Form 5500	Annual Return/Report of Employee Benefit Plan	OMB Nos. 1210-0110 1210-0089
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ▶ **Complete all entries in accordance with the instructions to the Form 5500.**	**2009** **This Form is Open to Public Inspection**

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
ISP FOR NON-SALARIED EMPLOYEES OF CIBA SPECIALTY CHEM CORP AT WEST MEMPHIS, AK USW, LOCAL 5-714

1b Three-digit plan number (PN) ▶ 050

1c Effective date of plan 01/01/2001

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

BASF CORPORATION

100 CAMPUS DRIVE
FLORHAM PARK, NJ 07932

2b Employer Identification Number (EIN) 13-3904291

2c Sponsor's telephone number 973-245-6000

2d Business code (see instructions) 325100

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	11/01/2010	GEORGE H. MUSKAL, EMPLOYEE BENEFITS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	11/01/2010	GEORGE H. MUSKAL, EMPLOYEE BENEFITS
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") CIBA CORPORATION BASF CORPORATION 100 CAMPUS DRIVE FLORHAM PARK, NJ 07932	**3b** Administrator's EIN 13-3904291 **3c** Administrator's telephone number 973-245-6000

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:	**4b** EIN 13-3904291	
a Sponsor's name CIBA CORPORATION	**4c** PN 050	

5 Total number of participants at the beginning of the plan year	**5**	82
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**	0
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	0
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	0
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:

2E 2F 2G 2J 2K 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)			**9b** Plan benefit arrangement (check all that apply)		
(1)	☐	Insurance	**(1)**	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts	**(2)**	☐	Code section 412(e)(3) insurance contracts
(3)	X	Trust	**(3)**	X	Trust
(4)	☐	General assets of the sponsor	**(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			**b General Schedules**		
(1)	X	**R** (Retirement Plan Information)	**(1)**	X	**H** (Financial Information)
(2)	☐	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	**(2)**	☐	**I** (Financial Information – Small Plan)
			(3)	☐	___ **A** (Insurance Information)
			(4)	☐	**C** (Service Provider Information)
(3)	☐	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	**(5)**	X	**D** (DFE/Participating Plan Information)
			(6)	☐	**G** (Financial Transaction Schedules)

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

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

A Name of plan
ISP FOR NON-SALARIED EMPLOYEES OF CIBA SPECIALTY CHEM CORP AT WEST MEMPHIS, AK USW, LOCAL 5-714

B Three-digit plan number (PN) ▶ 050

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
CIBA CORPORATION

D Employer Identification Number (EIN)
13-3904291

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: CIBA SPEC CHEM CORP MASTER SAV TR

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
31-1514089-001	M	0

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

b Name of plan sponsor

c EIN-PN

a Plan name

b Name of plan sponsor

c EIN-PN

a Plan name

b Name of plan sponsor

c EIN-PN

a Plan name

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a Plan name

b Name of plan sponsor

c EIN-PN

a Plan name

b Name of plan sponsor

c EIN-PN

SCHEDULE H (Form 5500)	Financial Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ **File as an attachment to Form 5500.**	**2009** **This Form is Open to Public Inspection**

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

A Name of plan
ISP FOR NON-SALARIED EMPLOYEES OF CIBA SPECIALTY CHEM CORP AT WEST MEMPHIS, AK USW, LOCAL 5-714

B Three-digit plan number (PN) ▶ 050

C Plan sponsor's name as shown on line 2a of Form 5500
CIBA CORPORATION

D Employer Identification Number (EIN)
13-3904291

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	842	0
(2) Participant contributions	1b(2)	704	0
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	284958	0
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	3046323	0
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	3332827	0
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	3526	0
i Acquisition indebtedness	1i		
j Other liabilities	1j		0
k Total liabilities (add all amounts in lines 1g through1j)	1k	3526	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	3329301	0

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	150526	
(B) Participants	2a(1)(B)	283100	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		433626
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	18258	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		18258
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		474286
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		926170

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	482819	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		482819
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		482819

Net Income and Reconciliation

k Net income (loss). Subtract line **2j** from line **2d**	2k		443351
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		3772652

