepare an audit committee

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report consistent with the requirements of Rule 306 of Regulation S-K for inclusion in the proxy statement for the Fund's annual meeting of shareholders.

- (13) To discuss generally the Fund's earnings releases, as well as financial information and guidance provided to analysts and rating agencies, in the event a Fund issues any such releases or provides such information or guidance. Such discussions may include the types of information to be disclosed and the type of presentation to be made. The Committee need not discuss in advance each earnings release or each instance in which earnings guidance may be provided.
- (14) To consider the Fund's major financial risk exposures and the steps management has taken to monitor and control such exposures, including guidelines and policies to govern the process by which risk assessment and management is undertaken.
- (15) To review and report to the Board of Trustees with respect to any material accounting, tax, valuation, or record-keeping issues which may affect the Fund, its respective financial statements or the amount of their dividend or distribution rates.
- (16) To establish procedures for: (a) the receipt, retention, and treatment of complaints received by the Fund regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Fund or its service providers (including its investment advisers, administrators, principal underwriters and any other provider of accounting related services to the Fund) of concerns regarding questionable accounting or auditing matters. The Committee hereby establishes the procedures set forth in Appendix A hereto with respect to such matters.
- (17) To direct and supervise investigations with respect to the following: (a) evidence of fraud or significant deficiencies in the design or implementation of internal controls reported to the Committee by the principal executive or financial officers of the Fund pursuant to the requirements of the Sarbanes-Oxley Act and related rules; and (b) any other matters within the scope of this charter, including the integrity of reported facts and figures, ethical conduct, and appropriate disclosure concerning the financial statements of the Funds.
- (18) To review and recommend to the Board of Trustees policies and procedures for valuing portfolio securities of the Fund and to make recommendations to the Board of Trustees with respect to specific fair value determinations and any pricing errors involving such portfolio securities.
- (19) To coordinate its activities with the other committees of the Board of Trustees as necessary or appropriate and to communicate with such other committees regarding any material concerns or questions such committees

may wish to consider in exercising their respective powers.

- (20) To act on such other matters as may be delegated to the Committee by the Board of Trustees from time to time.
- (21) To review the adequacy of this charter and evaluate the Committee's performance of its duties and responsibilities hereunder at least annually, and to make recommendations to the Board of Trustees for any appropriate changes or other action.
- (22) To make recommendations to the Board of Trustees with respect to any of the above or such other matters as the Committee may deem necessary or appropriate in connection therewith.

V. Reports to the Board of Trustees.

The Committee shall periodically report its activities to the Board of Trustees.

VI. Resources and Authority of the Audit Committee.

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to engage independent auditors for special audits, reviews and other procedures and to retain special counsel and other experts or consultants at the expense of the Funds. The Committee may determine the appropriate levels of funding for payment of compensation to such independent auditors, counsel, experts and consultants, and the ordinary administrative expenses of the Committee necessary or appropriate in exercising its powers and fulfilling its responsibilities under this charter, including the reasonable costs of specialized training for Committee members. The Committee shall have direct access to such officers and employees of the Funds, Eaton Vance Management and any of its affiliated companies and the Funds' other services providers as it deems necessary or desirable.

APPENDIX A

EATON VANCE FUNDS

AUDIT COMMITTEE COMPLAINT PROCEDURES

This policy outlines the procedures that the Audit Committee (the "Committee") of each of the registered investment companies sponsored by Eaton Vance Management (each, a "Fund") shall employ with respect to complaints regarding accounting, internal accounting controls or auditing matters concerning each of the Funds ("Complaints"). Each Employee (as defined below) shall be provided with a copy of these procedures upon assuming his or her duties as an Employee, and annually thereafter.

I. Procedures for Receiving Complaints

All officers and employees of a Fund and, to the extent their duties relate to accounting, internal accounting controls or auditing matters for the Fund, the officers and employees of the Fund's investment advisers, administrators, principal underwriters and any other provider of accounting related services to the Fund (collectively referred to herein as "Employees"), may make complaints anonymously and in a confidential manner as follows:

- (1) The complaining Employee may place a telephone call to the Chairperson of the Committee. During this phone call, the Employee should identify the source of his or her Complaint and the practices that are alleged to constitute an impropriety with respect to accounting, internal auditing controls or auditing matters relating to a Fund, providing as much detail as possible.
- (2) Alternatively, the Employee may submit to the Chairperson of the Committee (by hand, mail, e-mail or fax) a confidential memorandum which details the Employee's Complaint and the practices that are alleged to constitute an improper accounting, internal auditing control or auditing matter, providing as much detail as possible.
- (3) The name and contact information for the current Chairperson of the Committee will be provided to Employees when they are provided with a copy of these procedures.

