Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
MILLENNIUM CHEMICALS CONSOLIDATED RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1964

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
MILLENNIUM AMERICA HOLDINGS INC.

MILLENNIUM CHEMICALS INC.

1221 MCKINNEY, SUITE 1600
HOUSTON, TX 77010-2006

2b Employer Identification Number (EIN)
98-0045720

2c Sponsor's telephone number
713-652-7200

2d Business code (see instructions)
325100

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2010	MARIE-CLAIRE ABELANET
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2010	MARIE-CLAIRE ABELANET
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

1221 MCKINNEY, SUITE 1600
HOUSTON, TX 77010-2006

3b Administrator's EIN
20-3443655

3c Administrator's telephone number
713-652-7200

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	16519
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	1454
b	Retired or separated participants receiving benefits	**6b**	8476
c	Other retired or separated participants entitled to future benefits	**6c**	4475
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	14405
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1751
f	Total. Add lines **6d** and **6e**	**6f**	16156
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	6
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
1A 1C 1G 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	X	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X		**H** (Financial Information)
(2)			**I** (Financial Information – Small Plan)
(3)	X	1	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)	X		**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

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

A Name of plan
MILLENNIUM CHEMICALS CONSOLIDATED RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500.
MILLENNIUM AMERICA HOLDINGS INC.

D Employer Identification Number (EIN)
98-0045720

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
JOHN HANCOCK LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
04-1414660	65099	841 GAC	17	01/01/2009	12/31/2009

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	
5	Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ DIRECT RATED DEPOSIT ADMINISTRATION

b	Balance at the end of the previous year			7b	4305544
c	Additions: (1) Contributions deposited during the year	7c(1)	3807		
	(2) Dividends and credits	7c(2)	5666		
	(3) Interest credited during the year	7c(3)	237824		
	(4) Transferred from separate account	7c(4)	0		
	(5) Other (specify below)	7c(5)	-17220		
	▶ REALIZED CAPITAL GAINS/LOSS				
	(6) Total additions			7c(6)	230077
d	Total of balance and additions (add **b** and **c(6)**)			7d	4535621
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	0		
	(2) Administration charge made by carrier	7e(2)	9701		
	(3) Transferred to separate account	7e(3)	0		
	(4) Other (specify below)	7e(4)	24150		
	▶ DR ANNUAL ADJUSTMENTS				
	(5) Total deductions			7e(5)	33851
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	4501770

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

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

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

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

A Name of plan
MILLENNIUM CHEMICALS CONSOLIDATED RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
MILLENNIUM AMERICA HOLDINGS INC.

D Employer Identification Number (EIN)
98-0045720

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

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

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2009			
2	Assets:			
a	Market value	**2a**		283993015
b	Actuarial value	**2b**		312392316
3	Funding target/participant count breakdown		**(1)** Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	10328	230575602
b	For terminated vested participants	**3b**	4619	83558782
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		3701746
	(2) Vested benefits	**3c(2)**		68542803
	(3) Total active	**3c(3)**	1604	72244549
d	Total	**3d**	16551	386378933
4	If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
a	Funding target disregarding prescribed at-risk assumptions	**4a**		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	**4b**		
5	Effective interest rate	**5**		8.27 %
6	Target normal cost	**6**		3096629

Statement by Enrolled Actuary

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

SIGN HERE

09/29/2010
Signature of actuary — Date

W. CLAY HOLLOWAY
Type or print name of actuary

08-05230
Most recent enrollment number

HEWITT ASSOCIATES LLC
Firm name

281-363-0456
Telephone number (including area code)

2601 RESEARCH FOREST DRIVE
THE WOODLANDS, TX 77381
Address of the firm

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

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	11751810	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	4913395	0
9	Amount remaining (Item 7 minus item 8)	6838415	0
10	Interest on item 9 using prior year's actual return of -29.91 %	-2045370	
11	Prior year's excess contributions to be added to prefunding balance:		
	a Excess contributions (Item 38 from prior year)		0
	b Interest on (a) using prior year's effective rate of 5.94 %		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12)	4793045	0

Part III Funding percentages

14	Funding target attainment percentage	14	79.61 %
15	Adjusted funding target attainment percentage	15	79.61 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	93.93 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/14/2010	9395040	0			
			Totals ► 18(b)	9395040	18(c) 0

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

a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	8207059

20 Quarterly contributions and liquidity shortfalls:

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

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

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:

a Segment rates:

1st segment: %	2nd segment: %	3rd segment: %	[X] N/A, full yield curve used

b Applicable month (enter code) **21b** 2

22 Weighted average retirement age **22** 62

23 Mortality table(s) (see instructions) [ ] Prescribed - combined [X] Prescribed - separate [ ] Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ..... [X] Yes [ ] No

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

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment ..... [X] Yes [ ] No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment **27**

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years **28** 0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a) **29** 0

30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29) **30** 0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions) **31** 3096629

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	55596926	9901688
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount **33**

34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33) **34** 12998317

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	4793045	0	4793045

36 Additional cash requirement (item 34 minus item 35) **36** 8205272

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c) **37** 8207059

38 Interest-adjusted excess contributions for current year (see instructions) **38** 1787

39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37) **39** 0

40 Unpaid minimum required contribution for all years **40** 0

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

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

A Name of plan
MILLENNIUM CHEMICALS CONSOLIDATED RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MILLENNIUM AMERICA HOLDINGS INC.

D Employer Identification Number (EIN)
98-0045720

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

BUCK CONSULTANTS LLC

13-3954297

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	NONE	1399115	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

HEWITT ASSOCIATES

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 13	NONE	965989	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

STANDISH MELLON

25-1890416

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	393533	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

NEUBERGER BERMAN

13-5521910

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	338926	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PRUDENTIAL TRUST COMPANY

23-6994310

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	252902	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PACIFIC INVESTMENT MANAGEMENT CO.

33-0629048

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	205829	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

WELLINGTON TRUST COMPANY

04-2767481

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	175927	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

ENHANCED INVESTMENT TECH, LLC

01-0614895

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	166729	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

GOLDMAN SACHS ASSET MANAGEMENT L.P.

13-3575636

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	141876	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

BENNETT LAWRENCE MANAGEMENT, LLC

13-3842936

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	116042	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

CRA ROGERSCASEY LLC

22-3677006

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17	NONE	114222	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

TIMESSQUARE CAPITAL MANAGEMENT

20-1665304

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	109042	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

KORNITZER CAPITAL MANAGEMENT

48-1069845

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	93828	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

T. ROWE PRICE ASSOCIATES, INC.

52-0556948

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	85512	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

LSV ASSET MANAGEMENT

22-2772200

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	75892	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

BHMS INC.

75-2403190

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	68580	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MACKAY SHIELDS

13-2631681

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	65751	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

ALLIANCE BERNSTEIN

13-4064930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	64377	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

BANK OF NEW YORK

13-5160382

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	NONE	28603	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

JP MORGAN ASSET MANAGEMENT

13-6038770

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	20775	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MONDRIAN INVESTMENT GROUP

56-2475915

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	19857	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

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

A Name of plan
MILLENNIUM CHEMICALS CONSOLIDATED RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MILLENNIUM AMERICA HOLDINGS INC.

D Employer Identification Number (EIN)
98-0045720

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: LYONDELL CHEMICAL RETIREMENT MASTER

b Name of sponsor of entity listed in (a): LYONDELL CHEMICAL COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
95-4160558-009	M	303223069

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

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a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

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

A Name of plan
MILLENNIUM CHEMICALS CONSOLIDATED RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MILLENNIUM AMERICA HOLDINGS INC.

D Employer Identification Number (EIN)
98-0045720

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		9395041
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	279687470	303223069
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	3538145	4502771
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	283225615	317120881
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	281788	1582712
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	281788	1582712
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	282943827	315538169

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	9395041	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		9395041
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		62330894
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		973749
d Total income. Add all **income** amounts in column (b) and enter total	2d		72699684
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	35776630	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		35776630
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	189989	
(2) Contract administrator fees	2i(2)	2175115	
(3) Investment advisory and management fees	2i(3)	2518723	
(4) Other	2i(4)	1478414	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		6362241
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		42138871
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		30560813
l Transfers of assets:			
(1) To this plan	2l(1)		2033529
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: PRICEWATERHOUSECOOPERS (2) EIN: 13-4008324

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		56000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

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

A Name of plan
MILLENNIUM CHEMICALS CONSOLIDATED RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MILLENNIUM AMERICA HOLDINGS INC.

D Employer Identification Number (EIN)
98-0045720

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 13-7073479

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3** 0

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☒ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☒ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: 64% Investment-Grade Debt: 25% High-Yield Debt: 5% Real Estate: 6% Other: 0%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☒ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☒ Modified duration ☐ Other (specify):

MILLENNIUM CHEMICALS INC.
CONSOLIDATED RETIREMENT PLAN

FINANCIAL STATEMENTS

As of December 31, 2009 and 2008
and for the years ended December 31, 2009 and 2008

MILLENNIUM CHEMICALS INC. CONSOLIDATED RETIREMENT PLAN

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Other Supplemental Schedules are not required and have been omitted.