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) [X] 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 [X] No

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

(1) Name: J.H. COHN LLP **(2)** EIN: 22-1478099

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

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

Part IV Compliance Questions

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

During the plan year:

			Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i		X	
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k	X		
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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)
BASF CORPORATION RETIREMENT SAVINGS PLAN	16-1090809	004

SCHEDULE R (Form 5500)	Retirement Plan Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ **File as an attachment to Form 5500.**	**2009** **This Form is Open to Public Inspection.**

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

A Name of plan
ISP FOR NON-SALARIED EMPLOYEES OF CIBA SPECIALTY CHEM CORP AT WEST MEMPHIS, AK USW, LOCAL 5-714

B Three-digit plan number (PN) ▶ 050

C Plan sponsor's name as shown on line 2a of Form 5500
CIBA CORPORATION

D Employer Identification Number (EIN)
13-3904291

Part I Distributions

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

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

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

EIN(s): _____ _____

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

a Name of contributing employer

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

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

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

a Name of contributing employer

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

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

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

a Name of contributing employer

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

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

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

a Name of contributing employer

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

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

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

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

J.H. COHN LLP
Accountants and Consultants since 1919

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Report of Independent Public Accountants

The Trustee and Participants in the
Investment Savings Plan for Non-Salaried Employees of Ciba Corporation at West Memphis, Arkansas: PACE, Local 5-714:

We have audited the accompanying statement of net assets available for benefits of Investment Savings Plan for Non-Salaried Employees of Ciba Corporation at West Memphis, Arkansas: PACE, Local 5-714 (the "Plan") as of December 31, 2009, and the related statement of changes in net assets available for benefits for the year then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit. The financial statements of the Plan as of and for the year ended December 31, 2008 were audited by other auditors whose report, dated August 13, 2009, expressed an unqualified opinion on those financial statements.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the 2009 financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2009, and the changes in its net assets available for benefits for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audit was performed for the purpose of forming an opinion on the 2009 basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2009 is presented for the purpose of additional analysis and is not a required part of the 2009 basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the 2009 basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the 2009 basic financial statements taken as a whole.

J.H. Cohn LLP

Roseland, New Jersey
October 15, 2010

INVESTMENT SAVINGS PLAN FOR NON-SALARIED EMPLOYEES OF CIBA CORPORATION AT WEST MEMPHIS, ARKANSAS: PACE, LOCAL 5-714

Financial Statements and Supplemental Schedule

December 31, 2009 and 2008

INVESTMENT SAVINGS PLAN FOR NON-SALARIED EMPLOYEES OF CIBA CORPORATION AT WEST MEMPHIS, ARKANSAS: PACE, LOCAL 5-714

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Note: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

Investment Savings Plan for Non-Salaried Employees of
Ciba Corporation at West Memphis, Arkansas: PACE, Local 5-714

Statements of Net Assets Available for Benefits

December 31, 2009 and 2008

(In thousands)

	2009	2008
Assets:		
Investment in Master Trust, at fair value	$ 3,401	$ 3,046
Participant loans	370	285
Total investments	3,771	3,331
Contributions receivable:		
Participants	-	1
Employer	-	1
Total contributions receivable	-	2
Total assets	3,771	3,333
Liabilities:		
Payable to BASF Corporation Retirement Savings Plan	3,773	
Accrued administrative expenses		4
Total liabilities	3,773	4
Net assets available for benefits, at fair value	(2)	3,329
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	2	93
Net assets available for benefits	$ -	3,422

See accompanying notes to the financial statements.

Investment Savings Plan for Non-Salaried Employees of
Ciba Corporation at West Memphis, Arkansas: PACE, Local 5-714

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2009 and 2008

(In thousands)

	2009	2008
Additions:		
Contributions:		
Participant	$ 283	$ 314
Employer	151	158
Total contributions	434	472
Investment income (loss):		
Net income (loss) in Master Trust	386	(941)
Interest on participant loans	18	21
Total investment income (loss)	404	(920)
Total additions	838	(448)
Deductions:		
Distributions to participants	483	577
Administrative expenses	4	14
Total deductions	487	591
Transfer to BASF Corporation Retirement Savings Plan	(3,773)	
Decrease in net assets available for benefits	(3,422)	(1,039)
Net assets available for benefits – beginning of year	3,422	4,461
Net assets available for benefits – end of year	$ -	$ 3,422

See accompanying notes to the financial statements.

