

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2010</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☒ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>BASELL RETIREMENT INCOME PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>011</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1985</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>011</u>	1c Effective date of plan <u>01/01/1985</u>	
1b Three-digit plan number (PN) ▶	<u>011</u>				
1c Effective date of plan <u>01/01/1985</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>EQUISTAR CHEMICALS, LP</u> <u>1221 MCKINNEY, SUITE 1600</u> <u>HOUSTON, TX 77010-2006</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>76-0550481</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>713-652-7200</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>325900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>76-0550481</u>	2c Sponsor's telephone number <u>713-652-7200</u>	2d Business code (see instructions) <u>325900</u>	
2b Employer Identification Number (EIN) <u>76-0550481</u>					
2c Sponsor's telephone number <u>713-652-7200</u>					
2d Business code (see instructions) <u>325900</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2011	MARIE-CLAIRE ABELANET
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2011	MARIE-CLAIRE ABELANET
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2010)
v.092307.1

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
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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 BASELL NORTH AMERICA, INC.	4b EIN 51-0272090 4c PN 003
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5 Total number of participants at the beginning of the plan year	5	1931
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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	
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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 1I 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
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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) ☒ ¹ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010	
A Name of plan BASELL RETIREMENT INCOME PLAN	B Three-digit plan number (PN) ▶ 011
C Plan sponsor's name as shown on line 2a of Form 5500. EQUISTAR CHEMICALS, LP	D Employer Identification Number (EIN) 76-0550481

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier METROPOLITAN LIFE

(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	0	01/01/2010	12/31/2010

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end **4****5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee(3) ☒ guaranteed investment (4) ☐ other ▶**b** Balance at the end of the previous year **7b** 11239061**c** Additions: (1) Contributions deposited during the year **7c(1)**(2) Dividends and credits **7c(2)**(3) Interest credited during the year **7c(3)** 1290430(4) Transferred from separate account **7c(4)**(5) Other (specify below) **7c(5)**(6) Total additions **7c(6)** 1290430**d** Total of balance and additions (add **b** and **c(6)**). **7d** 12529491**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 1288778(2) Administration charge made by carrier **7e(2)**(3) Transferred to separate account **7e(3)** 11240713(4) Other (specify below) **7e(4)**(5) Total deductions **7e(5)** 12529491**f** Balance at the end of the current year (subtract **e(5)** from **d**) **7f** 0

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

▶ **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 <u>BASELL RETIREMENT INCOME PLAN</u>	B Three-digit plan number (PN) ▶ <u>011</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>EQUISTAR CHEMICALS, LP</u>	D Employer Identification Number (EIN) <u>76-0550481</u>
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 <u>01</u> Day <u>01</u> Year <u>2010</u>		
2 Assets:		
a Market value	2a <u>141500359</u>	
b Actuarial value	2b <u>147835645</u>	
3 Funding target/participant count breakdown		
	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>643</u>	<u>75693646</u>
b For terminated vested participants	3b <u>870</u>	<u>43115217</u>
c For active participants:		
(1) Non-vested benefits	3c(1)	<u>6240922</u>
(2) Vested benefits	3c(2)	<u>46591539</u>
(3) Total active	3c(3) <u>418</u>	<u>52832461</u>
d Total	3d <u>1931</u>	<u>171641324</u>
4 If the plan is at-risk, check the box and complete items (a) and (b)	☐	
a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b	
5 Effective interest rate	5 <u>6.70</u> %	
6 Target normal cost	6 <u>798838</u>	

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 <u>KEVIN R. MINOR</u>	Date <u>11-03831</u>
Type or print name of actuary <u>MERCER</u>	Most recent enrollment number <u>713-276-2100</u>
Firm name <u>1000 MAIN STREET, SUITE 2900</u> <u>HOUSTON, TX 77002-6307</u>	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) 2010
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)	24133455	0	
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	663621	0	
9 Amount remaining (Item 7 minus item 8).....	23469834	0	
10 Interest on item 9 using prior year's actual return of <u>18.97</u> %	4452228		
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>8.12</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.....			
12 Reduction in balances due to elections or deemed elections.....	17399477		
13 Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	10522585	0	

Part III	Funding percentages		
14 Funding target attainment percentage.....	14	80.00	%
15 Adjusted funding target attainment percentage.....	15	80.00	%
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	99.25	%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17		%