Report of Independent Auditors

To the Participants and Benefits Administrative Committee of the
Millennium Chemicals Inc. Consolidated Retirement Plan:

We were engaged to audit the financial statements and supplemental schedule of Millennium Chemicals Inc. Consolidated Retirement Plan (the "Plan") at December 31, 2009 and December 31, 2008 and for the years then ended, as listed in the accompanying index. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by Bank of New York Mellon, the trustee of the Plan, and John Hancock Life Insurance Company, custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee and custodian hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained a certification from the trustee and custodian as of December 31, 2009 and December 31, 2008 and for the years then ended, that the information provided to the plan administrator by the trustee and custodian is complete and accurate.

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

PricewaterhouseCoopers LLP

Houston, Texas
October 15, 2010

PricewaterhouseCoopers LLP, 1201 Louisiana, Suite 2900, Houston, TX 77002-5678
T: (713) 356 4000, F: (713) 356 4717, www.pwc.com/us

MILLENNIUM CHEMICALS INC. CONSOLIDATED RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31	
	2009	2008
ASSETS		
Plan interest in the Lyondell Chemical Company Retirement Master Trust, at fair value	$ 303,223,069	$ 279,687,470
John Hancock Group Annuity Contract, at fair value	4,445,135	3,538,145
Employer contributions receivable	9,395,041	-
Total assets	317,063,245	283,225,615
LIABILITIES		
Accrued liabilities	1,582,712	281,788
Net assets available for benefits	$ 315,480,533	$ 282,943,827

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

MILLENNIUM CHEMICALS INC. CONSOLIDATED RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Years Ended December 31,

	2009	2008
Investment income (loss) from the Lyondell Chemical Company Retirement Master Trust	$ 62,330,894	$ (131,530,701)
Investment income on unallocated insurance contract	916,113	249,471
Employer contributions	9,395,041	-
Benefits paid to participants	(35,776,630)	(50,193,292)
Administrative expenses	(6,362,241)	(3,632,801)
Transfers from the Pension Plan of McKinney Manufacturing Company for Hourly Employees	1,455,156	-
Transfers from the Pension Plan of Vanity Fair, Inc.	578,373	-
Net increase (decrease)	32,536,706	(185,107,323)
Net assets available for benefits:		
Beginning of year	282,943,827	468,051,150
End of year	$ 315,480,533	$ 282,943,827

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

MILLENNIUM CHEMICALS INC. CONSOLIDATED RETIREMENT PLAN

STATEMENT OF ACCUMULATED PLAN BENEFITS

	December 31, 2008
Actuarial present value of accumulated plan benefits:	
Vested plan benefits:	
Participants currently receiving benefits	$ 234,789,588
Other participants	159,066,029
Total vested plan benefits	393,855,617
Non-vested plan benefits	5,760,770
Total actuarial present value of accumulated plan benefits	$ 399,616,387

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

MILLENNIUM CHEMICALS INC. CONSOLIDATED RETIREMENT PLAN

STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS

For the Year Ended December 31, 2008

Actuarial present value of accumulated plan benefits at beginning of year (January 1, 2008)	$ 404,489,197
Increase (decrease) during the year attributable to:	
Additional benefits accumulated, including actuarial experience losses	14,969,078
Interest	30,351,404
Benefits paid	(50,193,292)
Net decrease	(4,872,810)
Actuarial present value of accumulated plan benefits at end of year (December 31, 2008)	$ 399,616,387

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

MILLENNIUM CHEMICALS INC. CONSOLIDATED RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

1. Description of Plan

General – The Millennium Chemicals Inc. Consolidated Retirement Plan ("Plan") is a noncontributory defined benefit pension plan. Millennium America Holdings Inc. is the Plan sponsor. Effective January 1, 2010, Lyondell Chemical Company ("Lyondell") assumed sponsorship of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Participants should refer to the Plan document for a complete description of the Plan.

On November 30, 2004, Lyondell acquired Millennium Chemicals Inc. ("Millennium" or "Company") in a stock-for-stock business combination. As a result of the acquisition, Millennium is a wholly owned subsidiary of Lyondell.

On January 6, 2009, Millennium was included among the debtors who filed voluntary petitions for relief under Chapter 11 of the U.S. Bankruptcy Code ("Chapter 11") in the U.S. Bankruptcy Court. The bankruptcy cases were jointly administered in the U.S. Bankruptcy Court under the caption "In re Lyondell Chemical Company, et al." The Plan of Reorganization provided that Millennium would continue to maintain the Plan. On April 30, 2010, Lyondell emerged from Chapter 11 bankruptcy protection.

Pension Benefits – Employees shall become a participant on the first day of the calendar month in which they complete a year of eligibility service (with a minimum of 1,000 hours worked in any 12-month period). A participant becomes 100% vested after 5 years of service.

Death Benefits – If an active employee dies, death benefits, as described in the Plan document, are paid to the employee's beneficiary.

The Plan is administered by the Benefits Administrative Committee ("BAC"). Hewitt is the Plan's recordkeeper and actuary. Plan assets are maintained in the Lyondell Chemical Company Retirement Master Trust ("Master Trust") under the custody of The Bank of New York Mellon ("Trustee"). Management of portfolio assets is directed by external investment managers hired and monitored by the Benefits Finance Committee ("BFC"). Both the BAC and BFC consist of individuals appointed by the Lyondell Board of Directors.

On August 17, 2006, the Pension Protection Act of 2006 ("PPA"), a comprehensive pension reform legislation which revised many rules surrounding defined benefit plans was signed into law. The Plan was timely amended in 2009 as required under the PPA.

2. Summary of Significant Accounting Policies

Basis of Accounting – The financial statements of the Plan are prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") using the accrual method of accounting.

Reclassifications – Certain reclassifications have been made to the fair value note to conform to current year presentation.

Accounting and Reporting Changes – On July 1, 2009, the Financial Accounting Standards Board (the "FASB") released the authoritative version of its new Accounting Standards Codification ("ASC") as the single source for Generally Accepted Accounting Principals ("GAAP"), which replaces all previous GAAP accounting standards. While not intended to change GAAP, the ASC significantly changes the way in which the accounting literature is organized. The Plan adopted the ASC to reference GAAP accounting standards in its December 31, 2009 financial statements. The adoption of ASC does not impact the Plan's financial statements except for references made to authoritative accounting literature in footnotes.

In September 2006, the FASB issued Accounting Standards Codification ASC 820, *Fair Value Measurements and Disclosures*. ASC 820 provides a common definition of fair value and a framework for measuring assets and liabilities at fair values when a particular standard prescribes and expands disclosures about fair value measurements. The Company adopted the new accounting standard for plan years beginning January 1, 2008. The adoption did not have a material impact on the Plan's financial statements.

On October 10, 2008, the FASB issued ASC 820-10-65-2, *Determining the Fair Value of a Financial Asset When the Market for that Asset is Not Active,* which clarifies the application of ASC 820 in a market that is not active. The update provides additional guidance regarding how the reporting entity's own assumptions should be considered when relevant observable inputs do not exist, how available observable inputs in a market that is not active should be considered when measuring fair value, and how the use of market quotes should be considered when assessing the relevance of inputs available to measure fair value. The guidance became effective immediately upon issuance. The additional guidance with respect to the valuation of its financial assets and liabilities and their corresponding designation within the fair value hierarchy was considered. The Company adopted this guidance on December 31, 2008. The adoption did not have a material impact on the Plan's financial statements.

On May 28, 2009, the FASB issued ASC 855, *Subsequent Events*, which establishes general standards of accounting for, and disclosure of, events that occur after the balance sheet date but before financial statements are issued or are available to be issued. Although there is new terminology, the standard is based on the same principles as those that currently exist in the auditing standards. The Company adopted the standard, which includes a new required disclosure of the date through which an entity has evaluated subsequent events, on December 31, 2009. The adoption did not have a material impact on the Plan's financial statements.

In January 2010, the FASB issued additional guidance on improving disclosures regarding fair value measurements. The Accounting Standards Update 2010-06 amends ASC 820-10, *Fair Value Measurements and Disclosures.* This update requires entities to disclose the amounts of significant transfers between Level 1 and Level 2 of the fair value hierarchy and the reasons for these transfers, as well as the reasons for any transfer in or out of Level 3. The update further clarified the existing disclosure requirements in ASC 820-10 regarding: i) the level of disaggregation of fair value measurements; and ii) the disclosures regarding inputs and valuation techniques. This update will be effective January 1, 2010, except for the gross presentation of the Level 3 transfers in and transfers out information, which is effective for the current fiscal year. The Company is currently evaluating both the timing and the impact of the adoption of this amendment.

