

|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>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).<br><br><b>► Complete all entries in accordance with the instructions to the Form 5500.</b> | OMB Nos. 1210-0110<br>1210-0089<br><br><b>2009</b><br><br><b>This Form is Open to Public Inspection</b> |
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|                                                                                            |                                                                |                                                                                 |                                            |
|--------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------------|--------------------------------------------|
| <b>Part I</b>                                                                              | <b>Annual Report Identification Information</b>                |                                                                                 |                                            |
| For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009 |                                                                |                                                                                 |                                            |
| <b>A</b> This return/report is for:                                                        | <input type="checkbox"/> a multiemployer plan;                 | <input type="checkbox"/> a multiple-employer plan; or                           |                                            |
|                                                                                            | <input checked="" type="checkbox"/> a single-employer plan;    | <input type="checkbox"/> a DFE (specify) ____                                   |                                            |
| <b>B</b> This return/report is:                                                            | <input type="checkbox"/> the first return/report;              | <input type="checkbox"/> the final return/report;                               |                                            |
|                                                                                            | <input type="checkbox"/> an amended return/report;             | <input type="checkbox"/> a short plan year return/report (less than 12 months). |                                            |
| <b>C</b> If the plan is a collectively-bargained plan, check here. . . . .                 | <input checked="" type="checkbox"/>                            |                                                                                 |                                            |
| <b>D</b> Check box if filing under:                                                        | <input checked="" type="checkbox"/> Form 5558;                 | <input type="checkbox"/> automatic extension;                                   | <input type="checkbox"/> the DFVC program; |
|                                                                                            | <input type="checkbox"/> special extension (enter description) |                                                                                 |                                            |

|                                                                                                                                                                                                                                                                                         |                                                                |              |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------|--|
| <b>Part II</b>                                                                                                                                                                                                                                                                          | <b>Basic Plan Information</b> —enter all requested information |              |  |
| <b>1a</b> Name of plan<br>BASELL PENSION PLAN<br><br><br><b>2a</b> Plan sponsor's name and address (employer, if for a single-employer plan)<br>(Address should include room or suite no.)<br>BASELL NORTH AMERICA, INC.<br><br><br>1221 MCKINNEY, SUITE 1600<br>HOUSTON, TX 77010-2006 | <b>1b</b> Three-digit plan number (PN) ►                       | 001          |  |
|                                                                                                                                                                                                                                                                                         | <b>1c</b> Effective date of plan                               | 11/01/1983   |  |
|                                                                                                                                                                                                                                                                                         | <b>2b</b> Employer Identification Number (EIN)                 | 51-0272090   |  |
|                                                                                                                                                                                                                                                                                         | <b>2c</b> Sponsor's telephone number                           | 713-652-7200 |  |
|                                                                                                                                                                                                                                                                                         | <b>2d</b> Business code (see instructions)                     | 325900       |  |

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

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

|                  |                                                   |            |                                                              |
|------------------|---------------------------------------------------|------------|--------------------------------------------------------------|
| <b>SIGN HERE</b> | 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       |
| <b>SIGN HERE</b> | 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 |
| <b>SIGN HERE</b> |                                                   |            |                                                              |
|                  | 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**

480

**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**

127

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

264

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

63

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

454

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

27

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

481

**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**

0

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

1A 1G 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) ☒

Insurance

(2) ☐

Code section 412(e)(3) insurance contracts

(3) ☒

Trust

(4) ☐

General assets of the sponsor

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

Insurance

(2) ☐

Code section 412(e)(3) insurance contracts

(3) ☒

Trust

(4) ☐

General assets of the sponsor

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

|                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                    |                                                                                                |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|
| <div><div>SCHEDULE A</div><div>(Form 5500)</div><div>Department of the Treasury<br/>Internal Revenue Service</div><div>Department of Labor<br/>Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div> | <div>Insurance Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div> | <div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection</div> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|

|                                                                                                          |                                                                         |  |
|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--|
| For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009               |                                                                         |  |
| <div>A Name of plan</div> <div>BASELL PENSION PLAN</div>                                                 | <div>B Three-digit plan number (PN)</div> <div>▶</div> <div>001</div>   |  |
|                                                                                                          |                                                                         |  |
| <div>C Plan sponsor's name as shown on line 2a of Form 5500.</div> <div>BASELL NORTH AMERICA, INC.</div> | <div>D Employer Identification Number (EIN)</div> <div>51-0272090</div> |  |

|        |                                                                                                                                                                                                                                                                    |
|--------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Part I | <div>Information Concerning Insurance Contract Coverage, Fees, and Commissions</div> <div>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.</div> |
|--------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                         |
|-------------------------|
| 1 Coverage Information: |
|-------------------------|

|                                                                       |
|-----------------------------------------------------------------------|
| <div>(a) Name of insurance carrier</div> <div>METROPOLITAN LIFE</div> |
|-----------------------------------------------------------------------|

| (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     |
| 13-5581829 | 65978         | 20909N                                |                                                                             | 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>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

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

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

---

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

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

---

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

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

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

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> 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.

|                                                                                                        |          |  |
|--------------------------------------------------------------------------------------------------------|----------|--|
| <b>4</b> Current value of plan's interest under this contract in the general account at year end ..... | <b>4</b> |  |
| <b>5</b> Current value of plan's interest under this contract in separate accounts at year end .....   | <b>5</b> |  |

**6** Contracts With Allocated Funds:

**a** State the basis of premium rates ▶

|                                                                                                                                                                                                                |           |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--|
| <b>b</b> Premiums paid to carrier .....                                                                                                                                                                        | <b>6b</b> |  |
| <b>c</b> Premiums due but unpaid at the end of the year .....                                                                                                                                                  | <b>6c</b> |  |
| <b>d</b> 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. ....<br>Specify nature of costs ▶ | <b>6d</b> |  |

**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 ▶

|                                                                                             |              |         |
|---------------------------------------------------------------------------------------------|--------------|---------|
| <b>b</b> Balance at the end of the previous year .....                                      | <b>7b</b>    | 3858598 |
| <b>c</b> Additions: (1) Contributions deposited during the year .....                       | <b>7c(1)</b> | 0       |
| (2) Dividends and credits .....                                                             | <b>7c(2)</b> | 0       |
| (3) Interest credited during the year .....                                                 | <b>7c(3)</b> | 440848  |
| (4) Transferred from separate account .....                                                 | <b>7c(4)</b> | 0       |
| (5) Other (specify below) .....                                                             | <b>7c(5)</b> | 0       |
|                                                                                             |              |         |
| (6) Total additions .....                                                                   | <b>7c(6)</b> | 440848  |
| <b>d</b> Total of balance and additions (add <b>b</b> and <b>c(6)</b> ). ....               | <b>7d</b>    | 4299446 |
| <b>e</b> Deductions:                                                                        |              |         |
| (1) Disbursed from fund to pay benefits or purchase annuities during year .....             | <b>7e(1)</b> | 430849  |
| (2) Administration charge made by carrier .....                                             | <b>7e(2)</b> | 0       |
| (3) Transferred to separate account .....                                                   | <b>7e(3)</b> | 0       |
| (4) Other (specify below) .....                                                             | <b>7e(4)</b> | 0       |
|                                                                                             |              |         |
| (5) Total deductions .....                                                                  | <b>7e(5)</b> | 430849  |
| <b>f</b> Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> ) ..... | <b>7f</b>    | 3868597 |

**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:

|                                                                                                                                                   |                 |                 |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------|--|
| <b>a</b> Premiums: (1) Amount received.....                                                                                                       | <b>9a(1)</b>    |                 |  |
| (2) Increase (decrease) in amount due but unpaid.....                                                                                             | <b>9a(2)</b>    |                 |  |
| (3) Increase (decrease) in unearned premium reserve.....                                                                                          | <b>9a(3)</b>    |                 |  |
| (4) Earned ((1) + (2) - (3)).....                                                                                                                 |                 | <b>9a(4)</b>    |  |
| <b>b</b> Benefit charges (1) Claims paid.....                                                                                                     | <b>9b(1)</b>    |                 |  |
| (2) Increase (decrease) in claim reserves.....                                                                                                    | <b>9b(2)</b>    |                 |  |
| (3) Incurred claims (add (1) and (2)).....                                                                                                        |                 | <b>9b(3)</b>    |  |
| (4) Claims charged.....                                                                                                                           |                 | <b>9b(4)</b>    |  |
| <b>c</b> Remainder of premium: (1) Retention charges (on an accrual basis) --                                                                     |                 |                 |  |
| (A) Commissions.....                                                                                                                              | <b>9c(1)(A)</b> |                 |  |
| (B) Administrative service or other fees.....                                                                                                     | <b>9c(1)(B)</b> |                 |  |
| (C) Other specific acquisition costs.....                                                                                                         | <b>9c(1)(C)</b> |                 |  |
| (D) Other expenses.....                                                                                                                           | <b>9c(1)(D)</b> |                 |  |
| (E) Taxes.....                                                                                                                                    | <b>9c(1)(E)</b> |                 |  |
| (F) Charges for risks or other contingencies.....                                                                                                 | <b>9c(1)(F)</b> |                 |  |
| (G) Other retention charges.....                                                                                                                  | <b>9c(1)(G)</b> |                 |  |
| (H) Total retention.....                                                                                                                          |                 | <b>9c(1)(H)</b> |  |
| (2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.)..... |                 | <b>9c(2)</b>    |  |
| <b>d</b> Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....                                |                 | <b>9d(1)</b>    |  |
| (2) Claim reserves.....                                                                                                                           |                 | <b>9d(2)</b>    |  |
| (3) Other reserves.....                                                                                                                           |                 | <b>9d(3)</b>    |  |
| <b>e</b> Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....                                                 |                 | <b>9e</b>       |  |

**10** Nonexperience-rated contracts:

|                                                                                                                                                                                                                                 |            |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Total premiums or subscription charges paid to carrier.....                                                                                                                                                            | <b>10a</b> |  |
| <b>b</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. .... | <b>10b</b> |  |

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. ▶

|                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                 |                                                                                                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|
| <div>SCHEDULE SB<br/>(Form 5500)<br/><br/>Department of the Treasury<br/>Internal Revenue Service<br/><br/>Department of Labor<br/>Employee Benefits Security Administration<br/><br/>Pension Benefit Guaranty Corporation</div> | <div>Single-Employer Defined Benefit Plan<br/>Actuarial Information</div> <div>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).</div> <div>File as an attachment to Form 5500 or 5500-SF.</div> | <div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection</div> |
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

Round off amounts to nearest dollar.