Part IV	Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:						
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	
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	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	
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
0	0	0
		(4) 4th
		0

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

21 Discount rate:				
a Segment rates:	1st segment: 5.03 %	2nd segment: 6.73 %	3rd segment: 6.82 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 62
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	
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	798838
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	27462611	4621740
b Waiver amortization installment		
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	5420578
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	5420578	5420578
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	
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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan BASELL RETIREMENT INCOME PLAN	B Three-digit plan number (PN) ▶	011
C Plan sponsor's name as shown on line 2a of Form 5500 EQUISTAR CHEMICALS, LP	D Employer Identification Number (EIN) 76-0550481	

Part I	Service Provider Information (see instructions)
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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
LAZARD ASSET MANAGEMENT LLC
05-0530199

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

MERCER

13-2834414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 13 50	NONE	173709	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PRUDENTIAL TRUST COMPANY

23-6994310

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51 68	NONE	80826	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

MONDRIAN INVESTMENT GROUP

56-2475915

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51 68	NONE	78038	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

WELLINGTON TRUST COMPANY

04-2767481

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51 68	NONE	75783	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

THE BANK OF NEW YORK MELLON

13-5160382

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 28 51 68	NONE	59327	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

PACIFIC INVESTMENT MANAGEMENT CO.

33-0629048

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	49888	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PRICEWATERHOUSE COOPERS

13-4008324

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	45600	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NEUBERGER BERMAN

13-5521910

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51 68	NONE	44133	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

LSV ASSET MANAGEMENT

22-2772200

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	40247	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MERCATOR

65-0617051

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	38782	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

GOLDMAN SACHS ASSET MANAGEMENT

13-3575636

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	38102	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

KORNITZER CAPITAL MANAGEMENT

48-1069845

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	35744	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

J.P. MORGAN INVESTMENT MANAGEMENT

13-3200244

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 28 50 51	NONE	33781	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

INTECH INVESTMENT TECH, LLC

01-0614895

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	32569	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BENNETT LAWRENCE MANAGEMENT, LLC

13-3842936

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51 68	NONE	30896	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

ALLIANCE BERNSTEIN

13-4064930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	25271	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

T. ROWE PRICE ASSOCIATES, INC.

52-0556948

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51 68	NONE	23480	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

BHMS INC.

75-2403190

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51 68	NONE	22818	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

TIMESQUARE CAPITAL MANAGEMENT

20-1665304

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51 68	NONE	21977	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

CRA ROGERSCASEY LLC

22-3677006

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17 50	NONE	9968	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III	Termination Information on Accountants and Enrolled Actuaries (see instructions) (complete as many entries as needed)
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a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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
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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
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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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning **01/01/2010** and ending **12/31/2010**

A Name of plan BASELL RETIREMENT INCOME PLAN	B Three-digit plan number (PN) ►	011
C Plan sponsor's name as shown on line 2a of Form 5500 EQUISTAR CHEMICALS, LP	D Employer Identification Number (EIN) 76-0550481	

Part I	Asset and Liability Statement
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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)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	130261297	
(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)	11239061	
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	141500358	0

Liabilities

g Benefit claims payable	1g	140855	
h Operating payables	1h	310503	
i Acquisition indebtedness	1i		
j Other liabilities	1j	624520	
k Total liabilities (add all amounts in lines 1g through 1j)	1k	1075878	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	140424480	0
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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)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		20214073
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		1652
d Total income. Add all income amounts in column (b) and enter total.....	2d		20215725

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	10565818	
(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)		10565818
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)	116759	
(2) Contract administrator fees	2i(2)	112200	
(3) Investment advisory and management fees	2i(3)	682129	
(4) Other	2i(4)	340149	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1251237
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		11817055

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		8398670
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		148823150

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
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.).....		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.).....		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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	X		56000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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?		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?		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.).....		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.).....		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?.....	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
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.			

- 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)
LYONDELL BASELL RETIREMENT PLAN	95-4160558	002

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2010</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan BASELL RETIREMENT INCOME PLAN		B Three-digit plan number (PN) ► 011
C Plan sponsor's name as shown on line 2a of Form 5500 EQUISTAR CHEMICALS, LP		D Employer Identification Number (EIN) 76-0550481
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 13-7073479		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3 0
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 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		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2010 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:

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: 68% Investment-Grade Debt: 28% High-Yield Debt: _____% Real Estate: 4% 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 RETIREMENT INCOME PLAN

FINANCIAL STATEMENTS

**As of December 31, 2010 and 2009
and for the years ended December 31, 2010 and 2009**

BASELL RETIREMENT INCOME PLAN

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Schedules required by 29 CFR 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 ("ERISA") have been omitted because they are not applicable.