Use of Estimates – The preparation of the Plan's financial statements requires management to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits and accumulated plan benefits at the date of the financial statements and the changes in net assets available for benefits and changes in accumulated plan benefits during the reporting period and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition – A separate account for the Plan is maintained by the Master Trust reflecting the Plan's share of the Master Trust. Investments of the Master Trust traded on national or foreign securities exchanges are valued based upon quoted market prices on the last business day of the period presented. Short-term and certain other investments are valued at cost, which approximates market value. Interest in the Master Trust is determined on a monthly basis and is based upon the beginning of the month value of the Plan's interest in the Master Trust plus actual contributions and allocated investment income, less actual distributions and an allocation of administrative expenses.

The Plan has a Group Annuity Contract ("GAC") with John Hancock Life Insurance Company (the "Custodian"). The GAC is held in a general investment account consisting primarily of fixed-income securities, which are recorded at fair value. From time to time the Master Trust's investment managers may use derivative financial instruments including forward exchange contracts and future contracts. Derivative instruments are used primarily to mitigate exposure to foreign exchange rate and interest rate fluctuations as well as manage the investment mix in the portfolio. The Master Trust's interest in funds that utilize such financial instruments is not considered significant to the Plan's financial statements.

Purchases and sales of securities by the Master Trust are accounted for on the trade date (the date the order to buy or sell is originated). Gains or losses on the sale or distribution of securities are computed on a first-in, first-out basis. Dividend income is recorded on the ex-dividend date. Income from other investments is recorded as earned. The net appreciation or depreciation in the fair value of investments, which consist of the realized gains or losses and the unrealized appreciation or depreciation on those investments, is included in "Investment income (loss)" in the Statements of Changes in Net Assets Available for Benefits.

Interest and dividends earned, net appreciation or depreciation in fair value of investments, and expenses incurred under the collective investment accounts of the Master Trust are allocated to the Plan based upon each plan's average monthly investment balance in the Master Trust. See Note 11 for discussion of fair value measurements.

Risks and Uncertainties – The Master Trust invests in a combination of common stocks, mutual funds, corporate bonds, bank common and commingled funds, open ended real estate funds and short-term investments. Investment securities and the GAC are exposed to various risks, such as market and credit risks. Changes in the values of investment securities will continue to occur in the near term and such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

Payment of Benefits – Benefit payments to participants are recorded upon distribution and are paid by the Master Trust.

Administrative Expenses – Certain administrative expenses are paid by the Plan and Plan sponsor.

3. Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, which are attributable under the Plan's provisions to the service that employees have rendered, as of the beginning of the plan year. Accumulated plan benefits include benefits expected to be paid to: (a) retired or terminated employees or their beneficiaries; (b) beneficiaries of employees who have died; and (c) present employees or their beneficiaries.

The 2008 actuarial present value of accumulated plan benefits was determined by the Plan's actuary, Hewitt Associates. The actuarial method used to determine the present value of accumulated plan benefits is the projected unit credit actuarial cost method. The more significant assumptions underlying the actuarial valuation are as follows:

	December 31, 2008
Investment return	8.00% per year
Mortality table	RP-2000 combined annuitant and nonannuitant healthy mortality table (sex distinct) projected 16 years for annuitants and 24 years for nonannuitants with no collar adjustment
Assumed average retirement age (based on plan)	63 years old

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

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

4. Funding Policy

The contributions by Millennium are designed to fund an amount as required under applicable regulations as determined under the standard unit credit method, as adopted January 1, 2008, under the PPA. Fluctuations in the return (interest, dividends, and net appreciation or depreciation in fair value) on investments of the Plan from the assumed rate serve to reduce or increase future contributions required to provide for the benefits defined under the Plan.

As determined by the Plan's actuaries, Millennium's contributions for the years ended December 31, 2009 and 2008 were $9,395,041 and zero, respectively, and met the minimum ERISA funding requirements.

5. Transfer Activity

Transfers from the Pension Plan of McKinney Manufacturing Company for Hourly Employees – On March 31, 2009, the Pension Plan of McKinney Manufacturing Company for Hourly Employees merged with and into the Plan. On June 1, 2009, net assets of $1,455,156 were transferred into the Plan.

Transfers from the Pension Plan of Vanity Fair Inc. – On March 31, 2009, the Pension Plan of Vanity Fair Inc. merged with and into the Plan. On June 1, 2009, net assets of $578,373 were transferred into the Plan.

6. Plan Termination

Although it has not expressed any intention to do so, the sponsor of the Plan has the right, under the terms of the Plan document, to discontinue its contributions at any time and to terminate the Plan, subject to provisions set forth under ERISA.

Participants' retirement allowances under the Plan are insured to the extent required by law through the Pension Benefit Guaranty Corporation ("PBGC"). If the Plan were to be terminated, priorities of payment of benefits would be made in accordance with the requirements under ERISA.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Company and the level of benefits guaranteed by the PBGC.

7. Reconciliation of the Plan Financial Statements to Schedule H of Form 5500

The following is a reconciliation of the Plan's net assets available for benefits per the financial statements at December 31, 2009 to Schedule H of Form 5500:

	December 31, 2009
Net assets available for benefits per the financial statements	$ 315,480,533
Adjustment from fair value to contract value for the GAC	57,636
Net assets available for benefits per Schedule H of Form 5500	$ 315,538,169

The following is a reconciliation of net income per the financial statements for the year ended December 31, 2009 to Schedule H of Form 5500:

	2009
Total net income per the financial statements	$ 32,536,706
Adjustment from fair value to contract value of the GAC	57,636
Net income and Plan transfers of assets per Schedule H of Form 5500	$ 32,594,342

There were no reconciling items in 2008.

8. Tax Status

The Internal Revenue Service ("IRS") issued a determination letter dated August 6, 1986, stating that the Plan and related Master Trust are designed in accordance with applicable sections of the Internal Revenue Code ("Code"). The Plan has been amended since receiving the determination letter. However, the BAC believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Accordingly, no provision is made for federal income taxes.

On December 27, 2001, an application was filed with the IRS for a determination that the Plan was compliant as to form with all requirements through GUST II. The Plan was unable to satisfy the IRS examiner that the Plan had been amended on a timely basis to comply with the Tax Reform Act of 1986. The Plan applied for a Voluntary Correction of a Plan Failure ("VCP") under the Employee Plans Compliance Resolution System which was approved on September 23, 2004.

Although the Plan has filed an application for a determination letter, this Plan has a pension equity formula. The IRS had suspended its review of application for determination letters for hybrid plans and the Plan has not yet received a determination letter.

9. Information Certified by the Plan's Trustee and Custodian

The plan administrator has elected the method of compliance permitted by Section 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee and the Custodian, as applicable, have certified that the following data included in the accompanying financial statements and the schedule are complete and accurate:

- Plan interest in the Master Trust, at fair value
- John Hancock Group Annuity Contract at fair value
- Investment income (loss) from the Master Trust
- Investment information as shown in Note 10 and Note 11
- The Supplemental Schedule of Assets (Held at End of Year) as of December 31, 2009

10. Lyondell Chemical Company Retirement Master Trust

The Lyondell Chemical Company Retirement Master Trust is a pooled investment trust composed of the beneficial interests of certain participating defined benefit plans ("Master Trust Plans") of Lyondell and certain of its subsidiaries and affiliates. The Master Trust consists of a portfolio of investments in a combination of common stocks, mutual funds, corporate bonds, bank common and commingled funds, open ended real estate funds and short-term investments; all of which are held by the Master Trust.

On April 1, 2009, the Basell Retirement Income Plan, Basell Pension Plan, and Basell Pension Plan for Hourly Employees at Edison, NJ merged into the Master Trust. The net assets of these plans, totaling $139,514,011, were transferred into the Master Trust.

Master Trust Plans do not own specific securities or other assets in the Master Trust but have an undivided interest in the Master Trust. At December 31, 2009 and 2008, the Plan's undivided interest in the investment holdings of the Master Trust, consisting of total investments, receivables from sales of securities, accrued interest and dividends, payables from purchases of securities, and other payables and receivables, was approximately 27% and 32%, respectively. Investment income (loss) related to the Master Trust is allocated to the Master Trust Plans based upon each plan's average monthly investment balance in the Master Trust.