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

|                                                                                                                                    |  |                                                                                                                                                  |     |
|------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| A Name of plan<br>BASELL PENSION PLAN                                                                                              |  | B Three-digit plan number (PN)                                                                                                                   | 001 |
| C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br>BASELL NORTH AMERICA, INC.                                    |  | D Employer Identification Number (EIN)<br>51-0272090                                                                                             |     |
| E Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B |  | F Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500 |     |

|                                                                                                                                                                                          |  |                            |                    |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----------------------------|--------------------|
| Part I Basic Information                                                                                                                                                                 |  |                            |                    |
| 1 Enter the valuation date: Month 01 Day 01 Year 2009                                                                                                                                    |  |                            |                    |
| 2 Assets:                                                                                                                                                                                |  |                            |                    |
| a Market value                                                                                                                                                                           |  | 2a                         | 43291552           |
| b Actuarial value                                                                                                                                                                        |  | 2b                         | 47620707           |
| 3 Funding target/participant count breakdown                                                                                                                                             |  | (1) Number of participants | (2) Funding Target |
| a For retired participants and beneficiaries receiving payment                                                                                                                           |  | 3a                         | 285 35710427       |
| b For terminated vested participants                                                                                                                                                     |  | 3b                         | 60 1232191         |
| c For active participants:                                                                                                                                                               |  |                            |                    |
| (1) Non-vested benefits                                                                                                                                                                  |  | 3c(1)                      | 317552             |
| (2) Vested benefits                                                                                                                                                                      |  | 3c(2)                      | 14031979           |
| (3) Total active                                                                                                                                                                         |  | 3c(3)                      | 135 14349531       |
| d Total                                                                                                                                                                                  |  | 3d                         | 480 51292149       |
| 4 If the plan is at-risk, check the box and complete items (a) and (b) <input type="checkbox"/>                                                                                          |  |                            |                    |
| 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                          | 1297057            |

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.

|                                                                     |                                        |                                               |                  |
|---------------------------------------------------------------------|----------------------------------------|-----------------------------------------------|------------------|
| <div>SIGN<br/>HERE</div>                                            | Signature of actuary<br>KEVIN R. MINOR |                                               | Date<br>08-03831 |
| Type or print name of actuary<br>MERCER                             |                                        | Most recent enrollment number<br>713-276-2100 |                  |
| Firm name<br>1000 MAIN STREET, SUITE 2900<br>HOUSTON, TX 77002-6307 |                                        | Telephone number (including area code)        |                  |
| Address of the firm                                                 |                                        |                                               |                  |

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

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

Schedule SB (Form 5500) 2009  
v.092308.1

| Part II |                                                                                                 | Beginning of year carryover and prefunding balances |                        |
|---------|-------------------------------------------------------------------------------------------------|-----------------------------------------------------|------------------------|
|         |                                                                                                 | (a) Carryover balance                               | (b) Prefunding balance |
| 7       | Balance at beginning of prior year after applicable adjustments (Item 13 from prior year) ..... | 9796659                                             | 0                      |
| 8       | Portion used to offset prior year's funding requirement (Item 35 from prior year) .....         | 1335487                                             | 0                      |
| 9       | Amount remaining (Item 7 minus item 8).....                                                     | 8461172                                             | 0                      |
| 10      | Interest on item 9 using prior year's actual return of <u>-22.46</u> % .....                    | -1900379                                            |                        |
| 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 <u>5.94</u> % .....                        |                                                     | 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).....               | 6560793                                             | 0                      |

| Part III |                                                                                                                                                                 | Funding percentages |         |
|----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|---------|
| 14       | Funding target attainment percentage.....                                                                                                                       | 14                  | 80.05 % |
| 15       | Adjusted funding target attainment percentage.....                                                                                                              | 15                  | 80.05 % |
| 16       | Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement..... | 16                  | 97.78 % |
| 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<br>(MM-DD-YYYY)                                                          | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees        | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
|                                                                                   |                                   |                                        |                          |                                   |                                 |
|                                                                                   |                                   |                                        |                          |                                   |                                 |
|                                                                                   |                                   |                                        |                          |                                   |                                 |
|                                                                                   |                                   |                                        |                          |                                   |                                 |
|                                                                                   |                                   |                                        |                          |                                   |                                 |
|                                                                                   |                                   |                                        |                          |                                   |                                 |
|                                                                                   |                                   |                                        | Totals ►                 | 18(b)                             | 0                               |
|                                                                                   |                                   |                                        |                          | 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 0                                                               |
| 20 Quarterly contributions and liquidity shortfalls:                                                                          |                                                                     |
| a Did the plan have a "funding shortfall" for the prior year? .....                                                           | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? .....                   | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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                                                             |
| 0                                                                                                                             | 0                                                                   |
| (3) 3rd                                                                                                                       | (4) 4th                                                             |
| 0                                                                                                                             | 0                                                                   |

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

|                                                                                                                                                                                              |                   |                   |                   |                                                                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-------------------|-------------------|----------------------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                   |                   |                   |                                                                |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>% | 2nd segment:<br>% | 3rd segment:<br>% | <input checked="" type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code) .....                                                                                                                                                 |                   |                   |                   | <b>21b</b> 2                                                   |
| <b>22</b> Weighted average retirement age .....                                                                                                                                              |                   |                   |                   | <b>22</b> 63                                                   |
| <b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                   |                   |                   |                                                                |

**Part VI Miscellaneous items**

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

**Part VII Reconciliation of unpaid minimum required contributions for prior years**

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

**Part VIII Minimum required contribution for current year**

|                                                                                                                                                                                      |                     |                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|
| <b>31</b> Target normal cost, adjusted, if applicable (see instructions).....                                                                                                        | <b>31</b>           | 1297057            |
| <b>32</b> Amortization installments:                                                                                                                                                 | Outstanding Balance | Installment        |
| <b>a</b> Net shortfall amortization installment .....                                                                                                                                | 7154706             | 1269594            |
| <b>b</b> Waiver amortization installment .....                                                                                                                                       | 0                   | 0                  |
| <b>33</b> 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 ..... | <b>33</b>           |                    |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....                                                   | <b>34</b>           | 2566651            |
|                                                                                                                                                                                      | Carryover balance   | Prefunding balance |
| <b>35</b> Balances used to offset funding requirement .....                                                                                                                          | 2566651             | 0                  |
| <b>36</b> Additional cash requirement (item 34 minus item 35).....                                                                                                                   | <b>36</b>           | 0                  |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....                                                   | <b>37</b>           | 0                  |
| <b>38</b> Interest-adjusted excess contributions for current year (see instructions).....                                                                                            | <b>38</b>           | 0                  |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....                                                                       | <b>39</b>           | 0                  |
| <b>40</b> Unpaid minimum required contribution for all years .....                                                                                                                   | <b>40</b>           | 0                  |

|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             |                                         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| <div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> <div>Department of Labor<br/>Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div> | <div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> | 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

|                                                                                                                    |                                                                                    |
|--------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|
| <div>A</div> <div>Name of plan</div> <div>BASELL PENSION PLAN</div>                                                | <div>B</div> <div>Three-digit plan number (PN)</div> <div>▶</div> <div>001</div>   |
|                                                                                                                    |                                                                                    |
| <div>C</div> <div>Plan sponsor's name as shown on line 2a of Form 5500</div> <div>BASELL NORTH AMERICA, INC.</div> | <div>D</div> <div>Employer Identification Number (EIN)</div> <div>51-0272090</div> |

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

THE BANK OF NEW YORK MELLON

13-5160382

(b)

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

(b)

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

(b)

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

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

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

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

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

FRANK RUSSELL TRUST COMPANY

01-1117282

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 21                            | NONE                                                                                                     | 144700                                                                        | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

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

STANDISH MELLON

25-1890416

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 28                            | NONE                                                                                                     | 33897                                                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

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

PRUDENTIAL TRUST COMPANY

23-6994310

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 28                            | NONE                                                                                                     | 27382                                                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

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

TOWERS PERRIN

23-1159360

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 11                            | NONE                                                                                                     | 26855                                                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

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

PACIFIC INVESTMENT MANAGEMENT CO.

33-0629048

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 28                            | NONE                                                                                                     | 20002                                                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

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

MERCER

13-2834414

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 11                            | NONE                                                                                                     | 18775                                                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

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

GOLDMAN SACHS ASSET MANAGEMENT L.P.

13-3575636

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| 28                               | NONE                                                                                                                 | 17419                                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                     | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

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

WELLINGTON TRUST COMPANY

04-2767481

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| 28                               | NONE                                                                                                                 | 17210                                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                     | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

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

NEUBERGER BERMAN

13-5521910

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| 28                               | NONE                                                                                                                 | 16692                                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                     | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

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

ENHANCED INVESTMENT TECH, LLC

01-0614895

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| 27                               | NONE                                                                                                                 | 16630                                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                     | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

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

BENNETT LAWRENCE MANAGEMENT, LLC

13-3842936

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| 28                               | NONE                                                                                                                 | 12299                                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                     | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

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

TIMESQUARE CAPITAL MANAGEMENT

20-1665304

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| 28                               | NONE                                                                                                                 | 11406                                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                     | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

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

CRA ROGERSCASEY LLC

22-3677006

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| 17                               | NONE                                                                                                                 | 9692                                                                                   | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                     | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

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

T. ROWE PRICE ASSOCIATES, INC.

52-0556948

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| 28                               | NONE                                                                                                                 | 8586                                                                                   | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                     | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

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

KORNITZER CAPITAL MANAGEMENT

48-1069845

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| 28                               | NONE                                                                                                                 | 7884                                                                                   | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                     | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

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

LSV ASSET MANAGEMENT

22-2772200

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 28                            | NONE                                                                                                     | 7632                                                                          | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

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

MACKAY SHIELDS

13-2631681

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 28                            | NONE                                                                                                     | 7535                                                                          | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

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

BHMS INC.

75-2403190

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 28                            | NONE                                                                                                     | 6140                                                                          | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

**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<br>(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<br>(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<br>(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)

|                    |                                                                    |                                     |              |
|--------------------|--------------------------------------------------------------------|-------------------------------------|--------------|
| <b>a</b> Name:     | AMY DALNODAR                                                       | <b>b</b> EIN:                       | 23-1159360   |
| <b>c</b> Position: | ENROLLED ACTUARY                                                   |                                     |              |
| <b>d</b> Address:  | TOWERS WATSON<br>1500 MARKET STREET<br>PHILADELPHIA, PA 19102-6251 | <b>e</b> Telephone:                 | 215-246-6022 |
| Explanation:       |                                                                    | CHANGE IN ACTUARIAL CONSULTING FIRM |              |

|                    |  |                     |  |
|--------------------|--|---------------------|--|
| <b>a</b> Name:     |  | <b>b</b> EIN:       |  |
| <b>c</b> Position: |  |                     |  |
| <b>d</b> Address:  |  | <b>e</b> Telephone: |  |
| Explanation:       |  |                     |  |

|                    |  |                     |  |
|--------------------|--|---------------------|--|
| <b>a</b> Name:     |  | <b>b</b> EIN:       |  |
| <b>c</b> Position: |  |                     |  |
| <b>d</b> Address:  |  | <b>e</b> Telephone: |  |
| Explanation:       |  |                     |  |

|                    |  |                     |  |
|--------------------|--|---------------------|--|
| <b>a</b> Name:     |  | <b>b</b> EIN:       |  |
| <b>c</b> Position: |  |                     |  |
| <b>d</b> Address:  |  | <b>e</b> Telephone: |  |
| Explanation:       |  |                     |  |

|                    |  |                     |  |
|--------------------|--|---------------------|--|
| <b>a</b> Name:     |  | <b>b</b> EIN:       |  |
| <b>c</b> Position: |  |                     |  |
| <b>d</b> Address:  |  | <b>e</b> Telephone: |  |
| Explanation:       |  |                     |  |

|                                                                                                                                                                                              |                                                                                                                                                                                                                                   |                                                                                                 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|
| <div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> <div>Department of Labor<br/>Employee Benefits Security Administration</div> | <div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> | <div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div> |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|

|                                                                                                                           |                                                                                    |  |
|---------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|--|
| For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009                                |                                                                                    |  |
| <div>A</div> <div>Name of plan</div> <div>BASELL PENSION PLAN</div>                                                       | <div>B</div> <div>Three-digit plan number (PN)</div> <div>▶</div> <div>001</div>   |  |
|                                                                                                                           |                                                                                    |  |
| <div>C</div> <div>Plan or DFE sponsor's name as shown on line 2a of Form 5500</div> <div>BASELL NORTH AMERICA, INC.</div> | <div>D</div> <div>Employer Identification Number (EIN)</div> <div>51-0272090</div> |  |