INVESTMENT SAVINGS PLAN FOR NON-SALARIED EMPLOYEES OF CIBA CORPORATION AT WEST MEMPHIS, ARKANSAS: PACE, LOCAL 5-714

Notes to Financial Statements

December 31, 2009 and 2008

(In thousands, except for note 1)

(1) Description of the Plan

The following description of the Investment Savings Plan for Non-Salaried Employees of BASF Corporation at West Memphis, Arkansas: PACE, Local 5-714 (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

(a) General

On April 9, 2009, BASF Corporation ("BASF") obtained control of Ciba Corporation ("Ciba") with the acquisition of the tendered shares as of the public tender offer. By the end of June 2009, the remaining shares not tendered were acquired, meaning that BASF now holds 100% of the shares in Ciba.

The Plan is a defined contribution plan sponsored by BASF Performance Products, LLC, formerly, Ciba Corporation (the "Company") and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan participated along with two other savings plans in the Ciba Corporation Investment Savings Plan (the "Master Trust").

Substantially all employees of the Company who are represented by the Paper, Allied Industrial Chemical & Energy Union, Local 5-714 are eligible to become participants of the Plan on the first day of the month following the completion of one month of service.

Effective December 31, 2009, the Plan was merged into the BASF Corporation Retirement Savings Plan.

(b) Contributions

Each year, participants may contribute up to 5% of the qualifying annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Upon enrollment in the Plan, a participant may direct employee and Company contributions into any of the Plan's investment options.

The Plan permits both pre-tax and after-tax employee contributions which are subject to limitations imposed by Internal Revenue Service ("IRS") regulations. Participants' contributions up to 5% of qualifying compensation (whether pre-tax or after-tax contributions) are entitled to Company matching contributions. Contributions are matched by the Company in accordance with the following table:

Years of Participation	*Company Match*
0–2	25%
3–5	50%
5 or more	100%

Description of the Plan (continued)

(b) Contributions (continued)

Each participant may elect to make up to 15% of his or her compensation to the Plan in the form of before or after tax contributions not to exceed limitations set forth by the IRS.

The Company limits the contributions of highly compensated employees to ensure the Plan complies with the non-discrimination requirements imposed by the IRS.

(c) Vesting

Participants are vested immediately in their contributions. Company matching contributions and earnings thereon are 100% vested after three years of service. There is no partial vesting. Nonvested portions of Company contributions are forfeited as of an employee's termination date and are used to reduce future Company matching contributions.

(d) Participant Accounts

Separate participant accounts are established (as applicable) for matching contributions, before-tax contributions, after-tax contributions, and rollover accounts. All accounts equally share in the earnings or losses of the funds in the Master Trust in which amounts are invested.

No amounts may be withdrawn from pre-tax savings accounts by participants prior to attaining age 59 $^1/_2$ unless the employee is terminated, becomes permanently and totally disabled, dies or is able to demonstrate financial hardship, as defined by the Plan document. The Plan permits withdrawals from after-tax contributions with no need to prove financial hardship and allows participant loans (as discussed below). A participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a term specified in the Plan.

(e) Participant Loans

Participants may borrow from their fund accounts a minimum of $500 and up to a maximum of the lesser of 50% of their account balance or $50,000 (the $50,000 maximum is reduced by the highest outstanding balance of loans made to the participants during the one-year period ending on the day before the loan is made – even if the earlier loan has been paid in full). Loans are secured by the balance in the participant's account and bear interest at a rate commensurate with prevailing rates. Interest rates are set quarterly and are based upon the prime rate. The interest rates for loans vary depending on the length of the loan. Interest rates range from approximately 3.25% to 8.25% for 2009 and 2008. Principal and interest are paid ratably through monthly payroll deductions. All loans must be repaid within five years.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP).