The net assets of the Master Trust as of December 31, 2009 and 2008 are as follows:

	December 31,	
	2009	2008
Assets		
Investments, at fair value:		
Common stocks	$ 384,119,102	$ 118,959,816
Fixed income securities	298,355,106	491,911,569
Convertible securities	1,846,813	979,500
Comingled funds	393,064,461	220,566,257
Short term investments	19,554,506	23,512,788
Real estate	36,372,346	54,473,905
Total investments	1,133,312,334	910,403,835
Receivables:		
Sales of securities	7,755,311	103,740,061
Accrued interest and dividends	13,687,964	3,460,175
Total receivables	21,443,275	107,200,236
Cash	1,158	2,569,937
Total assets	1,154,756,767	1,020,174,008
Liabilities		
Other payables	10,951,752	2,978,289
Purchase of securities	11,292,755	155,325,102
Total liabilities	22,244,507	158,303,391
Net assets	$ 1,132,512,260	$ 861,870,617

The components of total investment income (loss) of the Master Trust for the years ended December 31, 2009 and 2008 are as follows:

	2009	2008
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments:		
Corporate stocks	$ 118,927,858	$ (243,289,834)
Corporate bonds	34,015,392	(161,035,835)
Government bonds	2,011,085	(23,821,222)
Other securities	(3,818,878)	(9,564,338)
Commingled funds	83,856,150	4,495,393
Real estate	(16,060,896)	1,389,255
Short term investments	852,589	281,176
Miscellaneous	94,615	(644,048)
Total	219,877,915	(432,189,453)
Interest and dividend income:		
Interest income	15,683,244	18,201,427
Dividend income	6,711,686	14,146,200
Total	22,394,930	32,347,627
Total investment income (loss)	$ 242,272,845	$ (399,841,826)

11. Fair Value Measurements

As discussed in Note 2, the Plan adopted ASC 820, *Fair Value Measurements and Disclosures*, as of January 1, 2008. ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. ASC 820 also specifies a fair value hierarchy based upon the observability of inputs used in valuation techniques. Observable inputs (highest level) reflect market data obtained from independent sources, while unobservable inputs (lowest level) reflect internally-developed market assumptions. In accordance with ASC 820, fair value measurements are classified under the following hierarchy:

Level 1 – Quoted prices for identical instruments in active markets.

Level 2 – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs or significant value-drivers are observable in active markets.

Level 3 – Model-derived valuations in which one or more significant inputs or significant value-drivers are unobservable.

When available, quoted market prices are used to determine fair value and such measurements are classified within Level 1. In some cases where market prices are not available, observable market based inputs are used to calculate fair value, in which case the measurements are classified within Level 2. If quoted or observable market prices are not available, fair value is based upon internally developed models that use, where possible, current market-based parameters such as interest rates, yield curves and currency rates. These measurements are classified within Level 3.

Fair value measurements are classified according to the lowest level input or value-driver that is significant to the valuation. A measurement may therefore be classified within Level 3 even though there may be significant inputs that are readily observable.

Valuation methodologies used for major investment types measured at fair value include:

Common stocks and fixed income securities – Valued at the closing price reported on the active market on which the individual securities are traded.

Comingled funds – Valued based upon the unit values of such collective trust funds held by the Master Trust at year end. Unit values are based on the fair value of the underlying assets of the fund derived from inputs principally from, or corroborated by, observable market data by correlation or other means.

Short term investments – Valued at the quoted prices for similar assets or liabilities in active markets.

Real estate – Valued on the basis of a discounted cash flow approach, which includes the future rental receipts, expenses, and residual values as the highest and best use of the real estate from a market participant view as rental property.

Convertible securities – Valued at the quoted prices for similar assets or liabilities in active markets.

Group Annuity Contract – Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

The following tables sets forth by level, within the fair value hierarchy, the investments of the Master Trust and the GAC at fair value as of December 31, 2009 and 2008:

		Basis of Fair Value Measurement		
	Balance at December 31, 2009	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Common stocks	$ 384,119,102	$ 384,119,102	$ -	$ -
Fixed income securities	298,355,106	40,728,371	257,626,735	-
Comingled funds	393,064,461	352,486,135	40,578,326	-
Short term investments	19,554,506	19,245,467	309,039	-
Real estate	36,372,346	-	-	36,372,346
Convertible securities	1,846,813	-	1,846,813	-
Total investment in Master Trust	$ 1,133,312,334	$ 796,579,075	$ 300,360,913	$ 36,372,346
John Hancock Life Insurance GAC	4,445,135	-	-	4,445,135
Total	$ 1,137,757,469	$ 796,579,075	$ 300,360,913	$ 40,817,481

		Basis of Fair Value Measurement		
	Balance at December 31, 2008	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Common stocks	$ 118,959,816	$ 118,959,816	$ -	$ -
Fixed income securities	491,911,569	138,640,089	353,271,480	-
Comingled funds	220,566,257	212,249,000	8,317,257	-
Short term investments	23,512,788	23,212,797	299,991	-
Real estate	54,473,905	-	-	54,473,905
Convertible securities	979,500	-	979,500	-
	-			
Total investment in Master Trust	$ 910,403,835	$ 493,061,702	$ 362,868,228	$ 54,473,905
John Hancock Life Insurance GAC	3,538,145	-	-	3,538,145
Total investments	$ 913,941,980	$ 493,061,702	$ 362,868,228	$ 58,012,050

The following table sets forth a summary of changes in the fair value of the Master Trust and the Plan level 3 assets for the year ended December 31, 2009:

	Master Trust	Plan Only
	Real estate	John Hancock GAC
Balance, beginning of year	$ 54,473,905	$ 3,538,145
Realized gains (losses)	2,082,388	(7,998)
Unrealized losses relating to instruments still held at the reporting date	(26,489,004)	(57,635)
Purchases, sales, issuances, and settlements, net	6,305,057	972,623
		-
Balances, end of year	$ 36,372,346	$ 4,445,135

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

12. Subsequent Events

On January 1, 2010, Lyondell assumed sponsorship of the Plan.

On April 30, 2010, Millennium America Holdings, Inc. ceased to be a member of the Lyondell Chemical Company controlled groups as part of the legal entity restructuring.

On April 30, 2010, Lyondell announced it had emerged from Chapter 11 bankruptcy protection.

On May 1, 2010, the Plan merged into the Endicott Johnson Corporation Employees' Retirement Plan. The Plan was renamed the Consolidated Retirement Plan.

Lyondell has evaluated subsequent events through October 15, 2010, the date the financial statements were issued.

Millennium Chemicals Inc.
Consolidated Retirement Plan

EIN # 98-0045720

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2009

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(d) Current Value
*	John Hancock Life Insurance Company **	Unallocated Group Annuity Contract	$ 4,502,771	$ 4,502,771
*	Investment Interest in Master Trust	See Note 10	$ 241,168,566	$ 303,223,069

* Represents a party-in-interest as defined by ERISA.
** This schedule was certified to be complete and accurate by John Hancock Life Insurance Company.

Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the portion of each life that has not retired at each age according to the following table, using age 55 to first enter the table and assuming no decrements other than retirement for this calculation. The final weighted average retirement age is a weighted average of each group's average retirement age based on each group's active count.

For Millennium Corporate, Specialty Salaried, and Petrochemicals Discontinued Operations (1,351 Actives):

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55	5.0%	1.00	2.75
56	5.0%	0.95	2.66
57	5.0%	0.9025	2.57
58	5.0%	0.857375	2.49
59	5.0%	0.814506	2.40
60	10.0%	0.773781	4.64
61	10.0%	0.696403	4.25
62	25.0%	0.626763	9.71
63	10.0%	0.470072	2.96
64	10.0%	0.423065	2.71
65	100.0%	0.380758	24.75
		Average	61.90

Average retirement age for Durkee Famous Foods and other salaried participants (102 Actives): 62

Average retirement age for other hourly participants (151 Actives): 64

Total number of actives: 1,351+102+151 = 1,604

Final weighted average retirement age: 1351 * 61.9 / 1604 + 102 * 62 / 1604 + 151 * 64 / 1604 = 62.10

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

The actuarial assumptions being used in the funding actuarial valuation are as follows:

Interest Rates

November Spot Rates (average of October rates)

	Sample Rates Duration 0–5.45% Duration 5–8.41% Duration 10–8.89% Duration 15–8.65% Duration 20–8.11% Duration 25–7.71% Duration 30–7.46%
Effective Rate	8.27%
Mortality	2009 Internal Revenue Code 430 Static Annuitant and Nonannuitant Mortality.
Withdrawal	Table A (N/A for groups with no actives).
Disability	Table B (N/A for groups with no actives).
Retirement	Table C for Millennium Corporate-#001, Millennium Specialty Salaried-#013, and Millennium Petrochemicals. Age 65 or age 62 with 15 years of service for Kleinschmidt Salaried-#003, Durkee Famous Foods Hourly-#018, Durkee Famous Foods Salaried-#006, PCR, Inc. Salaried-#015. Age 65 or age 64 with 15 years of service for Allied Paper Hourly—Jackson #032 and M.W. Smith-#033. Age 62 for Allied Paper Salaried—Inactive-#005. Age 65 for all others including deferred vesteds.
Salary Increases	4.50%
Social Security (where applicable)	4.00% annual increase in wage base. 3.00% annual increase in cost of living.
Year of Birth Covered Compensation (where applicable)	4.00% annual increase in wage base.