|                                                                                                              |                                                                                                                                                                                              |                                                                                                                                        |  |
|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|--|
| <div>Part I</div>                                                                                            | <div>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</div> <div>(Complete as many entries as needed to report all interests in DFEs)</div> |                                                                                                                                        |  |
| <div>a</div> <div>Name of MTIA, CCT, PSA, or 103-12 IE:</div> <div>BASELL MASTER TRUST</div>                 |                                                                                                                                                                                              |                                                                                                                                        |  |
| <div>b</div> <div>Name of sponsor of entity listed in (a):</div> <div>BASELL NORTH AMERICA, INC.</div>       |                                                                                                                                                                                              |                                                                                                                                        |  |
| <div>c</div> <div>EIN-PN</div> <div>51-0272090-009</div>                                                     | <div>d</div> <div>Entity code</div> <div>M</div>                                                                                                                                             | <div>e</div> <div>Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</div> <div>0</div>        |  |
| <div>a</div> <div>Name of MTIA, CCT, PSA, or 103-12 IE:</div> <div>LYONDELL CHEMICAL RETIREMENT MASTER</div> |                                                                                                                                                                                              |                                                                                                                                        |  |
| <div>b</div> <div>Name of sponsor of entity listed in (a):</div> <div>LYONDELL CHEMICAL COMPANY</div>        |                                                                                                                                                                                              |                                                                                                                                        |  |
| <div>c</div> <div>EIN-PN</div> <div>95-4160558-009</div>                                                     | <div>d</div> <div>Entity code</div> <div>M</div>                                                                                                                                             | <div>e</div> <div>Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</div> <div>43748923</div> |  |
| <div>a</div> <div>Name of MTIA, CCT, PSA, or 103-12 IE:</div>                                                |                                                                                                                                                                                              |                                                                                                                                        |  |
| <div>b</div> <div>Name of sponsor of entity listed in (a):</div>                                             |                                                                                                                                                                                              |                                                                                                                                        |  |
| <div>c</div> <div>EIN-PN</div>                                                                               | <div>d</div> <div>Entity code</div>                                                                                                                                                          | <div>e</div> <div>Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</div>                     |  |
| <div>a</div> <div>Name of MTIA, CCT, PSA, or 103-12 IE:</div>                                                |                                                                                                                                                                                              |                                                                                                                                        |  |
| <div>b</div> <div>Name of sponsor of entity listed in (a):</div>                                             |                                                                                                                                                                                              |                                                                                                                                        |  |
| <div>c</div> <div>EIN-PN</div>                                                                               | <div>d</div> <div>Entity code</div>                                                                                                                                                          | <div>e</div> <div>Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</div>                     |  |
| <div>a</div> <div>Name of MTIA, CCT, PSA, or 103-12 IE:</div>                                                |                                                                                                                                                                                              |                                                                                                                                        |  |
| <div>b</div> <div>Name of sponsor of entity listed in (a):</div>                                             |                                                                                                                                                                                              |                                                                                                                                        |  |
| <div>c</div> <div>EIN-PN</div>                                                                               | <div>d</div> <div>Entity code</div>                                                                                                                                                          | <div>e</div> <div>Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</div>                     |  |
| <div>a</div> <div>Name of MTIA, CCT, PSA, or 103-12 IE:</div>                                                |                                                                                                                                                                                              |                                                                                                                                        |  |
| <div>b</div> <div>Name of sponsor of entity listed in (a):</div>                                             |                                                                                                                                                                                              |                                                                                                                                        |  |
| <div>c</div> <div>EIN-PN</div>                                                                               | <div>d</div> <div>Entity code</div>                                                                                                                                                          | <div>e</div> <div>Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</div>                     |  |
| <div>a</div> <div>Name of MTIA, CCT, PSA, or 103-12 IE:</div>                                                |                                                                                                                                                                                              |                                                                                                                                        |  |
| <div>b</div> <div>Name of sponsor of entity listed in (a):</div>                                             |                                                                                                                                                                                              |                                                                                                                                        |  |
| <div>c</div> <div>EIN-PN</div>                                                                               | <div>d</div> <div>Entity code</div>                                                                                                                                                          | <div>e</div> <div>Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</div>                     |  |

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

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

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

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

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              |                                               |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110                             |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              | <b>2009</b>                                   |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              | <b>This Form is Open to Public Inspection</b> |

|                                                                                                          |                                                                        |            |
|----------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------|
| For calendar plan year 2009 or fiscal plan year beginning <b>01/01/2009</b> and ending <b>12/31/2009</b> |                                                                        |            |
| <b>A</b> Name of plan<br><b>BASELL PENSION PLAN</b>                                                      | <b>B</b> Three-digit plan number (PN) ►                                | <b>001</b> |
|                                                                                                          |                                                                        |            |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><b>BASELL NORTH AMERICA, INC.</b>       | <b>D</b> Employer Identification Number (EIN)<br><br><b>51-0272090</b> |            |

|               |                                      |
|---------------|--------------------------------------|
| <b>Part I</b> | <b>Asset and Liability Statement</b> |
|---------------|--------------------------------------|

**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 |
|---------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>a</b> Total noninterest-bearing cash .....                                                     | <b>1a</b>       |                       |                 |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                      |                 |                       |                 |
| <b>(1)</b> Employer contributions .....                                                           | <b>1b(1)</b>    |                       |                 |
| <b>(2)</b> Participant contributions .....                                                        | <b>1b(2)</b>    |                       |                 |
| <b>(3)</b> Other.....                                                                             | <b>1b(3)</b>    |                       | 17038           |
| <b>c</b> General investments:                                                                     |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....  | <b>1c(1)</b>    |                       |                 |
| <b>(2)</b> U.S. Government securities.....                                                        | <b>1c(2)</b>    |                       |                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                           |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(3)(A)</b> |                       |                 |
| <b>(B)</b> All other.....                                                                         | <b>1c(3)(B)</b> |                       |                 |
| <b>(4)</b> Corporate stocks (other than employer securities):                                     |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(4)(A)</b> |                       |                 |
| <b>(B)</b> Common .....                                                                           | <b>1c(4)(B)</b> |                       |                 |
| <b>(5)</b> Partnership/joint venture interests .....                                              | <b>1c(5)</b>    |                       |                 |
| <b>(6)</b> Real estate (other than employer real property) .....                                  | <b>1c(6)</b>    |                       |                 |
| <b>(7)</b> Loans (other than to participants) .....                                               | <b>1c(7)</b>    |                       |                 |
| <b>(8)</b> Participant loans .....                                                                | <b>1c(8)</b>    |                       |                 |
| <b>(9)</b> Value of interest in common/collective trusts.....                                     | <b>1c(9)</b>    |                       |                 |
| <b>(10)</b> Value of interest in pooled separate accounts.....                                    | <b>1c(10)</b>   |                       |                 |
| <b>(11)</b> Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>   | 43291551              | 43748923        |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                 | <b>1c(12)</b>   |                       |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....        | <b>1c(13)</b>   |                       |                 |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>   | 0                     | 3868597         |
| <b>(15)</b> Other .....                                                                           | <b>1c(15)</b>   |                       |                 |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 43291551              | 47634558        |

**Liabilities**

|                                                                           |           |   |        |
|---------------------------------------------------------------------------|-----------|---|--------|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |   | 344456 |
| <b>h</b> Operating payables .....                                         | <b>1h</b> |   | 116112 |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |   |        |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |   | 343400 |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 0 | 803968 |

**Net Assets**

|                                                           |           |          |          |
|-----------------------------------------------------------|-----------|----------|----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 43291551 | 46830590 |
|-----------------------------------------------------------|-----------|----------|----------|

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

|                                                                                                   |                 | (a) Amount | (b) Total |
|---------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>2b</b> (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....              | <b>2b(5)(A)</b> |            |           |
| (B) Other .....                                                                                   | <b>2b(5)(B)</b> |            |           |
| (C) Total unrealized appreciation of assets.<br>Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....    | <b>2b(5)(C)</b> |            | 0         |
| (6) Net investment gain (loss) from common/collective trusts .....                                | <b>2b(6)</b>    |            |           |
| (7) Net investment gain (loss) from pooled separate accounts .....                                | <b>2b(7)</b>    |            |           |
| (8) Net investment gain (loss) from master trust investment accounts .....                        | <b>2b(8)</b>    |            | 8708663   |
| (9) Net investment gain (loss) from 103-12 investment entities .....                              | <b>2b(9)</b>    |            |           |
| (10) Net investment gain (loss) from registered investment<br>companies (e.g., mutual funds)..... | <b>2b(10)</b>   |            |           |
| <b>c</b> Other income.....                                                                        | <b>2c</b>       |            | -589570   |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....           | <b>2d</b>       |            | 8119093   |

**Expenses**

|                                                                                            |              |         |         |
|--------------------------------------------------------------------------------------------|--------------|---------|---------|
| <b>e</b> Benefit payment and payments to provide benefits:                                 |              |         |         |
| (1) Directly to participants or beneficiaries, including direct rollovers .....            | <b>2e(1)</b> | 4074745 |         |
| (2) To insurance carriers for the provision of benefits .....                              | <b>2e(2)</b> |         |         |
| (3) Other .....                                                                            | <b>2e(3)</b> |         |         |
| (4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....                | <b>2e(4)</b> |         | 4074745 |
| <b>f</b> Corrective distributions (see instructions) .....                                 | <b>2f</b>    |         |         |
| <b>g</b> Certain deemed distributions of participant loans (see instructions).....         | <b>2g</b>    |         |         |
| <b>h</b> Interest expense.....                                                             | <b>2h</b>    |         |         |
| <b>i</b> Administrative expenses: (1) Professional fees .....                              | <b>2i(1)</b> | 45630   |         |
| (2) Contract administrator fees .....                                                      | <b>2i(2)</b> | 1311    |         |
| (3) Investment advisory and management fees .....                                          | <b>2i(3)</b> | 372892  |         |
| (4) Other .....                                                                            | <b>2i(4)</b> | 85476   |         |
| (5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....         | <b>2i(5)</b> |         | 505309  |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | <b>2j</b>    |         | 4580054 |

**Net Income and Reconciliation**

|                                                                               |              |  |         |
|-------------------------------------------------------------------------------|--------------|--|---------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    |  | 3539039 |
| <b>l</b> Transfers of assets:                                                 |              |  |         |
| (1) To this plan.....                                                         | <b>2l(1)</b> |  |         |
| (2) From this plan .....                                                      | <b>2l(2)</b> |  |         |

**Part III Accountant's Opinion**

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

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

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

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

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

(1) Name: 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   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|----------|
| <b>a</b> Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....                 |     | X  |          |
| <b>b</b> Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)..... |     | X  |          |
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....                                                                                                                            |     | X  |          |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....                                                                                                                  |     | X  |          |
| <b>e</b> Was this plan covered by a fidelity bond?.....                                                                                                                                                                                                                                                         | X   |    | 56000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                                                                                                         |     | X  |          |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                                      |     | X  |          |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                            |     | X  |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....                                                                                                                                                   | X   |    |          |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....                                                                                    |     | X  |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....                                                                                                                                              |     | X  |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                                                                                                              |     | X  |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....                                                                                                                                                                                     |     |    |          |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....                                                                                                                        |     |    |          |

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

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

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

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            | <b>2009</b>                                    |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            | <b>This Form is Open to Public Inspection.</b> |

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

|                                                                                                    |                                                                    |
|----------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>BASELL PENSION PLAN</u>                                                | <b>B</b> Three-digit plan number (PN) ▶<br><u>001</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>BASELL NORTH AMERICA, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>51-0272090</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                    |          |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u> |
| <b>2</b> 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):<br><br>EIN(s): <u>13-7073479</u> |          |          |
| Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.                                                                                                                                                                                                   |          |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> | <u>0</u> |