Report of Independent Auditors

To the Participants and Benefits Administrative Committee of the
Basell Retirement Income Plan

We were engaged to audit the financial statements of Basell Retirement Income Plan (the "Plan") at December 31, 2010 and December 31, 2009 and for the years then ended, as listed in the accompanying index. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by The 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. We have been informed by the plan administrator that The Bank of New York Mellon held the Plan's investment assets and executed investment transactions from April 1, 2009 to December 31, 2010, and that Russell Trust Company held the Plan's investment assets and executed investment transactions from January 1, 2009 to March 31, 2009. The plan administrator has obtained a certification from the trustees as of December 31, 2010 and December 31, 2009 and for the years then ended, 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 taken as a whole. The form and content of the information included in the financial statements, 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.

Effective December 31, 2010, the Plan was merged with and into the LyondellBasell Retirement Plan. The impact of this merger is described in Note 1 to the financial statements.

PricewaterhouseCoopers LLP

Houston, Texas
October 6, 2011

BASELL RETIREMENT INCOME PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2010	2009
ASSETS		
Plan interest in the Lyondell Chemical Company Retirement Master Trust, at fair value	\$ --	\$ 130,261,297
Investment in the Metropolitan Life Insurance Company Guaranteed Investment Group Annuity Contract, at fair value	--	13,302,058
Total assets	--	143,563,355
LIABILITIES		
Benefits payable to plan participants	--	140,855
Accrued administrative expenses	--	310,503
Payable to LyondellBasell Retirement Plan	--	607,346
Payable to Basell Pension Plan	--	17,038
Payable to Pension Plan for Hourly Employees at Edison, New Jersey	--	136
Total liabilities	--	1,075,878
Net assets available for benefits	\$ --	\$ 142,487,477

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

BASELL RETIREMENT INCOME PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Years Ended December 31,

	<u>2010</u>	<u>2009</u>
Investment income from the Lyondell Chemical Company Retirement Master Trust	\$ 20,214,073	\$ 35,313,319
Investment loss from the Basell Master Trust	--	(10,085,150)
Investment (loss) income from the Metropolitan Life Insurance Company Guaranteed Investment Group Annuity Contract	(157,648)	293,247
Miscellaneous revenue	--	366
Benefits paid to participants	(10,565,818)	(7,502,607)
Administrative expenses	<u>(1,251,237)</u>	<u>(1,334,985)</u>
Net increase before Plan transfer	8,239,370	16,684,190
Net assets transferred to the LyondellBasell Retirement Plan (Note 5)	<u>(150,726,847)</u>	<u>--</u>
Net (decrease) increase	(142,487,477)	16,684,190
Net assets available for benefits:		
Beginning of year	<u>142,487,477</u>	<u>125,803,287</u>
End of year	<u>\$ --</u>	<u>\$ 142,487,477</u>

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

BASELL RETIREMENT INCOME PLAN
STATEMENT OF ACCUMULATED PLAN BENEFITS

	<u>December 31, 2009</u>
Actuarial present value of accumulated plan benefits:	
Vested plan benefits:	
Participants currently receiving benefits	\$ 68,113,650
Other participants	<u>80,077,865</u>
Total vested plan benefits	148,191,515
Non-vested plan benefits	5,524,282
Total actuarial present value of accumulated plan benefits	<u><u>\$ 153,715,797</u></u>

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

BASELL RETIREMENT INCOME PLAN
STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS
For the Year Ended December 31, 2009

Actuarial present value of accumulated plan benefits at beginning of year (January 1, 2009)	\$ 144,350,934
Increase (decrease) during the year attributable to:	
Additional benefits accumulated, including actuarial experience losses	8,446,050
Interest	11,247,970
Benefits paid to participants	(7,502,607)
Change in actuarial assumptions	(2,826,550)
Net increase	<hr/> 9,364,863
Actuarial present value of accumulated plan benefits at end of year (December 31, 2009)	<hr/> <u>\$ 153,715,797</u>