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods (continued)

Percent Married	80% of the participants are assumed to be married. Females are assumed to be three years younger than their spouses.
Payment Form	100% of active participants in the PEP and Grandfathered plans and 80% of active participants in the Petrochemicals Discontinued Operations are assumed to elect to receive a lump sum upon termination. All other active participants are assumed to elect a life annuity.
Lump Sum Interest Rate	Same as funding target interest rates.
Lump Sum Mortality Table	IRC Section 417(e)(3) mortality table effective for the valuation year.
Valuation Pay Limit	$245,000, not projected.
Tax Reform Act Maximum Benefit	$195,000, not projected. Payable as a life annuity.
Expenses	Effective for 2009, the target liability normal cost has been increased by $2,000,000 for noninvestment expenses.
Actuarial Method	Standard Unit Credit Cost Method.
Value of Plan Assets	The value of plan assets is set equal to the smoothed value of market value as of December 31, 2006, December 31, 2007, and December 31 2008. Asset values prior to December 31, 2008 are adjusted for cash flows and interest between the asset data and December 31, 2008. The final value is limited to a corridor of 90% to 110% of market value of assets. This may be reduced further by applicable funding balances when calculating certain results.

Table A
Probability of Withdrawal

Present Age	Male	Female	Present Age	Male	Female
15	.29715	.34672	35	.04712	.07068
16	.27515	.32572	36	.04506	.06759
17	.25315	.30472	37	.04300	.06450
18	.23115	.28372	38	.04093	.06139
19	.20915	.26272	39	.03886	.05829
20	.18714	.24171	40	.03677	.05515
21	.16513	.22069	41	.03466	.05199
22	.14312	.19968	42	.03252	.04878
23	.12916	.17874	43	.03035	.04552
24	.11520	.15780	44	.02817	.04225
25	.10122	.13683	45	.02595	.03892
26	.08723	.11584	46	.02370	.03555
27	.07324	.09486	47	.02140	.03210
28	.06925	.09187	48	.01906	.02859
29	.06525	.08887	49	.01668	.02502
30	.06125	.08587	50	.01426	.02139
31	.05724	.08286	51	.01177	.01765
32	.05322	.07983	52	.00924	.01386
33	.05119	.07678	53	.00665	.00997
34	.04916	.07374	54	.00402	.00603
			55	.00132	.00198
			56	.00000	.00000

Table B
Disabilities per 1,000 Participants

Present Age	Male	Female	Present Age	Male	Female
15	.00285	.00428	40	.00323	.00485
16	.00285	.00428	41	.00334	.00501
17	.00285	.00428	42	.00348	.00522
18	.00285	.00428	43	.00365	.00548
19	.00285	.00428	44	.00383	.00575
20	.00286	.00429	45	.00405	.00608
21	.00287	.00431	46	.00430	.00645
22	.00288	.00432	47	.00460	.00690
23	.00284	.00426	48	.00494	.00741
24	.00280	.00420	49	.00532	.00798
25	.00278	.00417	50	.00574	.00861
26	.00277	.00416	51	.00623	.00935
27	.00276	.00414	52	.00676	.01014
28	.00275	.00413	53	.00735	.01103
29	.00275	.00413	54	.00798	.01197
30	.00275	.00413	55	.00868	.01302
31	.00276	.00414	56	.00946	.01419
32	.00278	.00417	57	.01035	.01553
33	.00281	.00422	58	.01135	.01703
34	.00284	.00426	59	.01245	.01868
35	.00288	.00432	60	.01363	.02045
36	.00294	.00441	61	.01491	.02237
37	.00300	.00450	62	.01628	.02442
38	.00307	.00461	63	.01778	.02667
39	.00314	.00471	64	.01938	.02907

Table C
Millennium Retirement Assumption

Age	Probability of Retirement
< 55	0%
55	5%
56	5%
57	5%
58	5%
59	5%
60	10%
61	10%
62	25%
63	10%
64	10%
65	50%
66	20%
67	20%
68	20%
69	20%
70	100%

These rates were effective January 1, 2009. For 2008, the same rates were in effect except that for ages 65 and later, 100% retirement was assumed.

Schedule SB, Part V—Summary of Plan Provisions

Millennium Consolidated—#001

Ongoing plans with active participants include:

Millennium Corporate—#001
Millennium Petrochemicals
Millennium Specialty Chemicals Salaried (SCM Glidco Salaried)—#013

Discontinued operation plans with active participants include:

Allied Paper Hourly—Jackson-#032
Allied Paper Hourly—M.W. Smith-#033
Allied Paper Salaried—Inactive-#005
Durkee Famous Foods Hourly-#018
Durkee Famous Foods Salaried-#006
Kleinschmidt Salaried-#003
PCR, Inc. Salaried-#015

Petrochemicals Discontinued Operations:

National Distillers Liquor Division-#01
USI—RMI Ashtabula-#47
Kordite-#50
Federal Chemical-#52
Bridgeport Brass-#53
BESCO-#54
USI Films-#55
RMI—Niles & Extrusion Plants-#58
H.W. Loud-#60
ALCAN-#63
Almaden-#67
Beacon-#68
Holland House Brands-#69
Petrolane-#90

Their provisions are contained in the following pages.

Millennium Consolidated—#001 (continued)

The following discontinued operation plans cover closed groups of deferred vested and retired participants. The amounts of accrued benefits have been determined for each participant. All participants are fully vested and do not accrue any additional benefits under these plans but do have elections as to when the benefits commence. Normal retirement is at age 65. These plans include:

A&S Building Systems-#493
Agri-Business-#494
Allied Paper Hourly—Kalamazoo-#022
Allied Paper Salaried—Kalamazoo-#004
Axelson Colorado Springs-#469
Axelson Salaried-#125
Belleville Salaried-#837
Belleville Local 146-#610
Belleville Local 436-#611
Bilt-Rite-#175
Bright Star Industries-#505
Brookwood-#355
Circle Steel-#521
Craig Systems Hourly-#808
Craig Systems Salaried-#809
Duke City Lumber-#160
Duke City Splendor-#161
Encino-#498
Fenwal, Inc.-#526
Glidden Hourly (Inactive)-#020
Glidden Salaried (Inactive)-#011
Hammary-#491
Isles Industries-#850
Keystone Lamp-#821
Kidde Corp.-#009
Kleinschmidt Hourly-#002
Mobilite-#831
New Jersey Office Supply-#
Phoenixville Specialty Coating-#030
Prescolite Moldcast Lighting Union-#472
Proctor-Silex Hourly-#031
RAU Fasteners-#020
Ross Martin-#017
SCM Corporate Hourly-#010
SCM Corporate Salaried-#001
Scott Rice-#016
Sharonville Hourly-#060
Superlite Block Operators-#465
Talbott Knitting Mills-#015
Weber Burbank Salaried-#810
Weber Gainesville Salaried-#811

Petrochemicals Discontinued Operations:

Corporate-#02
Italian Swiss Colony-#10
USI-#46
Sharon Steel-#57
USI—Huntsville-#64
PDI-#66
Port Arthur-#72
Emery-#73
Syngas-#75
Evalca-#79
Lifecodes-#80
Seymour-#99

Millennium Consolidated—#001 (continued)

Pension Equity Plan

Eligibility for Plan Participation

All salaried employees become participants upon completion of one year of service. Effective December 31, 2008, the only group of employees accruing a benefit in the plan are Millennium Specialty Chemicals Salaried employees.

Normal Retirement

Eligibility

Age 65.

Benefit

Greater of (A) or (B):

(A) Pension Equity Plan Benefit

A single sum amount equal to the participant's final average earnings, times the sum of his annual credits.

Annual credits are the sum of the employee's applicable percentages for each of the employee's years of credited service, determined in accordance with the table below:

Attained Years of Credited Service	Applicable Percentage
0-5	5%
6-10	6.5%
11-15	9.5%
16-35	14.0%

(B) Grandfathered Benefit

For those employees who have attained 55 years of age or 50 years of age plus 15 years of service as of December 31, 1998, they will receive the better of the Pension Equity Plan Benefit above and the prior plan Grandfathered Benefit, calculated at termination.

Millennium Consolidated—#001 (continued)
Pension Equity Plan (continued)

Postponed Retirement

Eligibility	Retirement after age 65.
Benefit	Benefit accrued to postponed retirement date.

Terminated Vested

Eligibility	Five years of service.
Benefit	Accrued benefit at date of termination payable immediately or deferred to a later retirement date.

Disability

Eligibility	Total and permanent disability.
Benefit	The accrued benefit at date of disability payable immediately as a lump sum.

Death Benefit

Eligibility	Five years of vesting service.
Benefit	The accrued benefit at date of death payable immediately to the beneficiary.

Definitions

Credited Service	The number of years of continuous service with the Company calculated to years and nearest month.
Earnings	W-2 compensation plus salary deferral contributions to the retirement savings plan.
Final Average Earnings	The highest amount obtained by averaging compensation over any five calendar years in the last ten years preceding the retirement date.

Optional Forms

Conversion to Life Annuity	
Interest Rate	30-year Treasury changed quarterly with a two-month lookback.
Mortality Table	417(e) Mortality Basis.
Other Options	
Interest Rate	7.00%.
Mortality Table	417(e) Mortality Basis.

Millennium Consolidated—#001 (continued)
Pension Equity Plan (continued)

Prior Grandfathered Benefits
Normal Retirement Benefit

Millennium Corporate

Terminations prior to January 1, 1989.