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

|                                                                                                                                                                                                                                                                                                                                                             |                                         |                             |                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-----------------------------|-----------------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                         | <input type="checkbox"/> Yes            | <input type="checkbox"/> No | <input checked="" type="checkbox"/> N/A |
| If the plan is a defined benefit plan, go to line 8.                                                                                                                                                                                                                                                                                                        |                                         |                             |                                         |
| <b>5</b> 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 _____<br>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule. |                                         |                             |                                         |
| <b>6 a</b> Enter the minimum required contribution for this plan year .....                                                                                                                                                                                                                                                                                 | <b>6a</b>                               |                             |                                         |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                                                                                                                                  | <b>6b</b>                               |                             |                                         |
| <b>c</b> 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).....                                                                                                                                                                                                             | <b>6c</b>                               |                             |                                         |
| If you completed line 6c, skip lines 8 and 9.                                                                                                                                                                                                                                                                                                               |                                         |                             |                                         |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....                                                                                                                                                                                                                                                          | <input type="checkbox"/> Yes            | <input type="checkbox"/> No | <input type="checkbox"/> N/A            |
| <b>8</b> 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?.....                                                                                                     | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A            |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                                |                                   |                                   |                               |                                        |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|----------------------------------------|
| <b>9</b> 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..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input checked="" type="checkbox"/> No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|----------------------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (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. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                              |                              |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....                                                       | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                    | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</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.) ..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                               | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

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

Schedule R (Form 5500) 2009  
v.092308.1

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

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

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</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 ..... | <b>16b</b> |  |

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

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

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

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

**a** Enter the percentage of plan assets held as:  
 Stock: \_\_\_\_\_% Investment-Grade Debt: \_\_\_\_\_% High-Yield Debt: \_\_\_\_\_% Real Estate: \_\_\_\_\_% Other: \_\_\_\_\_%

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

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

**BASELL PENSION PLAN**

**FINANCIAL STATEMENTS**

**As of December 31, 2009 and 2008  
and for the year ended December 31, 2009**

## **BASELL PENSION PLAN**

### **INDEX TO FINANCIAL STATEMENTS**

|                                                                | <b><u>Page</u></b> |
|----------------------------------------------------------------|--------------------|
| Report of Independent Auditors                                 | 2                  |
| Financial Statements:                                          |                    |
| Statements of Net Assets Available for Benefits                | 3                  |
| Statements of Changes in Net Assets Available for Benefits     | 4                  |
| Statement of Accumulated Plan Benefits                         | 5                  |
| Statement of Changes in Accumulated Plan Benefits              | 6                  |
| Notes to the Financial Statements                              | 7                  |
| Supplemental Schedule*                                         |                    |
| Schedule H, Line 4i – Schedule of Assets (Held at End of Year) | 22                 |

\* Other supplemental schedules are not required and have been omitted.



## Report of Independent Auditors

To the Participants and Benefits Administrative Committee of the  
Basell Pension Plan:

We were engaged to audit the financial statements and supplemental schedule of Basell Pension Plan (the "Plan") at December 31, 2009 and 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 8, which was certified by Bank of New York Mellon and Russell Trust Company, the trustees of the Plan, except for comparing such information with the related information included in the financial statements and supplementary schedule. We have been informed by the plan administrator that Bank of New York Mellon held the Plan's investment assets and executed investment transactions from April 1, 2009 to December 31, 2009, and that Russell Trust Company held the Plan's investment assets and executed investment transactions as of December 31, 2008 and for the period from January 1, 2008 to March 31, 2009. The plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the trustees 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 trustees, 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

**BASELL PENSION PLAN**  
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

|                                                                                                     | <b>December 31</b>   |                      |
|-----------------------------------------------------------------------------------------------------|----------------------|----------------------|
|                                                                                                     | <b>2009</b>          | <b>2008</b>          |
| <b>ASSETS</b>                                                                                       |                      |                      |
| Plan interest in the Lyondell Chemical Company Retirement Master Trust, at fair value               | \$ 43,748,923        | \$ -                 |
| Plan interest in the Basell Master Trust, at fair value                                             | -                    | 43,596,126           |
| Investment in the Metropolitan Life Insurance Guaranteed Investment Annuity Contract, at fair value | 4,578,701            | -                    |
| Receivable from Basell Retirement Income Plan                                                       | 17,038               | -                    |
| Total assets                                                                                        | 48,344,662           | 43,596,126           |
| <b>LIABILITIES</b>                                                                                  |                      |                      |
| Benefits payable to Plan participants                                                               | 344,456              | 304,575              |
| Payable to LyondellBasell Retirement Plan                                                           | 343,400              | -                    |
| Administrative expenses payable                                                                     | 116,112              | -                    |
| Total liabilities                                                                                   | 803,968              | 304,575              |
| Net assets available for benefits                                                                   | <u>\$ 47,540,694</u> | <u>\$ 43,291,551</u> |

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

# **BASELL PENSION PLAN**

## **STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**

**For the years ended December 31, 2009 and 2008**

|                                                                                              | <u>2009</u>                 | <u>2008</u>                 |
|----------------------------------------------------------------------------------------------|-----------------------------|-----------------------------|
| Investment income from the Lyondell Chemical<br>Company Retirement Master Trust              | \$ 12,653,709               | \$ -                        |
| Investment loss from the Basell Master Trust                                                 | (3,945,171)                 | (14,257,507)                |
| Investment income from Metropolitan Life Insurance<br>guaranteed investment annuity contract | 120,534                     | -                           |
| Miscellaneous revenue                                                                        | 125                         | -                           |
| Benefits paid to participants                                                                | (4,074,745)                 | (3,932,179)                 |
| Administrative expenses                                                                      | <u>(505,309)</u>            | <u>(189,355)</u>            |
| Net increase (decrease)                                                                      | 4,249,143                   | (18,379,041)                |
| Net assets available for benefits:                                                           |                             |                             |
| Beginning of year                                                                            | <u>43,291,551</u>           | <u>61,670,592</u>           |
| End of year                                                                                  | <u><u>\$ 47,540,694</u></u> | <u><u>\$ 43,291,551</u></u> |

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

**BASELL PENSION PLAN**  
**STATEMENT OF ACCUMULATED PLAN BENEFITS**

|                                                            | <b>December 31,<br/>2008</b> |
|------------------------------------------------------------|------------------------------|
| Actuarial present value of accumulated plan benefits:      |                              |
| Vested plan benefits:                                      |                              |
| Participants currently receiving benefits                  | \$ 37,238,803                |
| Other participants                                         | <u>16,048,687</u>            |
| Total vested plan benefits                                 | 53,287,490                   |
| Non-vested plan benefits                                   | <u>330,877</u>               |
| Total actuarial present value of accumulated plan benefits | <u><u>\$ 53,618,367</u></u>  |

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

**BASELL PENSION PLAN**

**STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS**

**For the year ended December 31, 2008**

|                                                                                                |                             |
|------------------------------------------------------------------------------------------------|-----------------------------|
| Actuarial present value of accumulated plan benefits<br>at beginning of year (January 1, 2008) | \$ 50,074,539               |
| Increase (decrease) during the year attributable to:                                           |                             |
| Additional benefits accumulated, including<br>actuarial experience losses                      | 1,095,749                   |
| Interest                                                                                       | 4,089,218                   |
| Benefits paid                                                                                  | (3,932,179)                 |
| Change in actuarial assumptions                                                                | <u>2,291,040</u>            |
| Net increase                                                                                   | 3,543,828                   |
| Actuarial present value of accumulated plan benefits<br>at end of year (December 31, 2008)     | <u><u>\$ 53,618,367</u></u> |

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

## **BASELL PENSION PLAN**

### **NOTES TO THE FINANCIAL STATEMENTS**

#### **1. Description of the Plan**

*General* – The Basell Pension Plan (the “Plan”) is sponsored by Basell North America, Inc. and is a noncontributory, defined benefit pension plan covering substantially all employees of Basell USA Inc. (“Basell” or “Company”) located at Lake Charles, Louisiana as of April 30, 2006, who are represented by a union, where such union bargained in good faith to be covered under the Plan. Effective April 30, 2006, the Plan was closed to new hires. Basell North America Inc. was the Plan Sponsor. Effective January 1, 2010 Equistar Chemicals, LP (“Equistar”) became the Plan Sponsor. 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’s provisions.

On January 6, 2009, Basell 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 Basell would continue to maintain the Plan. On April 30, 2010, the Company emerged from Chapter 11 bankruptcy protection and in conjunction with the emergence, Basell merged into Equistar.

*Pension Benefits* – Under the terms of the Plan, most participants are eligible for monthly benefit payments under the early retirement provisions of the Plan when they reach age 50 and have satisfied a minimum number of required years of service. Normal retirement age is 65. Reduced early retirement benefits may be elected by a participant who reached age 50 and has at least ten years of credited service.

*Death and Disability Benefits* – A participant who becomes eligible for a pension benefit by completing the service requirements may elect to provide a benefit to a designated beneficiary if the participant dies prior to retirement. The beneficiary’s benefit shall be computed based on the participant’s service and earnings accrued to the date of death and then reduced in accordance with plan provisions based on the payment option elected. If the participant is married at the time of death, then the benefit payable to the participant’s spouse shall be a qualified survivor annuity. A former employee eligible for a deferred benefit who has completed the service requirement may elect to revoke the automatic benefit payable to the spouse provided the former employee effects this change prior to retirement. If disabled, a participant who has completed ten years of credited service is eligible for a disability pension. A disability retirement benefit is computed as a normal retirement benefit, but is subject to continuance of disability and other Plan provisions. Other death benefits are described fully in the Plan document.

*Administration* – The Plan is administered by the Benefits Administrative Committee (“BAC”). Mercer is the Plan’s recordkeeper and actuary. Through March 31, 2009, the plan assets were maintained in the Basell Master Trust the (“Basell Trust”) under the custody of the Russell Trust Company (“Russell”). On April 1, 2009 the plan assets merged into the Lyondell Chemical Company Retirement Master Trust the (“Lyondell 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 are comprised of individuals appointed by the Lyondell Chemical Company 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.

*Receivable from Basell Retirement Income Plan* – A portion of the PBGC premium expense for the Basell Retirement Income Plan was allocated to the Plan.

## BASELL PENSION PLAN

### NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)

*Benefits Payable to Plan Participants* – This is the amount of the December 2009 benefit payments to participants that was not recorded by the Trustee until January 2010.

*Payable to the LyondellBasell Retirement Plan* – The January 2009 participant benefit payments were paid by the LyondellBasell Retirement Plan.

## 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 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 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 disclosure regarding fair value measurement. 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

## BASELL PENSION PLAN

### NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)

hierarchy and the reasons for these transfers, as well as their 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* – As of April 1, 2009, the Basell Trust assets transferred into the Lyondell Trust. A separate account for the Plan is maintained by the Lyondell Trust reflecting the Plan’s share of the Lyondell Trust. Investments of the Lyondell 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 Lyondell Trust is determined on a monthly basis and is based upon the beginning of the month value of the Plan’s interest in the Lyondell Trust plus actual contributions and allocated investment income, less actual distributions and an allocation of administrative expenses.

From time to time the Lyondell 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 Lyondell Trust’s interest in funds which utilize such financial instruments is not considered significant to the Plan’s financial statements.

Purchases and sales of securities by the Lyondell 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 Lyondell Trust are allocated to the Plan based upon each plan’s average monthly investment balance in the Lyondell Trust. See Note 12 for discussion of fair value measurements.

In 2008, the Plan’s interest in the Basell Trust was stated at fair value. For the purposes of determining fair value of the assets held by the Basell Trust, units of participation in commingled funds were valued on a per-unit basis as presented in the commingled funds’ financial statements. The fair values of other Basell Trust instruments were based upon the quoted market prices of the underlying securities.