Investment contracts held by a defined–contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of the defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through the unallocated insurance contract. The statement of net assets available for benefits presents the fair value of the investment in the unallocated insurance contract as well as the adjustment of the investment in the unallocated insurance contract from fair value to contract value relating to the investment contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis.

(b) Valuation of Investments

The Plan's investments are stated at fair value, which has been determined based on the fair value of the underlying investments. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See "Note 5 Fair Value Measurements" for discussion of fair value measurement.

(c) Security Transactions

Purchases and sales of securities are recorded on a trade date basis. The Plan's gains and losses on investments purchased or sold or held during the year are included in the net appreciation (depreciation).

(d) Investment Income

Dividend income is recorded on the ex-dividend date; interest income is recorded as earned on the accrual basis.

(e) Risks and Uncertainties

The Plan utilizes various investment securities including common collective trusts, mutual funds and corporate stocks. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and those changes could materially affect participants' account balances and the amounts reported in the financial statements.

(2) Summary of Significant Accounting Policies(continued)

(f) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Sponsor to make estimates, assumptions and valuations that affect the amounts reported in the financial statements and accompanying footnotes. Actual results could differ from those estimates.

(g) Payment of Benefits

Benefits are recorded when paid.

(h) Administrative Fees

Certain administrative expenses of the Plan are paid by the Plan Sponsor.

(i) Subsequent Events

The Plan has evaluated subsequent events through October 15, 2010, the date the financial statements were available to be issued.

(3) Federal Income Tax Status

The IRS has determined and informed the Sponsor by letter dated April 24, 2003 that the Plan and the related trust are designed in accordance with applicable sections of the Internal Revenue Code (the "Code"). The Plan has been amended since receiving the determination letter. However, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed and currently being operated in compliance with applicable requirements of the Code. Accordingly, the Plan's financial statements do not include a provision for income taxes.

(4) Investment Contracts

The Master Trust has entered in four benefit-responsive investment contracts with Monumental Life Insurance Company and Natixis Financial Products Inc. (the "Issuers"). The aggregate contact value, which approximates fair value, included in the net assets of the Master Trust is $86,932 and $90,513 as of December 31, 2009 and 2008, respectively, as reported to the Master Trust by the Issuers. The average yield and crediting interest rates of the contracts were 3.29% and 3.16%, respectively, for the year ended December 31, 2009 and 3% and 5%, respectively, for the year ended December 31, 2008. There are no reserves against contract value for credit risk of the Issuers or otherwise. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The crediting interest rate is based on a formula agreed upon with the Issuers. Each investment contract has a zero percent floor on the crediting interest rate. The crediting interest rates are reset on a quarterly basis.

(5) Fair Value Measurements

Financial Accounting Standards Board (FASB) *Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1	Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.
Level 2	Observable prices that are based on inputs not quoted on active markets, but corroborated by market data.
Level 3	Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

In determining fair value, the Plan utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible, as well as, considers counterparty credit risk in its assessment of fair value. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The following is a description of the valuation methodologies used for assets at fair value:

Mutual Funds: Open ended funds operated by an investment company which invests in stocks, bonds, and money market funds. The fund is valued based on the underlying securities and assigned a daily net asset value ("NAV").

Common Collective Trusts: Trusts invested in other funds, brokerages, investment companies, insurance companies, investment banks and pension funds and is valued on the basis of the underlying securities.

Participant Loans: Valued at amortized cost, which approximates fair value.

Unallocated Insurance Contract: The fair value of the synthetic guaranteed investment contracts is based on the fair value of the underlying assets plus the value of the wrapper as determined on a replacement cost basis.

(5) Fair Value Measurements (continued)

The following table presents the Plan's investments with reported NAV at December 31, 2009:

	Fair Value	Unfunded Commitment Committed	Redemption Frequency	Redemption Notice Period
NTGI-QM Collective Daily EAFE	$ 12,184		Daily	1 Day
Collective Short-Term Investment Fund	13,421		Daily	1 Day
NT Collective Russell 1000 Growth Index Fund	6,088		Daily	1 Day
NT Collective S&P 500 Equity Index Fund	44,717		Daily	1 Day
NTGI Collective Government Short-Term Investment Fund	5,972		Daily	1 Day
	$ 82,382			

NTGI-QM Collective Daily EAFE – The primary objective of the Daily EAFE Index Fund is to approximate the risk and return characteristics of the Morgan Stanley Europe, Australasia, and Far East (MSCI EAFE) Index. This Index is commonly used to represent the large and medium cap segment of the non U.S. equity markets.