An annual benefit equal to the product of (A) and (B) below, payable as a 5-year certain and life annuity.

(A) 2.67% of final average earnings, less 2.00% of the Social Security benefit times service to Normal Retirement Date (up to 25 years).
(B) Credited Service divided by credited service to Normal Retirement Date.

Terminations after January 1, 1989.

An annual benefit equal to [(A) + (B)] times (C), payable as a life annuity.

(A) 1.95% of final average earnings, plus
(B) 0.65% of final average earnings greater than year of birth covered compensation, times
(C) Credited Service up to 25 years.

Grandfathered Groups

(1) Active participants age 55 and older at December 31, 1998.
(2) Active participants age 50 with 15 years of service at December 31, 1998.

Millennium Specialty Chemicals Salaried

An annual benefit of the employee's credited service, up to 30 years, times the greater of (1) and (2) below:

(1) $120 and
(2) 1.5% of final average earnings minus 1/60 of the Social Security benefit.

Millennium Petrochemicals

An annual benefit of 1.4% of the employee's final average earnings plus 0.35% of his final average earnings greater than 125% of covered compensation, both times credited service up to 35 years.

Pension benefit for former Enron members is equal to the benefit calculated above, less accrued benefit as of December 1, 1986 computed under the Enron Corp. Retirement Plan.

Millennium Consolidated—#001 (continued)
Pension Equity Plan (continued)
Prior Grandfathered Benefits (continued)
Early Retirement

Eligibility

Millennium Corporate
Age 55 with ten years of service.

Millennium Specialty Chemicals Salaried
Age 50 and 15 years of service or age 60.

Millennium Petrochemicals
Age 55 and 10 years of service at termination.

Reductions

Millennium Corporate Reductions

Age	Term < 1989	Term < 1999	Term > 1999
65-62	5%/Year	8%/Year	8%/Year
62-60	5%/Year	4%/Year	4%/Year
59-55	5%/Year	0%/Year	2%/Year

Millennium Specialty Chemicals Salaried

Age	Reduction
65-62	0%/Year
61-60	5%/Year
59-50	4%/Year

Millennium Petrochemicals

Age	Reduction
65-62	0%/Year
61-55	5%/Year

Terminated Vested

Eligibility

An employee is 100% vested after completing five years of service or attaining age 55.

Benefit

Normal Retirement Benefit payable at age 65. Can retire under early retirement provisions of plan, or

Millennium Petrochemicals

Age	Reduction
65-60	6.67%/Year
59-55	3.33%/Year

Millennium Consolidated—#001 (continued)
Pension Equity Plan (continued)
Prior Grandfathered Benefits (continued)
Definitions

Credited Service	**Millennium Corporate** The number of years of continuous service with the Company, calculated in years and complete months. **Millennium Specialty Chemicals Salaried** The number of years of continuous service in which the employee is active, disabled, or on an authorized leave of absence, rounded to the next highest full year. **Millennium Petrochemicals** The number of years of continuous service with the Company, calculated in years and next months.
Earnings	**Millennium Corporate** Total annual compensation not including any bonuses, commissions, or any deferred compensation. **Millennium Specialty Chemicals Salaried** W-2 compensation plus salary deferral contributions to the retirement savings plan. **Millennium Petrochemicals** Total annual compensation not including any bonuses, commissions, overtime, or any deferred compensation.

Millennium Consolidated—#001 (continued)
Pension Equity Plan (continued)
Prior Grandfathered Benefits (continued)
Definitions (continued)

Final Average Earnings	**Millennium Corporate** The average of actual earnings during the 60 consecutive full months of credited service in which such earnings are the highest in the ten years preceding the date of retirement. **Millennium Specialty Chemicals Salaried** The highest amount obtained by averaging compensation over any five consecutive calendar years prior to normal retirement date. **Millennium Petrochemicals** The average of actual earnings during the 60 consecutive months in the last 120 or less months of credited service in which such earnings are the highest.
Employees of Joint Venture with Equistar	Those former Petrochemicals employees who are now employees of the Joint Venture with Equistar have had their credited service frozen at December 31, 1997. Base compensation while with Equistar is included in the calculation of final average earnings in the determination of their benefit under the former Petrochemicals Plan (as described above).
Lump Sum Optional Form	■ Corporate/Specialty Grandfathered: Deferred to 65 lump sum ■ Petrochemicals Joint Venture: Immediate lump sum if eligible for early retirement; otherwise, deferred to 65 lump sum

Millennium Consolidated—#001 (continued)

Allied Paper Hourly—Jackson #032

Eligibility for Plan Participation	All hourly employees at the June 30, 1986 sale.
Normal Retirement	
Eligibility	Age 65.
Benefit	The frozen accrued benefit as of the sale date, June 30, 1986.
Postponed Retirement	
Eligibility	Retirement after age 65.
Benefit	The frozen benefit payable at date of retirement.
Early Retirement	
Eligibility	Age 55 and five years of service (Age 55 and ten years of service prior to August 1, 1983).
Benefit	The frozen benefit reduced 6% for each year by which the first payment precedes age 65.
Terminated Vested	
Eligibility	An employee is 100% vested after completing five years of service or attaining age 55.
Benefit	The frozen benefit payable at age 65. Can retire under early retirement provisions of plan.
Disability	
Eligibility	Total and permanent disability after five years of service.
Benefit	The frozen benefit payable at the normal retirement date.

Millennium Consolidated—#001 (continued)
Allied Paper Hourly—Jackson-#032 (continued)

Preretirement Spouse's Death Benefit	
Eligibility	Five years of service or age 65.
Benefit	The benefit that would have been payable if the participant had terminated, survived to early retirement age, elected the joint and 50% survivor option, and died. A terminated vested participant's benefit is actuarially reduced for each month of elective death coverage.
Normal Benefit Form	Life annuity.
Definitions	
Credited Service	The number of years of continuous service (including service with the buyer after June 30, 1986 for vesting and eligibility) in which the employee is active, on an authorized leave of absence, or on layoff of less than one year. Calculated to the nearest month. Frozen at June 30, 1986 for computing the benefit but continuing to accrue for eligibilities.
Earnings	N/A.
Final Average Earnings	N/A.
Primary Social Security Benefit	N/A.

Millennium Consolidated—#001 (continued)

Allied Paper Hourly—M.W. Smith-#033

Eligibility for Plan Participation	All hourly employees at the June 30, 1986 sale.
Normal Retirement	
Eligibility	Age 65.
Benefit	The frozen accrued benefit as of the sale date, June 30, 1986.
Postponed Retirement	
Eligibility	Retirement after age 65.
Benefit	The frozen benefit payable at date of retirement.
Early Retirement	
Eligibility	Age 55 and ten years of service.
Benefit	The frozen benefit reduced by 1/2% for each month by which the first payment precedes age 65.
Terminated Vested	
Eligibility	An employee is 100% vested after completing five years of service or attaining age 55.
Benefit	The frozen benefit payable at age 65. Can retire under early retirement provisions of plan.
Disability	
Eligibility	Total and permanent disability after five years of service.
Benefit	The frozen benefit payable at the normal retirement date.

Millennium Consolidated—#001 (continued)
Allied Paper Hourly—M.W. Smith-#033 (continued)
Preretirement Spouse's Death Benefit

Eligibility	Age 65 or five years of service.
Benefit	The benefit that would have been payable if the participant had terminated, survived to early retirement age, elected the joint and 50% survivor option, and died. A terminated vested participant's benefit is actuarially reduced for each month of elective death coverage.
Normal Benefit Form	Life annuity.

Definitions

Credited Service	The number of years of continuous service (including service with the buyer after June 30, 1986 for vesting and eligibility) in which the employee is active, on an authorized leave of absence, or on layoff of less than one year. Calculated to the nearest month and not to exceed 25 years. Frozen at June 30, 1986 for computing the benefit, but continuing to accrue for eligibilities.
Earnings	N/A.
Final Average Earnings	N/A.
Primary Social Security Benefit	N/A.

Millennium Consolidated—#001 (continued)

Allied Paper Salaried—Inactive-#005

Eligibility for Plan Participation

All salaried employees with one year of service at the June 30, 1986 sale.

Normal Retirement

Eligibility

Age 65.

Benefit

The frozen accrued benefit as of the sale date, June 30, 1986.

Postponed Retirement

Eligibility

Retirement after age 65.

Benefit

The frozen benefit payable at date of retirement.

Early Retirement

Eligibility

Age 50 and 15 years of service or age 60.

Benefit

The frozen benefit reduced for each month by which the first payment precedes age 65.

Age	Reduction
62-65	0%/Year
60-61	5%/Year
50-59	4%/Year

Terminated Vested

Eligibility

An employee is 100% vested after completing five years of service.

Benefit

The frozen benefit payable at age 65. Can retire under early retirement provisions of plan.

Disability

Eligibility

Total and permanent disability after 15 years of service.

Benefit

The frozen benefit payable at the normal retirement date.