At December 31, 2009 and 2008, the Plan has an investment in the Metropolitan Life Insurance Group Annuity Contract (“GIC”) of \$4,578,701 and \$4,458,165, respectively. In 2008 the fair value of the GIC was estimated by the Plan’s actuary, Towers Perrin, in the absence of available market information. In 2009, the Company calculated the fair value measurement of the GIC as discussed in Note 12.

## BASELL PENSION PLAN

### NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)

*Risks and Uncertainties* - The Lyondell Trust and the Basell Trust invest in a combination of common stocks, mutual funds, corporate bonds, commingled funds, open ended real estate funds and short-term investments. Investment securities and the GIC 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 change 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 Lyondell Trust. Prior to participation in the Lyondell Trust, benefit payments to participants were paid by Basell upon distribution and the Basell Trust reimbursed Basell for the payments.

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

### 3. Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service that employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries; (b) beneficiaries of employees who have died; and (c) present employees or their beneficiaries. The accumulated plan benefits for active employees are based on the participant's current compensation as of the valuation date, projected five years in arrears by the assumed salary and wage progression rates. Benefits payable (retirement, death, disability, and termination of employment) are included to the extent they are deemed attributable to employee service rendered to the valuation date.

The 2008 actuarial present value of accumulated plan benefits was determined by the Plan's actuary, Mercer. The actuarial method used to determine the present value of accumulated plan benefits is the 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 with white collar adjustment and full generational improvements |
| Assumed average retirement age | 63 years of age                                                                                                                     |

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.

## **BASELL PENSION PLAN**

### **NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)**

#### **4. Funding Policy**

The contributions by Basell 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.

Under the provisions of ERISA, the Plan's actuaries determined that no contributions were required for the years ended December 31, 2009 or 2008.

#### **5. Plan Termination**

Although it has not expressed any intention to do so, Basell 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 Plan Sponsor and the level of benefits guaranteed by the PBGC.

#### **6. 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 and 2008 to Schedule H of Form 5500:

|                                                                | December 31,<br>2009 |
|----------------------------------------------------------------|----------------------|
| Net assets available for benefits per the financial statements | \$ 47,540,694        |
| Adjustment from fair value to contract value for the GIC       | (710,104)            |
| Net assets available for benefits per Schedule H of Form 5500  | <u>\$ 46,830,590</u> |

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           | \$ 4,249,143        |
| Adjustment from fair value to contract value of the GAC | (710,104)           |
| Net income per Schedule H of Form 5500                  | <u>\$ 3,539,039</u> |

There were no reconciling items in 2008.

## **BASELL PENSION PLAN**

### **NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)**

#### **7. Tax Status**

The Internal Revenue Service issued a determination letter dated September 5, 2002, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("Code"). Although the Plan has been amended since receiving the determination letter, the BAC believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Code.

#### **8. Information Certified by the Plan's Trustees**

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. The Bank of New York Mellon held the Plan's investment assets and executed investment transactions from April 1, 2009 to December 31, 2009, and Russell Trust Company held the Plan's investment assets and executed investment transactions as of December 31, 2008 and for the period January 1, 2009 to March 31, 2009. Accordingly, the Bank of New York Mellon and Russell Trust Company have certified that the following data, for each of their respective relevant periods, included in the accompanying financial statements and schedule are complete and accurate:

- Plan interest in the Lyondell Chemical Company Retirement Master Trust, at fair value
- Plan interest in the Metropolitan Life Insurance Guaranty Investment Annuity Contract, at contract value
- Investment income (loss) from the Lyondell Chemical Company Retirement Master Trust
- Investment information as shown in Note 9, Note 10, Note 11 and Note 12 to the financial statements
- The Supplemental Schedule of Assets (Held at End of Year) as of December 31, 2009

#### **9. Lyondell Chemical Company Retirement 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 Lyondell Trust. The net assets of these plans, totaling \$139,514,011, were transferred into the Lyondell Trust. The Lyondell 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 Lyondell Trust consists of a portfolio of investments in equity securities, fixed income securities and short-term investments; all of which are held by the Master Trust.

Master Trust Plans do not own specific securities or other assets in the Lyondell Trust but have an undivided interest in the Lyondell Trust. The Plan's undivided interest in the investment holdings of the Lyondell Trust, consisting of total investments, receivables from sales of securities, accrued interest, dividends and payables from purchases of securities, and other payables and receivables, was approximately 4% at December 31, 2009. Investment income (loss) related to the Lyondell Trust is allocated to the Master Trust Plans based upon each plan's average monthly investment balance in the Lyondell Trust.

## BASELL PENSION PLAN

### NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)

Net assets of the Lyondell Trust as of December 31, 2009 are as follows:

#### Assets

##### Investments, at fair value:

|                         |                   |
|-------------------------|-------------------|
| Common stocks           | \$ 384,119,102    |
| Fixed income securities | 298,355,106       |
| Convertible securities  | 1,846,813         |
| Comingled funds         | 393,064,461       |
| Short term investments  | 19,554,506        |
| Real estate             | <u>36,372,346</u> |
| Total investments       | 1,133,312,334     |

##### Receivables:

|                                |                   |
|--------------------------------|-------------------|
| Sales of securities            | 7,755,311         |
| Accrued interest and dividends | <u>13,687,964</u> |
| Total receivables              | 21,443,275        |

|              |               |
|--------------|---------------|
| Cash         | <u>1,158</u>  |
| Total assets | 1,154,756,767 |

#### Liabilities

|                        |                   |
|------------------------|-------------------|
| Other payables         | 10,951,752        |
| Purchase of securities | <u>11,292,755</u> |
| Total liabilities      | 22,244,507        |

|            |                                |
|------------|--------------------------------|
| Net assets | <u><u>\$ 1,132,512,260</u></u> |
|------------|--------------------------------|

## BASELL PENSION PLAN

### NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)

The components of total investment income of the Lyondell Trust for the year ended December 31, 2009 are as follows:

|                                                               | <u>2009</u>                  |
|---------------------------------------------------------------|------------------------------|
| Investment income (loss):                                     |                              |
| Net appreciation (depreciation) in fair value of investments: |                              |
| Corporate stocks                                              | \$ 118,927,858               |
| Corporate bonds                                               | 34,015,392                   |
| Government bonds                                              | 2,011,085                    |
| Other securities                                              | (3,818,878)                  |
| Commingled funds                                              | 83,856,150                   |
| Real estate                                                   | (16,060,896)                 |
| Short term investments                                        | 852,589                      |
| Miscellaneous                                                 | 94,615                       |
| Total                                                         | <u>219,877,915</u>           |
| Interest and dividend income:                                 |                              |
| Interest income                                               | 15,683,244                   |
| Dividend income                                               | <u>6,711,686</u>             |
| Total                                                         | <u>22,394,930</u>            |
| Total investment income                                       | <u><u>\$ 242,272,845</u></u> |

#### 10. Basell Master Trust

Through March 31, 2009, the plan assets were maintained in the Basell Trust under the custody of the Russell Trust Company. The Basell Trust held the investments of the Plan, the Basell Retirement Income Plan and the Pension Plan for Hourly Employees at Edison, NJ. Contributions to the plans and payments of retirement benefits were accounted for specifically by each plan in the Basell Trust. Investment income and appreciation (depreciation) in the fair value of investments were allocated to the individual plans in relation to their proportionate share of Basell Trust assets. As of December 31, 2008, the Plan held an ownership interest in the net assets available for plan benefits of the Trust of approximately 25%.

## BASELL PENSION PLAN

### NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)

The following represents the certified financial information for the Basell Trust as of and for the year ended December 31, 2008:

|                                                                                                                            | <u>2008</u>                  |
|----------------------------------------------------------------------------------------------------------------------------|------------------------------|
| Investments:                                                                                                               |                              |
| Russell Trust Company commingled employee benefit funds:                                                                   |                              |
| Equity I Fund                                                                                                              | \$ 39,014,678                |
| Long Duration Fixed Income Fund                                                                                            | 30,375,281                   |
| Fixed Income II Fund                                                                                                       | 23,113,977                   |
| Equity II Fund                                                                                                             | 14,173,820                   |
| International Fund                                                                                                         | 10,876,718                   |
| Russell STIF Temporary Investment Fund                                                                                     | 10,767,839                   |
| Fixed Income I Fund                                                                                                        | 10,470,972                   |
| Emerging Markets Fund                                                                                                      | 3,955,092                    |
| Other funds:                                                                                                               |                              |
| Mellon EB Stock Index Fund                                                                                                 | <u>10,883,025</u>            |
|                                                                                                                            | 153,631,402                  |
| Metropolitan Life Insurance Guaranteed Investment Annuity Contract (12.86% guaranteed interest rate until January 1, 2013) | <u>15,146,463</u>            |
| Total investments certified by the Trustee                                                                                 | <u><u>\$ 168,777,865</u></u> |

## BASELL PENSION PLAN

### NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)

The components of total investment income (loss) of the Basell Trust for the three months ended March 31, 2009 and for the year ended December 31, 2008 are as follows:

|                                                               | <b>For the three months ended<br/>March 31,<br/>2009</b> | <b>For the year ended<br/>December 31,<br/>2008</b> |
|---------------------------------------------------------------|----------------------------------------------------------|-----------------------------------------------------|
| Investment (loss) income                                      |                                                          |                                                     |
| Net (depreciation) appreciation in fair value of investments: |                                                          |                                                     |
| Russell Trust Company commingled employee benefit funds:      |                                                          |                                                     |
| Equity I Fund                                                 | \$ (3,396,414)                                           | \$ (27,324,083)                                     |
| Long Duration Fixed Income Fund                               | (1,819,605)                                              | 2,037,850                                           |
| Fixed Income II Fund                                          | 125,619                                                  | (811,754)                                           |
| Equity II Fund                                                | (1,754,192)                                              | (9,595,510)                                         |
| International Fund                                            | (1,546,065)                                              | (8,910,507)                                         |
| Fixed Income I Fund                                           | (15,652)                                                 | (629,998)                                           |
| Emerging Markets Fund                                         | (14,020)                                                 | (4,392,675)                                         |
| Other funds:                                                  |                                                          |                                                     |
| Mellon EB Stock Index Fund                                    | <u>(5,123,476)</u>                                       | <u>(6,380,097)</u>                                  |
| Total                                                         | (13,543,805)                                             | (56,006,774)                                        |
| Interest and dividend income:                                 |                                                          |                                                     |
| Interest income                                               | 21,245                                                   | 573,161                                             |
| Dividend income                                               | <u>-</u>                                                 | <u>1,726,455</u>                                    |
| Total                                                         | 21,245                                                   | 2,299,616                                           |
| Total investment loss                                         | <u><u>\$ (13,522,560)</u></u>                            | <u><u>\$ (53,707,158)</u></u>                       |

#### 11. Guaranteed Investment Contract

The Plan records the Metropolitan Life Insurance, Inc. Guaranteed Investment Group Annuity Contract at fair market value in accordance with ASC 960, *Reporting by Defined Benefit Pension Plans of Investment Contracts*. The cost of the GIC was certified as complete and accurate by the Trustee. The fair market value was calculated by the Plan's actuary Towers Perrin in 2008 and estimated by the Company for 2009. In 2009, the GIC is reported at the fair market value (see Note 12) and the net assets of the GIC were accounted for separately from the investments of the Lyondell Trust.