Collective Short-Term Investment Fund - The Short-Term Investment Fund is an investment vehicle for cash reserves, which seeks to offer a completive rate through a portfolio of high-grade, short-term, money market instruments. Principal preservation is the primary objective, with liquidity management also emphasized to provide for redemption units on any business day. Admissions and withdrawals may be made daily at a constant $1.00 NAV. Interest is accrued daily and distributed monthly.

NT Collective Russell 1000 Growth Index Fund – The primary objective of the Daily Russell 1000 Growth Equity Index Fund is to approximate the risk and return characteristics of the Russell 1000 Growth Index. This is commonly used to represent the large cap segment of the U.S. equity market with a focus on the "growth" style of investing.

NT Collective S&P 500 Equity Index Fund – The primary objective of the Daily S&P 500 Equity Index Fund is to approximate the risk and return characteristics of the S&P 500 Equity Index. This Index is commonly used to represent the large cap segment of the non U.S. equity markets.

NTGI Collective Government Short-Term Investment Fund - The Government Short-Term Investment Fund is an investment vehicle for cash reserves, that offers a competitive rate of return through a portfolio of obligations of the U.S. Government, its agencies or instrumentalities, and related money market instruments. Principal preservation is the primary objective with liquid management also emphasized to provide for redemption of units on any business day. Admission and withdrawals may be made daily at a constant $1.00 NAV. Interest accrued daily and distributed monthly.

(5) Fair Value Measurements (continued)

Below is an asset summary of the investments included in the Master Trust by level (as defined by FASB ASC 820), at fair value as of December 31, 2009 and 2008:

Assets at Fair Value as of December 31, 2009

	Level 1	Level 2	Level 3	Total
Common Collective Trust:				
Foreign Index	$ -	$ 12,184	$ -	$ 12,184
Short term Investment	-	13,421	-	13,421
Growth Index	-	6,088	-	6,088
Large Growth	-	44,717	-	44,717
Large Blend	-	5,972	-	5,972
Total Common Collective Trust	-	82,382	-	82,382
Mutual Funds:				
Target fund	22,898	-	-	22,898
Foreign Small Cap	8,236	-	-	8,236
Income Ed Instl	20,651	-	-	20,651
Real Estate Secs	3,066	-	-	3,066
Mid Cap	11,563	-	-	11,563
Equity & Inc Fund	29,182	-	-	29,182
High Yield Bond	3,068	-	-	3,068
Capital	8,427	-	-	8,427
Total Mutual Funds	107,091	-	-	107,091
Stable Value Fund	-	-	86,738	86,738
Receivable for pending sales	30,152	-	-	30,152
	$ 137,243	$ 82,382	$ 86,738	$ 306,363

(5) Fair Value Measurements (continued)

Assets at Fair Value as of December 31, 2008

	Level 1	Level 2	Level 3	Total
Common Stock	$ 21,474	$ -	$ -	$ 21,474
Common Collective Trust	-	81,912	-	81,912
Mutual Funds	75,374	-	-	75,374
Stable Value Fund	-	-	83,056	83,056
Other investments at market value	541	-	-	541
	$ 97,389	$ 81,912	$ 83,056	$ 262,357

The following is a summary of changes in the fair value of the Master Trust's Level 3 assets for the years ended December 31, 2009 and 2008:

	2009	2008
Beginning balance, January 1st	$ 83,056	$ 84,036
Unrealized gains / losses	7,263	(1,446)
Realized gains / losses	2,745	4,102
Purchases and settlements	(6,326)	(3,636)
Ending balance, December 31	$ 86,738	$ 83,056