Millennium Consolidated—#001 (continued)
Allied Paper Salaried—Inactive-#005 (continued)

"Family" Death Benefit	
Eligibility	Ten years of service.
Benefit	An annual benefit equal to the greater of $300 and the employee's frozen benefit actuarially reduced to the joint and 100% survivor form. Further reduced for each year by which the first payment precedes age 65.
Other Preretirement Spouse's Death Benefit	
Eligibility	Less than ten but more than five years of service, or age 60 with fewer than five years of service.
Benefit	The benefit that would have been payable if the participant had terminated, survived to early retirement age, retired, elected the joint and 50% survivor option, and died. A terminated vested participant's benefit is actuarially reduced for each month of elective death coverage.
Normal Benefit Form	Life annuity.
Definitions	
Credited Service	The number of years of continuous service (including service with the buyer after June 30, 1986 for vesting and eligibility) in which the employee is active, on an authorized leave of absence, or on layoff of less than one year. Rounded to the next highest full year for determining retirement, vesting, and disability eligibilities, and to the nearest month as of June 30, 1986 for calculating benefits. Not to exceed 30 years.
Earnings	N/A.
Final Average Earnings	N/A.
Primary Social Security Benefit	N/A.

Millennium Consolidated—#001 (continued)

Durkee Famous Foods Hourly-#018

Eligibility for Plan Participation

All hourly employees at the October 31, 1986 sale.

Normal Retirement

Eligibility

Age 65.

Benefit

The frozen accrued benefit as of the sale date, October 31, 1986.

Postponed Retirement

Eligibility

Retirement after age 65.

Benefit

The frozen benefit payable at date of retirement.

Early Retirement

Eligibility

Age 55 and 15 years of service.

Benefit

The frozen benefit reduced for each month by which the first payment precedes age 65.

Work to age 55

Age	Reduction
62-65	0%/Year
60-61	5%/Year
55-59	4%/Year

Term before age 55

Age	Reduction	Age	Reduction
65	1.00	59	.60
64	.91	58	.55
63	.83	57	.51
62	.76	56	.47
61	.70	55	.44
60	.65		

If terminated before 12/31/2003, different factors were applicable.

Millennium Consolidated—#001 (continued)
Durkee Famous Foods Hourly-#018 (continued)

Terminated Vested

Eligibility	An employee is 100% vested after completing five years of service.
Benefit	The frozen benefit payable at age 65. Can retire under early retirement provisions of plan.

Disability

Eligibility	Total and permanent disability after 15 years of service.
Benefit	The frozen benefit payable after six months.

"Family" Death Benefit

Eligibility	Age 50 and 15 years of service at Wolcott; age 55 and 15 years of service at Bethlehem and B.M. Reeves; none at New Iberia.
Benefit	The benefit that would have been payable if the employee had retired early, elected the joint and 50% survivor option, and died.

Other Preretirement Spouse's Death Benefit

Eligibility	Five years of service.
Benefit	The benefit that would have been payable if the participant had terminated, survived to early retirement age, elected the joint and 50% survivor option, and died. A terminated vested participant's benefit is actuarially reduced for each month of elective death coverage.

Normal Benefit Form	Life annuity.

Millennium Consolidated—#001 (continued)
Durkee Famous Foods Hourly-#018 (continued)
Definitions

Credited Service	The number of years of continuous service (including service with the buyer after October 31, 1986 for vesting and eligibility) in which the employee is active, on an authorized leave of absence, or on layoff of less than one year. Rounded to the next highest full year (as of October 31, 1986 for calculating benefits) and not to exceed 30 years.
Earnings	N/A.
Final Average Earnings	N/A.
Primary Social Security Benefit	N/A.

Millennium Consolidated—#001 (continued)

Durkee Famous Foods Salaried-#006

Eligibility for Plan Participation

All salaried employees with one year or service at the October 31, 1986 sale.

Normal Retirement

Eligibility

Age 65.

Benefit

The frozen accrued benefit as of the sale date, October 31, 1986.

Postponed Retirement

Eligibility

Retirement after age 65.

Benefit

The frozen benefit payable at date of retirement.

Early Retirement

Eligibility

Age 50 and 15 years of service or age 60.

Benefit

The frozen benefit reduced for each month by which the first payment precedes age 65.

Age	Reduction
62-65	0%/Year
60-61	5%/Year
50-59	4%/Year

Terminated Vested

Eligibility

An employee is 100% vested after completing five years of service.

Benefit

The frozen benefit payable at age 65. Can retire under early retirement provisions of plan.

Disability

Eligibility

Total and permanent disability after 15 years of service.

Benefit

The frozen benefit payable at the normal retirement date.

Millennium Consolidated—#001 (continued)
Durkee Famous Foods Salaried-#006 (continued)

"Family" Death Benefit	
Eligibility	Ten years of service.
Benefit	An annual benefit equal to the greater of $300 and the employee's frozen benefit actuarially reduced to the joint and 100% survivor form. Further reduced for each year by which the first payment precedes age 65.
Other Preretirement Spouse's Death Benefit	
Eligibility	Less than ten but more than five years of service, or age 60 with fewer than five years of service.
Benefit	The benefit that would have been payable if the participant had terminated, survived to early retirement age, retired, elected the joint and 50% survivor option, and died. A terminated vested participant's benefit is actuarially reduced for each month of elective death coverage.
Normal Benefit Form	Life annuity.
Definitions	
Credited Service	The number of years of continuous service (including service with the buyer after October 31, 1986 for vesting and eligibility) in which the employee is active, disabled, or on an authorized leave of absence. Rounded to the next highest full year for determining retirement, vesting, and disability eligibilities, and to the nearest month as of October 31, 1986 for calculating benefits. Not to exceed 30 years.
Earnings	N/A.
Final Average Earnings	N/A.
Primary Social Security Benefit	N/A.

Millennium Consolidated—#001 (continued)

Kleinschmidt Salaried-#003

Eligibility for Plan Participation

All salaried employees with one year or service at the December 15, 1986 sale.

Normal Retirement

Eligibility

Age 65.

Benefit

The frozen accrued benefit as of the sale date, December 15, 1986.

Postponed Retirement

Eligibility

Retirement after age 65.

Benefit

The frozen benefit payable at date of retirement.

Early Retirement

Eligibility

Age 50 and 15 years of service or age 60.

Benefit

The frozen benefit reduced for each month by which the first payment precedes age 65.

Age	Reduction
62-65	0%/Year
60-61	5%/Year
50-59	4%/Year

Terminated Vested

Eligibility

An employee is 100% vested after completing five years of service.

Benefit

The frozen benefit payable at age 65. Can retire under early retirement provisions of plan.

Disability

Eligibility

Total and permanent disability after 15 years of service.

Benefit

The frozen benefit payable at the normal retirement date.

Millennium Consolidated—#001 (continued)
Kleinschmidt Salaried-#003 (continued)

"Family" Death Benefit	
Eligibility	Ten years of service.
Benefit	An annual benefit equal to the greater of $300 and the employee's accrued benefit actuarially reduced to the joint and 100% survivor form. Further reduced for each year by which the first payment precedes age 65.
Other Preretirement Spouse's Death Benefit	
Eligibility	Less than ten but more than five years of service, or age 60 with fewer than five years of service.
Benefit	The benefit that would have been payable if the participant had terminated, survived to early retirement age, retired, elected the joint and 50% survivor option, and died. A terminated vested participant's benefit is actuarially reduced for each month of elective death coverage.
Normal Benefit Form	Life annuity.
Definitions	
Credited Service	The number of years of continuous service (including service with the buyer after December 15, 1986 for vesting and eligibility) in which the employee is active, disabled, or on an authorized leave of absence. Rounded to the next highest full year for determining retirement, vesting, and disability eligibilities and to the nearest month as of December 15, 1986 for calculating the frozen benefit. Not to exceed 30 years.
Earnings	N/A.
Final Average Earnings	N/A.
Primary Social Security Benefit	N/A.

Millennium Consolidated—#001 (continued)

PCR, Inc. Salaried-#015

Eligibility for Plan Participation

All salaried employees with one year of service at the March 24, 1987 sale.

Normal Retirement

Eligibility: Age 65.

Benefit: The frozen accrued benefit as of the sale date, March 24, 1987.

Postponed Retirement

Eligibility: Retirement after age 65.

Benefit: The frozen benefit payable at date of retirement.

Early Retirement

Eligibility: Age 50 and 15 years of service or age 60.

Benefit: The frozen benefit reduced for each month by which the first payment precedes age 65.

Age	Reduction
62-65	0%/Year
60-61	5%/Year
50-59	4%/Year

Terminated Vested

Eligibility: An employee is 100% vested after completing five years of service.

Benefit: The frozen benefit payable at age 65. Can retire under early retirement provisions of plan.

Disability

Eligibility: Total and permanent disability after 15 years of service.

Benefit: The frozen benefit payable at the normal retirement date.