# **BASELL PENSION PLAN**

## **NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)**

The following represents a reconciliation of the amounts certified by the Trustees to amounts reported in the financial statements:

|                                                                  | <u><b>2009</b></u>         |
|------------------------------------------------------------------|----------------------------|
| Investment in the GIC certified by the Trustee at contract value | \$ 3,868,597               |
| Adjustment from contract value to fair value                     | <u>710,104</u>             |
| Total investment in the GIC at fair value                        | <u><u>\$ 4,578,701</u></u> |
| Investment activity:                                             |                            |
| Interest income in the GIC certified by the Trustee              | \$ 440,848                 |
| Net depreciation in GIC                                          | <u>(320,314)</u>           |
| Total investment income in the GIC                               | <u><u>\$ 120,534</u></u>   |

In 2008, the GIC was included as part of the assets of the Basell Trust. The following represents a reconciliation of the amounts certified by Russell and the actuary to amounts reported in the financial statements.

|                                                                                                                           | <u><b>2008</b></u>            |
|---------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| Investments certified by Russell                                                                                          | \$ 168,777,865                |
| Adjustment to GIC to fair value                                                                                           | <u>2,353,537</u>              |
| Total investments in the Trust                                                                                            | <u><u>\$ 171,131,402</u></u>  |
| Plan's interest in total investments                                                                                      | <u><u>\$ 43,596,126</u></u>   |
| Investment activity:                                                                                                      |                               |
| Interest and dividend income certified by Russell                                                                         | \$ 2,299,616                  |
| Net depreciation in fair value of investments certified by Russell                                                        | \$ (56,006,774)               |
| Net depreciation in fair value of GIC                                                                                     | <u>(2,008,886)</u>            |
| Interest and dividend income and net depreciation in investments                                                          | <u><u>\$ (55,716,044)</u></u> |
| Plan's interest in the interest and dividend income and net depreciation in fair value of investments of the Basell Trust | <u><u>\$ (14,257,507)</u></u> |

## **BASELL PENSION PLAN**

### **NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)**

#### **12. 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.

*Guaranteed investment contract* – In 2009 the GIC was reported at the fair value as calculated by the Company. In 2008 the GIC was valued at fair value using the appraisal approach calculated by Towers Perrin the actuary. The

# **BASELL PENSION PLAN**

## **NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)**

market value of the GIC is estimated as the present value of its future expected cash flows, discounted at an appropriate interest rate.

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

|                                  | Balance at<br>December 31, 2009 | Basis of Fair Value Measurement                                            |                                                        |                                                    |
|----------------------------------|---------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------|----------------------------------------------------|
|                                  |                                 | Quoted Prices in<br>Active Markets<br>for Identical<br>Assets<br>(Level 1) | Significant Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(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 | <u>\$ 1,133,312,334</u>         | <u>\$ 796,579,075</u>                                                      | <u>\$ 300,360,913</u>                                  | <u>\$ 36,372,346</u>                               |
| Metropolitan Life Insurance GIC  | 4,578,701                       | -                                                                          | -                                                      | 4,578,701                                          |
| Total                            | <u><u>\$ 1,137,891,035</u></u>  | <u><u>\$ 796,579,075</u></u>                                               | <u><u>\$ 300,360,913</u></u>                           | <u><u>\$ 40,951,047</u></u>                        |

# **BASELL PENSION PLAN**

## **NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)**

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

|                                 | Balance at<br>December 31,<br>2008 | Basis of Fair Value Measurement                                            |                                                           |                                                    |
|---------------------------------|------------------------------------|----------------------------------------------------------------------------|-----------------------------------------------------------|----------------------------------------------------|
|                                 |                                    | Quoted Prices<br>in Active<br>Markets for<br>Identical Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
| Common stocks                   | \$ 78,903,333                      | \$ 78,903,333                                                              | \$ -                                                      | \$ -                                               |
| Fixed income securities         | 63,960,230                         | -                                                                          | 63,960,230                                                | -                                                  |
| Short term investments          | 10,767,839                         | -                                                                          | 10,767,839                                                | -                                                  |
| Total Basell Master Trust       | <u>\$ 153,631,402</u>              | <u>\$ 78,903,333</u>                                                       | <u>\$ 74,728,069</u>                                      | <u>\$ -</u>                                        |
| Metropolitan Life Insurance GIC | 4,458,165                          | -                                                                          | -                                                         | 4,458,165                                          |
| Total                           | <u>\$ 158,089,567</u>              | <u>\$ 78,903,333</u>                                                       | <u>\$ 74,728,069</u>                                      | <u>\$ 4,458,165</u>                                |

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

|                                                                               | Lyondell Trust       | Plan Only                |
|-------------------------------------------------------------------------------|----------------------|--------------------------|
|                                                                               | Real estate          | Metropolitan<br>Life GIC |
| Balance, beginning of year Basell Trust                                       | \$ -                 | \$ 4,458,165             |
| Balance, beginning of year Lyondell Trust                                     | 54,473,905           | -                        |
| Realized gains                                                                | 2,082,388            | 440,848                  |
| Unrealized losses relating to instruments<br>still held at the reporting date | (26,489,004)         | (320,312)                |
| Purchases, sales, issuances, and settlements, net                             | 6,305,057            | -                        |
| Balances, end of year                                                         | <u>\$ 36,372,346</u> | <u>\$ 4,578,701</u>      |

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 Company 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.

**BASELL PENSION PLAN**  
**NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)**

**13. Subsequent Events**

On January 1, 2010, Equistar became the Plan Sponsor.

On April 30, 2010, Basell USA, Inc. merged into Equistar Chemicals, LP.

On April 30, 2010, Equistar emerged from Chapter 11 bankruptcy protection.

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

**BASELL PENSION PLAN**

**SUPPLEMENTAL SCHEDULE**  
**EIN: 51-0272090, P/N: 001**

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

| (a) | (b) Identity of issue,<br>borrower, lessor or<br>similar party                                      | (c) Description of investment including maturity<br>date, rate of interest, collateral, par, or maturity<br>value | (d) Cost      | (e) Current<br>Value |
|-----|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|---------------|----------------------|
| *   | INVESTMENT IN THE<br>METROPOLITAN LIFE<br>INSURANCE<br>GUARANTEED<br>INVESTMENT<br>ANNUITY CONTRACT | See Note 11                                                                                                       | \$ 3,868,597  | \$ 3,868,597         |
| *   | INVESTMENT<br>INTEREST<br>IN MASTER TRUST                                                           | See Note 9                                                                                                        | \$ 34,035,545 | \$ 43,748,923        |

\* Denotes party-in-interest transaction.

**Schedule SB, Line 22 – Description of weighted average retirement age**

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 63.

| <b>A</b><br><b>Possible</b><br><b>retirement age</b> | <b>B</b><br><b>Probability of</b><br><b>retirement</b> | <b>C</b><br><b>Percent of population</b><br><b>remaining</b> | <b>A x B x C</b><br><b>Weighted</b><br><b>retirement age</b> |
|------------------------------------------------------|--------------------------------------------------------|--------------------------------------------------------------|--------------------------------------------------------------|
| 55                                                   | 2.00%                                                  | 100.00%                                                      | 1.10                                                         |
| 56                                                   | 1.00%                                                  | 98.00%                                                       | 0.55                                                         |
| 57                                                   | 1.00%                                                  | 97.02%                                                       | 0.55                                                         |
| 58                                                   | 1.00%                                                  | 96.05%                                                       | 0.56                                                         |
| 59                                                   | 1.00%                                                  | 95.09%                                                       | 0.56                                                         |
| 60                                                   | 10.00%                                                 | 94.14%                                                       | 5.65                                                         |
| 61                                                   | 20.00%                                                 | 84.72%                                                       | 10.34                                                        |
| 62                                                   | 30.00%                                                 | 67.78%                                                       | 12.61                                                        |
| 63                                                   | 20.00%                                                 | 47.45%                                                       | 5.98                                                         |
| 64                                                   | 20.00%                                                 | 37.96%                                                       | 4.86                                                         |
| 65                                                   | 100.00%                                                | 30.37%                                                       | 19.74                                                        |
| <b>Weighted average retirement age</b>               |                                                        |                                                              | <b>62.50</b>                                                 |

**Schedule SB, Part V – Summary of actuarial assumptions/methods**

|                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
|-------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|-------------------|---------------------|------------|----|----|----|----|----|----|----|----|----|----|----|-----|----|-----|----|-----|----|-----|----|-----|--------------|------|
| <b>Discount rate elections</b>      | Full yield curve with 2 month lookback                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
| <b>Mortality elections</b>          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
| ▪ Healthy and disabled participants | 2009 PPA separate static annuitant and nonannuitant mortality tables                                                                                                                                                                                                                                                                                                                                                                                                                      |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
| <b>Other economic assumptions</b>   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
| ▪ Salary increases                  | 0.00% for 2009, 4.50% per year thereafter                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
| ▪ Flat-dollar benefit increases     | Not applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
| ▪ Social Security wage base         | Not applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
| ▪ Inflation                         | 3.00% per year                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
| ▪ Expected investment return        | 8.00% for 2007 through 2009.                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
| ▪ Expenses                          | Expected administrative expenses (assumed to equal prior year administrative expenses but adjusted for PBGC variable premium, with current year PBGC variable premiums replacing prior year) discounted to beginning of year are included in normal cost.                                                                                                                                                                                                                                 |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
| <b>Demographic assumptions</b>      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
| Withdrawal                          | See table of sample rates.                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
| Disability incidence                | See table of sample rates.                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
| Retirement age                      | <table><tr><td></td><td><b>Percentage</b></td></tr><tr><td><b>Attained age</b></td><td><b>All</b></td></tr><tr><td>55</td><td>2%</td></tr><tr><td>56</td><td>1%</td></tr><tr><td>57</td><td>1%</td></tr><tr><td>58</td><td>1%</td></tr><tr><td>59</td><td>1%</td></tr><tr><td>60</td><td>10%</td></tr><tr><td>61</td><td>20%</td></tr><tr><td>62</td><td>30%</td></tr><tr><td>63</td><td>20%</td></tr><tr><td>64</td><td>20%</td></tr><tr><td>65 and above</td><td>100%</td></tr></table> |  |  | <b>Percentage</b> | <b>Attained age</b> | <b>All</b> | 55 | 2% | 56 | 1% | 57 | 1% | 58 | 1% | 59 | 1% | 60 | 10% | 61 | 20% | 62 | 30% | 63 | 20% | 64 | 20% | 65 and above | 100% |
|                                     | <b>Percentage</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
| <b>Attained age</b>                 | <b>All</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
| 55                                  | 2%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
| 56                                  | 1%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
| 57                                  | 1%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
| 58                                  | 1%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
| 59                                  | 1%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
| 60                                  | 10%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
| 61                                  | 20%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
| 62                                  | 30%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
| 63                                  | 20%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
| 64                                  | 20%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
| 65 and above                        | 100%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
| <b>Benefit commencement age for</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
| ▪ Future vested deferred            | 65                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |
| ▪ Current vested deferred           | 65                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |  |                   |                     |            |    |    |    |    |    |    |    |    |    |    |    |     |    |     |    |     |    |     |    |     |              |      |

**Schedule SB, Part V – Summary of actuarial assumptions/methods (continued)**

| Spouse assumptions        | <u>Male participants</u>  | <u>Female participants</u> |
|---------------------------|---------------------------|----------------------------|
| ▪ Percentage married      | 80%                       | 50%                        |
| ▪ Spouse age difference   | 3 years younger           | 3 years older              |
| <b>Form of payment</b>    | <b><u>Single life</u></b> |                            |
| ▪ Active retirements      | 100%                      |                            |
| ▪ Future vested deferred  | 100%                      |                            |
| ▪ Future disabilities     | 100%                      |                            |
| ▪ Future deaths           | 100%                      |                            |
| ▪ Current vested deferred | 100%                      |                            |

***Table of sample rates***

| Attained age | Percentage |            |
|--------------|------------|------------|
|              | Disability | Withdrawal |
| 25           | 0.120%     | 12.5%      |
| 30           | 0.120      | 7.5        |
| 35           | 0.128      | 4.8        |
| 40           | 0.147      | 2.9        |
| 45           | 0.198      | 1.5        |
| 50           | 0.357      | 0.4        |
| 55           | 0.681      | 0.0        |
| 60           | 1.380      | 0.0        |

**Schedule SB, Part V – Summary of actuarial assumptions/methods (continued)**

***Asset methods***

We used financial data submitted by the trustee as of the valuation date without further audit. Customarily, this information would not be verified by a plan's actuary. We have reviewed the information for internal consistency and we have no reason to doubt its substantial accuracy.