II. Procedures for Treating Complaints

The Chairperson of the Committee or another member of the Committee will conduct an initial evaluation of each Complaint received by the Committee as soon as reasonably practicable following receipt. In connection with the initial evaluation, the Chairperson of the Committee (or such other of the Committee) will determine whether the Complaint actually relates to the accounting, internal accounting controls or auditing matters of a Fund and, if not, whether it should be reviewed by a party other than the Committee. The Chairperson of the Committee shall also determine whether the Complaint requires investigation by the Committee.

After the initial evaluation is complete, all Complaints requiring investigation by the Committee will be discussed at the next regularly-scheduled meeting of the Committee, or a specially-scheduled meeting in advance thereof. The Committee shall investigate the Complaints as follows:

- (1) the Committee may choose to investigate the Complaint through its own members and/or with the assistance of counsel;
- (2) the Committee may select a designee within the Fund or its service providers to investigate the Complaint, provided that the identity of the complaining Employee shall not be disclosed to such designee. Under no

circumstances will a party who has direct supervisory control or who may be responsible for the action giving rise to the Complaint be charged with its investigation;

- (3) the Committee may retain an outside party (other than the Fund's independent auditors) to investigate the Complaint; or
- (4) the Committee may investigate the Complaint in such other manner determined by the Committee.

Any party designated to investigate a Complaint shall be provided reasonable access to the Fund's (and to the extent deemed necessary by the Committee, the Fund's service providers') employees, documents, and computer systems for purposes of conducting the investigation. At the conclusion of its investigation, which shall be completed promptly after referral of the Complaint, the investigating party will be responsible for making a full report to the Committee with respect to the Complaint and to make recommendations for corrective actions, if any, to be taken by the Fund. The Committee

will then report to the Board of Trustees at its next regularly-scheduled meeting with respect to the Complaint and any corrective actions recommended by the Committee. If the Complaint involves improprieties of any member of the Board of Trustees, the Committee may make its report in an executive session of the Board of Trustees.

III. Procedures for Retaining Complaints

The Chairperson of the Committee will be responsible for ensuring that all Complaints received by the Committee, together with any documents pertaining to the Committee (or a designee s) investigation and treatment of the Complaint, are retained for six years, or for such longer period as may be required by applicable law, in a manner consistent with preserving the anonymity of Employees who have submitted Complaints.

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EATON VANCE SENIOR FLOATING-RATE TRUST

**Annual Meeting of Shareholders, August 29, 2008
Proxy Solicited on Behalf of Board of Trustees**

HOLDERS OF AUCTION PREFERRED SHARES

The undersigned holder of Auction Preferred Shares of beneficial interest of Eaton Vance Senior Floating-Rate Trust, a Massachusetts business trust (the "Fund"), hereby appoints THOMAS E. FAUST JR., BARBARA E. CAMPBELL, MAUREEN A. GEMMA and DAN A. MAALOUY, and each of them, with full power of substitution and revocation, as proxies to represent the undersigned at the Annual Meeting of Shareholders of the Fund to be held at the principal office of the Fund, The Eaton Vance Building, 255 State Street, Boston, Massachusetts 02109, on Friday, August 29, 2008 at 1:30 P.M. (Eastern time), and at any and all adjournments or postponements thereof, and to vote all Auction Preferred Shares of the Fund which the undersigned would be entitled to vote, with all powers the undersigned would possess if personally present, in accordance with the instructions on this proxy.

PLEASE VOTE, DATE AND SIGN ON OTHER SIDE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.

WHEN THIS PROXY IS PROPERLY EXECUTED, THE SHARES REPRESENTED HEREBY WILL BE VOTED AS SPECIFIED. IF NO SPECIFICATION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF EACH OF THE TRUSTEES AS SET FORTH ON THE REVERSE SIDE AND IN THE DISCRETION OF THE PROXIES WITH RESPECT TO ALL OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE ANNUAL MEETING AND ANY ADJOURNMENTS OR POSTPONEMENTS THEREOF. THE UNDERSIGNED ACKNOWLEDGES RECEIPT OF THE ACCOMPANYING NOTICE OF ANNUAL MEETING AND PROXY STATEMENT.