Millennium Consolidated—#001 (continued)
PCR, Inc. Salaried-#015 (continued)

"Family" Death Benefit	
Eligibility	Ten years of service.
Benefit	An annual benefit equal to the greater of $300 and the employee's frozen benefit actuarially reduced to the joint and 100% survivor form. Further reduced for each year by which the first payment precedes age 65.
Other Preretirement Spouse's Death Benefit	
Eligibility	Less than ten but more than five years of service, or age 60 with fewer than five years of service.
Benefit	The benefit that would have been payable if the participant had terminated, survived to early retirement age, retired, elected the joint and 50% survivor option, and died. A terminated vested participant's benefit is actuarially reduced for each month of elective death coverage.
Normal Benefit Form	Life annuity.
Definitions	
Credited Service	The number of years of continuous service (including service with the buyer after March 24, 1987 for vesting and eligibility) in which the employee is active, on an authorized leave of absence, or on layoff of less than one year.
Earnings	N/A.
Final Average Earnings	N/A.
Primary Social Security Benefit	N/A.

Millennium Consolidated—#001 (continued)

Petrochemicals Discontinued Operations (Quantum)

Eligibility for Plan Participation — All employees at date of sale.

Normal Retirement

Eligibility — Age 65.

Benefit — The frozen accrued benefit as of the sale date.

Postponed Retirement

Eligibility — Retirement after age 65.

Benefit — The frozen benefit payable at date of retirement.

Early Retirement

Eligibility — Age 55 with 10 years of service. (For the Petrolane group, must have been eligible for early retirement at sale date.)

Benefit — The frozen benefit reduced for each month by which the first payment precedes age 65.

Age	Reduction
65-55	3%/Year

Terminated Vested

Eligibility — An employee is 100% vested after completing five years of service or attaining age 55.

Benefit — The frozen benefit payable at age 65.

Disability

Eligibility — Total and permanent disability after five years of service.

Benefit — The frozen benefit payable at the normal retirement date.

Millennium Consolidated—#001 (continued)
Petrochemicals Discontinued Operations (Quantum) (continued)
Preretirement Spouse's Death Benefit

Eligibility	Five years of service or age 65.
Benefit	The benefit that would have been payable if the participant had terminated, survived to early retirement age, elected the joint and 50% survivor option, and died. A terminated vested participant's benefit is actuarially reduced for each month of elective death coverage.
Normal Benefit Form	Life annuity.
Optional Benefit Form	Lump sum distribution if early retirement eligible.

Schedule SB, line 24—Change in Actuarial Assumptions

The 2009 valuation reflects the following change in non-prescribed assumptions:

- The assumed retirement rates were updated based on recent experience.

This change was made to better reflect the anticipated plan experience. This assumption change did not reduce the funding shortfall, as such approval of the Commissioner is not required.

Schedule SB Attachment (Form 5500)—2009 Plan Year
Millennium Chemicals Consolidated Retirement Plan
EIN: 98-0045720 PN: 001

Schedule SB, Line 25–Change in Method

The interest rate, mortality rates, assumed expenses included in target normal cost, and the valuation of plan assets used to calculate the Minimum Required Contribution were changed compared to the prior year's valuation. These changes were mandated by the Pension Protection Act of 2006 (PPA) that was signed into law on August 17, 2006. The following table details the changes in funding assumptions:

Funding Assumption	Prior Year	Current Year
Interest Rates	September segment rates without phase-in 1st Segment Rate 5.26% 2nd Segment Rate 5.82% 3rd Segment Rate 6.38%	November Spot Rates (average of October rates) *Sample Rates* Duration 0–5.45% Duration 5–8.41% Duration 10–8.89% Duration 15–8.65% Duration 20–8.11% Duration 25–7.71% Duration 30–7.46%
Mortality Rates	RP-2000 Static Table, projected to valuation date, plus 7 years beyond valuation date for annuitants and 15 years for non-annuitants	2009 Internal Revenue Code 430 Static Annuitant and Nonannuitant Mortality.
Valuation of Plan Assets	Market value of assets.	The value of plan assets is set equal to the smoothed value of market value as of December 31, 2006, December 31, 2007, and December 31 2008. Asset values prior to December 31, 2008 are adjusted for cash flows and interest between the asset data and December 31, 2008. The final value is limited to a corridor of 90% to 110% of market value of assets. This may be reduced further by applicable funding balances when calculating certain results.
Target Normal Cost Expenses	None	$2,000,000

Schedule SB Attachment (Form 5500)—2009 Plan Year
Millennium Chemicals Consolidated Retirement Plan
EIN: 98-0045720 PN: 001

Schedule SB, line 26—Schedule of Active Participant Data
As of January 1, 2009

EIN: 98-0045720 PN: 001

Number of Participants

Attained Age	Years of Credited Service									
	<1	1 – 4	5 – 9	10 – 14	15 – 19	20 – 24	25 – 29	30 – 34	35 – 39	40+
<25	1	1								
25 – 29	3	7	1							
30 – 34	4	6	1	3						
35 – 39	1	3	9	11	1					
40 – 44	1	4	8	13	7					
45 – 49	2	11	9	14	5	8	2			
50 – 54	2	7	4	7	3	2	9	5		
55 – 59	1	5	2	5		4	2	11	5	
60 – 64		1	4	3			2	7	3	3
65 – 69		1								1
70+										1

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Schedule SB, line 32—Schedule of Amortization Bases

Date Established	Type of Base	Present Value of Remaining Installments	Number of Years Remaining	Amortization Amount
1/1/2009	Funding Shortfall	$55,596,926	7	$9,901,688

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

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

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

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

A Name of plan: Millennium Chemicals Consolidated Retirement Plan

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF: Millennium America Holdings Inc.

D Employer Identification Number (EIN): 98-0045720

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

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

Part I Basic Information

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

2 Assets:

a	Market value	**2a**	283,993,015
b	Actuarial value	**2b**	312,392,316

3 Funding target/participant count breakdown

			(1) Number of participants	(2) Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	10,328	230,575,602
b	For terminated vested participants	**3b**	4,619	83,558,782
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		3,701,746
	(2) Vested benefits	**3c(2)**		68,542,803
	(3) Total active	**3c(3)**	1,604	72,244,549
d	Total	**3d**	16,551	386,378,933

4 If the plan is at-risk, check the box and complete items (a) and (b) [ ]

a	Funding target disregarding prescribed at-risk assumptions	**4a**	
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	**4b**	
5	Effective interest rate	**5**	8.27 %
6	Target normal cost	**6**	3,096,629

Statement by Enrolled Actuary

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

SIGN HERE

W. Clay Holloway with
Signature of actuary

09/29/2010
Date

W. CLAY HOLLOWAY
Type or print name of actuary

08-05230
Most recent enrollment number

Hewitt Associates LLC
Firm name

(281)363-0456
Telephone number (including area code)

2601 RESEARCH FOREST DRIVE

THE WOODLANDS TX 77381
Address of the firm

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

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	11,751,810	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	4,913,395	0
9	Amount remaining (Item 7 minus item 8)	6,838,415	0
10	Interest on item 9 using prior year's actual return of (29.91)%	(2,045,370)	
11	Prior year's excess contributions to be added to prefunding balance:		
	a Excess contributions (Item 38 from prior year)		0
	b Interest on (a) using prior year's effective rate of 5.94 %		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	4,793,045	0

Part III Funding percentages

14	Funding target attainment percentage	14	79.61 %
15	Adjusted funding target attainment percentage	15	79.61 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	93.93 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/14/2010	9,395,040	0			
			Totals ► 18(b)	9,395,040	18(c) 0

19	Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	8,207,059

20 Quarterly contributions and liquidity shortfalls:

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

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

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:

a Segment rates:

1st segment: %	2nd segment: %	3rd segment: %	[X] N/A, full yield curve used

b Applicable month (enter code)	**21b**	2
22 Weighted average retirement age	**22**	62

23 Mortality table(s) (see instructions) [ ] Prescribed - combined [X] Prescribed - separate [ ] Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	[X] Yes	[ ] No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	[X] Yes	[ ] No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	[X] Yes	[ ] No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	**31**	3,096,629

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	55,596,926	9,901,688
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	**34**	12,998,317

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	4,793,045	0	4,793,045

36 Additional cash requirement (item 34 minus item 35)	**36**	8,205,272
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	**37**	8,207,059
38 Interest-adjusted excess contributions for current year (see instructions)	**38**	1,787
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	**39**	0
40 Unpaid minimum required contribution for all years	**40**	0

Schedule R, Line 18 – Funded percentage of plans contributing to the liabilities of plan participants

Plan name	EIN	PN	Funded %
Millennium Chemicals Inc. Consolidated Retirement Plan	98-0045720	001	79.61%
Pension Plan of McKinney Manufacturing Company for Hourly Employees	98-0045720	003	1317.07%
Pension Plan of Vanity Fair Inc.	11-2208173	001	341.70%

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Millennium Chemicals Consolidated Retirement Plan **EIN:** 98-0045720
Plan Sponsor's Name Millennium America Holdings Inc. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	John Hancock	841 GAC	4,502,771	4,502,771