The asset valuation method is an annual average of the adjusted market value over the last 12 months preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value of assets that is greater than market value.

***Participant methods***

We used the participant data supplied by the plan sponsor. We have reviewed the data and have no reason to doubt its substantial accuracy. Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for non vested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.
- **Disabled participants:** The liabilities for participants on long-term disability have been included with the liabilities for terminated vested participants. We have valued these participants using the assumption that they will remain disabled until normal retirement.
- **Transferred participants:** The liabilities for employees who have transferred into another plan of the plan sponsor have been included with the liabilities for terminated vested participants.

**Schedule SB, Part V – Summary of actuarial assumptions/methods (continued)**

***Benefits included or excluded – effective January 1, 2008***

Unless noted below, all benefits provided by the plan are included in this valuation.

- **Plan amendments:** Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuation.
- **Late retirement increases:**
  - *Active participants:* The plan provides benefit suspension notices to participants who work beyond normal retirement. The Plan distributes benefits to active participants who work beyond age 70 1/2.
  - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase. The Plan distributes benefits to all deferred vested participants upon attaining age 65.
- **Shutdown benefits:** We are not aware of any corporate actions that would create shutdown benefits; therefore, they are excluded.
- **IRC Sections 401(a)(17) and 415(b):** The limitations of Internal Revenue Code Sections 401(a)(17) and 415(b) have been incorporated into our calculations, as applicable.
- **Benefit restrictions:** Benefit restrictions (if applicable) are ignored in this valuation.

***Plan sponsor elections***

**Funding interest rate**

- Full yield curve
- 2 look-back months

**Asset valuation method:**

- Average adjusted market value
- 25 months in average period
- Annual frequency of valuation

**Mortality assumption:**

- PPA separate static annuitant and non annuitant mortality tables

**Treatment of insurance contracts:**

- Not applicable

**Valuation of lump sums based on Section 417(e):**

- Lump sum benefit based on annuity substitution liability
- Adjustment to reflect five-year phase-in of PPA rates was not used

**Schedule SB, Part V – Summary of actuarial assumptions/methods (continued)**

***Minimum funding method***

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- An individual's **accrued liability** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the accrued liability and the normal cost for an individual are the sum of the component accrued liabilities and normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual normal costs, and the plan's **funding target liability** is the sum of the accrued liabilities for all participants under the plan.

***Maximum deductible contribution method***

Calculations of maximum deductible contributions include the excess of the accrued liability computed using the projected unit credit method over the minimum funding target. The objective of the projected unit credit method is to fund each participant's benefits under the plan as they accrue, taking into consideration expected future compensation and/or benefit increases. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- An individual's **projected accrued liability** is the present value of benefits based on credited service as of the beginning of the plan year and projected compensation and/or benefit that would be used in the calculation of the benefit on each expected separation date. If multiple decrements are used, the accrued liability for an individual is the sum of the component accrued liabilities associated with the various anticipated separation dates.
- The plan's **projected funding target liability** is the sum of the projected accrued liabilities for all participants under the plan.

## Schedule SB, Part V – Summary of plan provisions

Following is a summary of the major plan provisions used to determine the plan's financial position. It should not be used in determining plan benefits.

| Effective date and plan year                     | November 1, 1983. Last amended effective May 1, 2006.                                                                                                                                                                                                                                                                                                                                                                                                                      |            |                         |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |
|--------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-------------------------|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|
| Status of the plan                               | The plan is closed to new entrants effective May 1, 2006.                                                                                                                                                                                                                                                                                                                                                                                                                  |            |                         |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |
| Significant events that occurred during the year | LyondellBasell Industries filed for bankruptcy on January 6, 2009, triggering benefit restrictions on accelerated forms of payment.                                                                                                                                                                                                                                                                                                                                        |            |                         |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |
| Eligibility                                      | The plan is closed to new entrants effective May 1, 2006.                                                                                                                                                                                                                                                                                                                                                                                                                  |            |                         |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |
| Credited service                                 | A participant's period of service in years and months in which a participant accrues earnings. The total months of credited service divided by 12 shall be the years of credited service, even if the months of credited service have not been consecutive. Prior service under Hercules Incorporated Pension Plan is included.                                                                                                                                            |            |                         |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |
| Service                                          | At least six months of earnings are required for one year of vesting service. Prior service under Hercules Incorporated Pension Plan is included.                                                                                                                                                                                                                                                                                                                          |            |                         |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |
| Final average earnings                           | Average monthly earnings for the highest five consecutive years during the last ten years of service.                                                                                                                                                                                                                                                                                                                                                                      |            |                         |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |
| Social security earnings base                    | One twelfth of the compensation as used under the Social Security Act to calculate a maximum unreduced primary Social Security benefit in the year of the earlier of: the effective date of retirement or termination and age 65.                                                                                                                                                                                                                                          |            |                         |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |
| Normal retirement                                | Age 65 and 5 years of credited service.                                                                                                                                                                                                                                                                                                                                                                                                                                    |            |                         |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |
| Unreduced early retirement                       | Eligibility for unreduced retirement benefit is as follows: <table> <tr> <th><u>Age</u></th><th><u>Credited service</u></th></tr> <tr><td>55</td><td>35</td></tr> <tr><td>56</td><td>32</td></tr> <tr><td>57</td><td>29</td></tr> <tr><td>58</td><td>26</td></tr> <tr><td>59</td><td>23</td></tr> <tr><td>60</td><td>20</td></tr> <tr><td>61</td><td>18</td></tr> <tr><td>62</td><td>16</td></tr> <tr><td>63</td><td>14</td></tr> <tr><td>64</td><td>12</td></tr> </table> | <u>Age</u> | <u>Credited service</u> | 55 | 35 | 56 | 32 | 57 | 29 | 58 | 26 | 59 | 23 | 60 | 20 | 61 | 18 | 62 | 16 | 63 | 14 | 64 | 12 |
| <u>Age</u>                                       | <u>Credited service</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                    |            |                         |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |
| 55                                               | 35                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |            |                         |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |
| 56                                               | 32                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |            |                         |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |
| 57                                               | 29                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |            |                         |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |
| 58                                               | 26                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |            |                         |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |
| 59                                               | 23                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |            |                         |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |
| 60                                               | 20                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |            |                         |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |
| 61                                               | 18                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |            |                         |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |
| 62                                               | 16                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |            |                         |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |
| 63                                               | 14                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |            |                         |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |
| 64                                               | 12                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |            |                         |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |
| Early retirement                                 | Age 50 and 10 years of credited service.                                                                                                                                                                                                                                                                                                                                                                                                                                   |            |                         |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |
| Vested termination eligibility                   | 5 years of vesting service.                                                                                                                                                                                                                                                                                                                                                                                                                                                |            |                         |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |    |

**Schedule SB, Part V – Summary of plan provisions (continued)**

| Pre-retirement death benefit eligibility                  | Beneficiaries of participants who are vested and actively employed or who are vested terminated participants and who have elected this coverage.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                        |                                 |              |               |              |                |                        |                                 |              |               |              |                |                 |               |
|-----------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|---------------------------------|--------------|---------------|--------------|----------------|------------------------|---------------------------------|--------------|---------------|--------------|----------------|-----------------|---------------|
| Normal retirement benefits                                | 1.15% of final average earnings up to the Social Security Earnings Base plus 1.35% of final average earnings in excess of such earnings base multiplied by years of credited service.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                        |                                 |              |               |              |                |                        |                                 |              |               |              |                |                 |               |
| Early retirement benefits                                 | Monthly benefit is equal to the accrued normal retirement benefit payable at age 65, actuarially reduced as described in the Plan for each month preceding the date the participant would be eligible for unreduced early retirement benefits.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                        |                                 |              |               |              |                |                        |                                 |              |               |              |                |                 |               |
| Vested termination benefits                               | As described under normal retirement benefit above based on credited service and earnings at termination. A participant may elect to receive payment of a vested benefit as early as age 50. The benefit that would have been payable at age 65 will be actuarially reduced as described in the Plan.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                        |                                 |              |               |              |                |                        |                                 |              |               |              |                |                 |               |
| Pre retirement death benefit (Surviving spouse's benefit) | <p>Benefit that would have been payable to beneficiary had the participant elected retirement on his date of death under either the 50% or 100% contingent annuity option.</p> <p>Reduction for pre-retirement death benefit:</p> <p>Spouse beneficiary for active employees under age 50:</p> <table> <tr> <th><u>Age at coverage</u></th><th><u>Charge per year coverage</u></th></tr> <tr> <td>Up to age 44</td><td>0.1% per year</td></tr> <tr> <td>Age 45 to 50</td><td>0.25% per year</td></tr> </table> <p>Spouse beneficiary for active employees age 50 or older:</p> <p>50% contingent annuity option – reduced 0.5% per year</p> <p>100% contingent annuity option – reduced 0.4% per year</p> <p>Non-spouse beneficiaries can only receive the 50% contingent annuity option.</p> <p>Vested terminated participants (50% contingent annuity option only):</p> <table> <tr> <th><u>Age at coverage</u></th><th><u>Charge per year coverage</u></th></tr> <tr> <td>Up to age 44</td><td>0.1% per year</td></tr> <tr> <td>Age 45 to 50</td><td>0.25% per year</td></tr> <tr> <td>Age 50 and over</td><td>0.5% per year</td></tr> </table> | <u>Age at coverage</u> | <u>Charge per year coverage</u> | Up to age 44 | 0.1% per year | Age 45 to 50 | 0.25% per year | <u>Age at coverage</u> | <u>Charge per year coverage</u> | Up to age 44 | 0.1% per year | Age 45 to 50 | 0.25% per year | Age 50 and over | 0.5% per year |
| <u>Age at coverage</u>                                    | <u>Charge per year coverage</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                        |                                 |              |               |              |                |                        |                                 |              |               |              |                |                 |               |
| Up to age 44                                              | 0.1% per year                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                        |                                 |              |               |              |                |                        |                                 |              |               |              |                |                 |               |
| Age 45 to 50                                              | 0.25% per year                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                        |                                 |              |               |              |                |                        |                                 |              |               |              |                |                 |               |
| <u>Age at coverage</u>                                    | <u>Charge per year coverage</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                        |                                 |              |               |              |                |                        |                                 |              |               |              |                |                 |               |
| Up to age 44                                              | 0.1% per year                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                        |                                 |              |               |              |                |                        |                                 |              |               |              |                |                 |               |
| Age 45 to 50                                              | 0.25% per year                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                        |                                 |              |               |              |                |                        |                                 |              |               |              |                |                 |               |
| Age 50 and over                                           | 0.5% per year                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                        |                                 |              |               |              |                |                        |                                 |              |               |              |                |                 |               |

**Schedule SB, Part V – Summary of plan provisions (continued)**

|                                             |                                                                                                                                                                                                                                                                                                                                         |
|---------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Disability retirement                       | 10 years of service.                                                                                                                                                                                                                                                                                                                    |
| Disability benefits                         | For employees receiving Social Security disability benefits, benefit as described in under normal retirement benefit.<br><br>For employees who fail to qualify or fail to remain qualified for Social Security disability benefit, 1.15% of final average earnings multiplied by years of service or any other pension under this plan. |
| Form of payment                             | Life annuity.<br><br>50%, 75% or 100% contingent annuity.                                                                                                                                                                                                                                                                               |
| Changes in plan provisions since prior year | The pay cap was increased from \$230,000 to \$245,000 to reflect changes in the 401(a)(17) pay limits.<br><br>The annuity benefit cap was increased from \$185,000 to \$195,000 to reflect changes in the 415(b) limits.                                                                                                                |

***Benefits included or excluded***

Unless noted below, all benefits provided by the plan are included in this valuation.