In addition, the Plan's investment in participant loans are classified as Level 3 assets and had a fair value of $370 and $285 as of December 31, 2009 and 2008, respectively. The following table sets forth a summary of changes in fair value of the Plan's Level 3 assets for the years ended December 31, 2009 and 2008:

	2009	2008
Beginning balance, January 1st	$ 285	$ 363
Unrealized gains / losses	0	0
Realized gains / losses	0	0
Purchases and settlements	85	(78)
Ending balance, December 31	$ 370	$ 285

(6) Interest in Master Trust

The value of the Plan's interest in the Master Trust is based on the beginning of year value of the Plan's interest in the trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. At December 31, 2009 and 2008, the Plan's interest in the net assets of the Master Trust was approximately 1% and 1%, respectively. Investment income and administrative expenses relating to the Master Trust are allocated to the individual plans based upon average monthly balances invested by each plan. The following table presents the assets, including investments of the Master Trust:

	December 31, 2009	December 31, 2008
Investments:		
Common Stock	$ —	$ 21,474
Common Collective Trusts	82,382	81,912
Mutual Funds	107,091	75,374
Total investments at fair value	189,473	178,760
Stable Value Fund	86,932	83,056
Other investments	—	384
Pending trade sales	30,482	531
Pending trade purchases	—	(279)
Other payables	—	(95)
Net Assets	$ 306,887	$ 262,357
Plan allocated share	$ 3,403	$ 3,139

(6) Interest in Master Trust (continued)

During the years ended December 31, 2009 and 2008, the Master Trust's investments (including gains and losses on investment bought and sold, as well as held during the year) appreciated (depreciated) in values as follows:

		2009		2008
Net appreciation (depreciation) in fair value of investments:				
Mutual Funds	$	$16,162	$	($28,236)
Corporate stock		7,497		(12,055)
Other		278		(45)
Common Collective Trust		13,790		(31,965)
Total appreciation (depreciation)		37,727		(72,301)
Sale of assets		3,284		2,778
Interest Income		2,745		3,552
Dividend Income		390		522
Total investment income (loss)	$	$44,146	$	($65,449)
Plan's investment income (loss) from the Master Trust	$	386	$	($941)

The following presents investments that represent five percent or more of the Master Trust's net assets:

	2009	**2008**
NT Collective S&P 500 Equity Index (14 shares)	$ 44,717	$ -
Delaware Pooled Tr Diversified (2,216 shares)	20,651	-
Oakmark Equity & Inc Fund (1,143 shares)	29,182	-
Stable Value Fund (86,933 and 90,513 shares, respectively)	86,933	90,513

(7) Permitted Party-In-Interest

Certain Plan investments represent shares or units of funds managed by Northern Trust Company as of December 31, 2009 and 2008. Transactions in these funds qualify as permitted party-in-interest transactions.

(8) Benefits Payable to Participants

The Plan had no benefits payable to participants at December 31, 2009 and 2008.

(9) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2008:

Net assets available for benefits per the financial statements, at contract value	$ 3,422
Adjustment from fair value to contract value for fully benefit responsive investment contracts	(93)
Net assets available for benefits per IRS Form 5500	$ 3,329

The following is a reconciliation of net investment income (loss) from Master Trust investment accounts per the financial statements to the Form 5500 for the years ended December 31, 2009 and 2008:

	2009	2008
Net investment income (loss) from the Master Trust investment accounts per the financial statements	$ 386	$ (941)
Adjustment from fair value to contract value for fully benefit responsive investment contracts, net change	93	(79)
Reclass of administrative fees	(4)	
Net investment income (loss) from the Master Trust investment per the IRS Form 5500	$ 475	$ (1,020)

Investment Savings Plan for Non-Salaried Employees of
Ciba Corporation at West Memphis, Arkansas: PACE, Local 5-714

EIN 13-3904291

Plan # 050

Form 5500, Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2009

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
*	Loan Fund	Participant loans (maturing 2010 to 2015 at interest rates of 3.25% to 8.25%)	**	$ 370
	Total assets held for investment purposes		**	$ 370

* Party in interest

** Cost information is not required for participant-directed investment and, therefore, is not included.

See Report of Independent Public Accountants