(Continued and to be signed on the reverse side)

COMMENTS:

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**ANNUAL MEETING OF SHAREHOLDERS OF
EATON VANCE SENIOR FLOATING-RATE TRUST**

August 29, 2008

Please sign, date, vote and
mail your proxy card in the
envelope provided as soon
as possible.

Please detach along perforated line and mail in the envelope provided.

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**PLEASE SIGN, DATE, VOTE & RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.
PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE**

x

1. Election of one Trustee to represent Auction Preferred Shares
and the Election of Two Trustees to represent all shareholders.

NOMINEES:

- “ FOR ALL NOMINEES** Ralph F. Verni (Class II) - Auction Preferred Shares
- Thomas E. Faust Jr. (Class II) - All Shareholders
- “ WITHHOLD AUTHORITY** William H. Park (Class II) - All Shareholders
FOR ALL NOMINEES

“ FOR ALL EXCEPT
(See instructions below)

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark **FOR ALL EXCEPT**
and fill in the circle next to each nominee you wish to withhold, as shown here: n

To change the address on your account, please check the box at right and
indicate your new address in the address space above. Please note that
changes to the registered name(s) on the account may not be submitted via
this method.

**TO INCLUDE ANY COMMENTS, USE THE COMMENTS BOX ON THE REVERSE SIDE OF THIS
CARD.**

Meeting Attendance

Mark the box to the right if you plan to attend the Annual Meeting. “

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Signature of Shareholder _____ Date: _____ Signature of Shareholder
_____ Date: _____

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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EATON VANCE SENIOR FLOATING-RATE TRUST

**Annual Meeting of Shareholders, August 29, 2008
Proxy Solicited on Behalf of Board of Trustees**

HOLDERS OF COMMON SHARES

The undersigned holder of Common Shares of beneficial interest of Eaton Vance Senior Floating-Rate Trust, a Massachusetts business trust (the "Fund"), hereby appoints THOMAS E. FAUST JR., BARBARA E. CAMPBELL, MAUREEN A. GEMMA and DAN A. MAALOULY, and each of them, with full power of substitution and revocation, as proxies to represent the undersigned at the Annual Meeting of Shareholders of the Fund to be held at the principal office of the Fund, The Eaton Vance Building, 255 State Street, Boston, Massachusetts 02109, on Friday, August 29, 2008 at 1:30 P.M. (Eastern time), and at any and all adjournments or postponements thereof, and to vote all Common Shares of the Fund which the undersigned would be entitled to vote, with all powers the undersigned would possess if personally present, in accordance with the instructions on this proxy.

PLEASE VOTE, DATE AND SIGN ON OTHER SIDE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.

WHEN THIS PROXY IS PROPERLY EXECUTED, THE SHARES REPRESENTED HEREBY WILL BE VOTED AS SPECIFIED. IF NO SPECIFICATION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF EACH OF THE TRUSTEES AS SET FORTH ON THE REVERSE SIDE AND IN THE DISCRETION OF THE PROXIES WITH RESPECT TO ALL OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE ANNUAL MEETING AND ANY ADJOURNMENTS OR POSTPONEMENTS THEREOF. THE UNDERSIGNED ACKNOWLEDGES RECEIPT OF THE ACCOMPANYING NOTICE OF ANNUAL MEETING AND PROXY STATEMENT.

(Continued and to be signed on the reverse side)

COMMENTS:

14475 n

**ANNUAL MEETING OF SHAREHOLDERS OF
EATON VANCE SENIOR FLOATING-RATE TRUST**

August 29, 2008

Please sign, date, vote and
mail your proxy card in the
envelope provided as soon
as possible.

Please detach along perforated line and mail in the envelope provided.

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**PLEASE SIGN, DATE, VOTE & RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.
PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE**

x

1. Election of Trustees:

NOMINEES:

FOR ALL NOMINEES

Thomas E. Faust Jr. (Class II)

William H. Park (Class II)

**WITHHOLD AUTHORITY
FOR ALL NOMINEES**

FOR ALL EXCEPT

(See instructions below)

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark **FOR ALL EXCEPT**
and fill in the circle next to each nominee you wish to withhold, as shown here: n

To change the address on your account, please check the box at right and
indicate your new address in the address space above. Please note that
changes to the registered name(s) on the account may not be submitted via
this method.

**TO INCLUDE ANY COMMENTS, USE THE COMMENTS BOX ON THE REVERSE SIDE OF THIS
CARD.**

Meeting Attendance

Mark the box to the right if you plan to attend the Annual Meeting. "

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Signature of Shareholder _____ Date: _____ Signature of Shareholder
_____ Date: _____

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.