- **Plan amendments:** Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuation.
- **Late retirement increases:**
  - *Active participants:* The plan provides benefit suspension notices to participants who work beyond normal retirement. The Plan distributes benefits to active participants who work beyond age 70 1/2.
  - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase. The Plan distributes benefits to all deferred vested participants upon attaining age 65.
- **Shutdown benefits:** We are not aware of any corporate actions that would create shutdown benefits; therefore, they are excluded.
- **IRC Sections 401(a)(17) and 415(b):** The limitations of Internal Revenue Code Sections 401(a)(17) and 415(b) have been incorporated into our calculations, as applicable.
- **Benefit restrictions:** Benefit restrictions (if applicable) are ignored in this valuation.

**Schedule SB, Line 25 – Change in method**

- Beginning with the 2009 valuation, expected expenses are added to the normal cost.
- The asset method was changed from fair market value to average adjusted market value.
- This is the first year that Mercer has performed the actuarial valuation for the plan. Last year's valuation was performed by Towers Perrin. The method change was made pursuant to IRS Announcement 2010-3 and is eligible for automatic approval.
- The funding interest rate was changed from the segmented yield curve with no phase-in and 4 month lookback to the full yield curve with 2 month lookback.

**Schedule SB, Line 32 – Schedule of amortization bases**

The shortfall amortization charge is the sum of the shortfall base amortization for each plan year covered under PPA. Although a shortfall base can be negative, the combined shortfall amortization charge cannot be negative.

| Charge         | Amortization period |               | Balances     |              | Beginning<br>of year<br>payment |
|----------------|---------------------|---------------|--------------|--------------|---------------------------------|
|                | Date<br>created     | Years<br>left | Initial      | Outstanding  |                                 |
| Shortfall Loss | 01/01/2009          | 7             | \$ 7,154,706 | \$ 7,154,706 | \$ 1,269,594                    |
| Total          |                     |               |              | \$ 7,154,706 | \$ 1,269,594                    |

Schedule SB, Line 26 – Schedule of active participant data

| Age          | Years of benefit service as of January 1, 2009 |           |          |          |          |           |           |           |           |          | Total         |
|--------------|------------------------------------------------|-----------|----------|----------|----------|-----------|-----------|-----------|-----------|----------|---------------|
|              | < 1                                            | 1 - 5     | 5 - 9    | 10 - 14  | 15 - 19  | 20 - 24   | 25 - 29   | 30 - 34   | 35 - 39   | 40+      |               |
| < 25         |                                                | 1         |          |          |          |           |           |           |           |          | 1             |
|              |                                                | *         |          |          |          |           |           |           |           |          | *             |
| 25 - 29      |                                                | 8         |          |          |          |           |           |           |           |          | 8             |
|              |                                                | *         |          |          |          |           |           |           |           |          | *             |
| 30 - 34      |                                                | 5         |          |          |          |           |           |           |           |          | 5             |
|              |                                                | *         |          |          |          |           |           |           |           |          | *             |
| 35 - 39      |                                                | 2         | 1        |          |          |           |           |           |           |          | 3             |
|              |                                                | *         | *        |          |          |           |           |           |           |          | *             |
| 40 - 44      |                                                | 1         | 2        | 3        | 3        | 1         |           |           |           |          | 10            |
|              |                                                | *         | *        | *        | *        | *         |           |           |           |          | *             |
| 45 - 49      |                                                | 3         |          | 4        | 2        | 4         | 1         |           |           |          | 14            |
|              |                                                | *         |          | *        | *        | *         | *         |           |           |          | *             |
| 50 - 54      |                                                | 1         |          | 1        | 1        | 5         | 5         | 4         |           |          | 17            |
|              |                                                | *         |          | *        | *        | *         | *         | *         |           |          | *             |
| 55 - 59      |                                                |           |          | 1        | 2        | 5         | 8         | 10        | 10        |          | 36            |
|              |                                                |           |          | *        | *        | *         | *         | *         | *         |          | *             |
| 60 - 64      |                                                |           |          |          |          | 2         | 1         | 2         | 9         | 1        | 15            |
|              |                                                |           |          |          |          | *         | *         | *         | *         | *        | *             |
| 65 - 69      |                                                |           |          |          |          |           |           |           |           | 1        | 1             |
|              |                                                |           |          |          |          |           |           |           |           | *        | *             |
| 70+          |                                                |           |          |          |          |           |           |           |           |          |               |
| <b>Total</b> |                                                | <b>21</b> | <b>3</b> | <b>9</b> | <b>8</b> | <b>17</b> | <b>15</b> | <b>16</b> | <b>19</b> | <b>2</b> | <b>110</b>    |
|              |                                                | *         | *        | *        | *        | *         | *         | *         | *         | *        | <b>88,267</b> |

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is average pay for 2009 limited to \$245,000. Average pay is not shown for cells with fewer than 20 participants. This table does not include transferred participants.

**Schedule SB, Line 24 – Change in actuarial assumptions**

- Salary increase assumption was changed from 4.00% per year to 0.00% for 2009 and 4.50% per year thereafter.

**SCHEDULE SB  
(Form 5500)**Department of the Treasury  
Internal Revenue ServiceDepartment 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

Basell Pension Plan

**B** Three-digit  
plan number (PN) ▶

001

**C** Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

Basell North America, Inc.

**D** Employer Identification Number (EIN)

51-0272090

**E** Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B**F** Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500**Part I Basic Information****1** Enter the valuation date: Month 1 Day 1 Year 2009**2** Assets:

| <b>a</b> Market value .....    | <b>2a</b> | 43,291,552 |
|--------------------------------|-----------|------------|
| <b>b</b> Actuarial value ..... | <b>2b</b> | 47,620,707 |

**3** Funding target/participant count breakdown

|                                                                             |              | (1) Number of participants | (2) Funding Target |
|-----------------------------------------------------------------------------|--------------|----------------------------|--------------------|
| <b>a</b> For retired participants and beneficiaries receiving payment ..... | <b>3a</b>    | 285                        | 35,710,427         |
| <b>b</b> For terminated vested participants .....                           | <b>3b</b>    | 60                         | 1,232,191          |
| <b>c</b> For active participants:                                           |              |                            |                    |
| (1) Non-vested benefits .....                                               | <b>3c(1)</b> |                            | 317,552            |
| (2) Vested benefits .....                                                   | <b>3c(2)</b> |                            | 14,031,979         |
| (3) Total active .....                                                      | <b>3c(3)</b> | 135                        | 14,349,531         |
| <b>d</b> Total .....                                                        | <b>3d</b>    | 480                        | 51,292,149         |

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

|                                                                                                                                                                                                       |           |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--|
| <b>a</b> Funding target disregarding prescribed at-risk assumptions .....                                                                                                                             | <b>4a</b> |  |
| <b>b</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 ..... | <b>4b</b> |  |

**5** Effective interest rate ..... **5** 8.27 %**6** Target normal cost ..... **6** 1,297,057**Statement by Enrolled Actuary**

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

**SIGN  
HERE**

Signature of actuary

Kevin R. Minor

Type or print name of actuary

Mercer

1000 Main Street, Suite 2900

Firm name

Houston TX 77002-6307

Address of the firm

Date

08-03831

Most recent enrollment number

(713) 276-2100

Telephone number (including area code)

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

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

Schedule SB (Form 5500) 2009  
v.092308.1

**Part II Beginning of year carryover and prefunding balances**

|                                                                                                          | (a) Carryover balance | (b) Prefunding balance |
|----------------------------------------------------------------------------------------------------------|-----------------------|------------------------|
| <b>7</b> Balance at beginning of prior year after applicable adjustments (Item 13 from prior year) ..... | 9,796,659             | 0                      |
| <b>8</b> Portion used to offset prior year's funding requirement (Item 35 from prior year) .....         | 1,335,487             | 0                      |
| <b>9</b> Amount remaining (Item 7 minus item 8).....                                                     | 8,461,172             | 0                      |
| <b>10</b> Interest on item 9 using prior year's actual return of (22.46)% .....                          | (1,900,379)           |                        |
| <b>11</b> Prior year's excess contributions to be added to prefunding balance:                           |                       |                        |
| <b>a</b> Excess contributions (Item 38 from prior year) .....                                            |                       | 0                      |
| <b>b</b> Interest on (a) using prior year's effective rate of 5.94 % .....                               |                       | 0                      |
| <b>c</b> Total available at beginning of current plan year to add to prefunding balance .....            |                       | 0                      |
| <b>d</b> Portion of (c) to be added to prefunding balance.....                                           |                       | 0                      |
| <b>12</b> Reduction in balances due to elections or deemed elections.....                                | 0                     | 0                      |
| <b>13</b> Balance at beginning of current year (item 9 + item 10 + item 11d - item 12) .....             | 6,560,793             | 0                      |

**Part III Funding percentages**

|                                                                                                                                                                           |           |         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>14</b> Funding target attainment percentage.....                                                                                                                       | <b>14</b> | 80.05 % |
| <b>15</b> Adjusted funding target attainment percentage.....                                                                                                              | <b>15</b> | 80.05 % |
| <b>16</b> Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement..... | <b>16</b> | 97.78 % |
| <b>17</b> If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....                                        | <b>17</b> | %       |

**Part IV Contributions and liquidity shortfalls**

| (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
|--------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
| <b>Totals ▶</b>          |                                   |                                 | <b>18(b)</b>             | 0                                 | <b>18(c)</b> 0                  |

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

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

**20** Quarterly contributions and liquidity shortfalls:

**a** Did the plan have a "funding shortfall" for the prior year? ..... ☒ Yes ☐ No

**b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ..... ☒ Yes ☐ No

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

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

**Part V Assumptions used to determine funding target and target normal cost****21** Discount rate:**a** Segment rates:1st segment:  
%2nd segment:  
%3rd segment:  
%☒ N/A, full yield curve used**b** Applicable month (enter code) .....**21b**

2

**22** Weighted average retirement age .....**22**

63

**23** Mortality table(s) (see instructions) .....☐

Prescribed - combined

☒

Prescribed - separate

☐

Substitute

**Part VI Miscellaneous items****24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. .... ☒ Yes ☐ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. .... ☒ Yes ☐ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. .... ☒ Yes ☐ No**27** If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment. .... **27****Part VII Reconciliation of unpaid minimum required contributions for prior years****28** Unpaid minimum required contribution for all prior years ..... **28** 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** 1,297,057**32** Amortization installments:

Outstanding Balance

Installment

**a** Net shortfall amortization installment .....

7,154,706

1,269,594

**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**

2,566,651

Carryover balance

Prefunding balance

Total balance

**35** Balances used to offset funding requirement .....

2,566,651

0

2,566,651

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

0

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

0

**38** Interest-adjusted excess contributions for current year (see instructions) ..... **38** 0**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

|                            |                            |             |            |
|----------------------------|----------------------------|-------------|------------|
| <b>Plan Name</b>           | Basell Pension Plan        | <b>EIN:</b> | 51-0272090 |
| <b>Plan Sponsor's Name</b> | Basell North America, Inc. | <b>PN:</b>  | 001        |

[illegible]