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

BASELL RETIREMENT INCOME PLAN
NOTES TO THE FINANCIAL STATEMENTS

1. Description of Plan

General – The Basell Retirement Income Plan (the “Plan”) is a noncontributory defined benefit plan covering substantially all employees of Equistar Chemicals, LP (“Equistar” or “Company”) who were employees of Basell USA, Inc. as of December 31, 2005 and who were not represented by a union. Equistar is a wholly owned subsidiary of Lyondell Chemical Company (“Lyondell”). Effective January 1, 2006, the Plan was closed to new hires. Effective December 31, 2007, the Plan was amended to freeze accrued benefits as of December 31, 2007 by ceasing all benefit accruals and earnings adjustments after that date. The Plan is subject to the provisions of ERISA. Participants should refer to the Plan document for a complete description of the Plan provisions.

Prior to January 1, 2010, the Plan was sponsored by Basell North America Inc. (“Basell”). On January 6, 2009, Equistar, Lyondell and Basell were 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 January 1, 2010, active participants in the Plan became employees of Equistar, and Equistar assumed sponsorship of the Plan.

On April 30, 2010, Equistar and Lyondell emerged from Chapter 11 bankruptcy protection, and in conjunction with the emergence, Basell USA, Inc. merged into Equistar.

Effective December 31, 2010, the Plan was merged with and into the LyondellBasell Retirement Plan, and the Plan’s net assets and benefit obligations were transferred to the LyondellBasell Retirement Plan. Participants of the Plan are eligible to participate in the LyondellBasell Retirement Plan. These financial statements are the final financial statements to be filed for the Plan.

Pension Benefits – Participants are entitled to a normal retirement pension upon retirement on or after age 65. A reduced early retirement pension is available if a participant retires after reaching age 55 with at least ten years of credited service. An unreduced early retirement pension is available if a participant retires after reaching age 55 and satisfying certain minimum credited service requirements (that depend on age at retirement). If a participant terminates employment with five years of service but prior to eligibility for normal or early retirement, the participant is entitled to a deferred vested pension commencing as early as age 55, subject to actuarial reduction for early commencement. Participants receive their accumulated plan benefits as a monthly benefit or in an actuarially equivalent optional form available under the Plan.

Death and Disability Benefits – An active participant who becomes eligible for an early or normal retirement pension benefit may elect to provide optional benefits to a designated beneficiary in the event 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. However, if a participant is married at the time of death, is vested in his or her benefit, and dies prior to commencement of his or her benefit, the preretirement death benefit will be payable to the participant’s spouse in the form of a qualified preretirement survivor annuity unless waived by the participant with spousal consent. Other death benefits are described fully in the Plan document.

If a participant becomes disabled, the participant will continue to earn credited service until the earlier of the age the participant elects to receive a pension under the Plan or age 65, and the participant’s benefit will automatically commence upon attainment of age 65 if not commenced earlier.

BASELL RETIREMENT INCOME PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

Contributions – The Plan is a noncontributory defined benefit pension plan. All contributions are made by the Company and participant contributions are not permitted under the terms of the Plan.

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’s net 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 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.

Benefits Payable to Plan Participants – The December 2009 benefit payments to participants were not recorded by the Trustee until January 2010 and such amounts were accrued as benefits payable to plan participants in the accompanying Statements of Net Assets Available for Benefits.

Payable to the LyondellBasell Retirement Plan – The LyondellBasell Retirement Plan paid the January 2009 benefit payments on behalf of the participants of the Plan and such amounts were accrued as payable to the LyondellBasell Retirement Plan in the accompanying Statements of Net Assets Available for Benefits.

Payable to the Basell Pension Plan – A portion of the 2009 Pension Benefit Guaranty Corporation (“PBGC”) premium expense adjustment for the Plan was allocated to the Basell Pension Plan and such amounts were accrued as payable to the Basell Pension Plan in the accompanying Statements of Net Assets Available for Benefits.

Payable to the Pension Plan for Hourly Employees at Edison, New Jersey – A portion of the 2009 PBGC premium expense adjustment for the Plan was allocated to the Pension Plan for Hourly Employees at Edison, New Jersey and such amounts were accrued as payable to the Pension Plan for Hourly Employees at Edison, New Jersey in the accompanying Statements of Net Assets Available for Benefits.

2. Summary of Significant Accounting Policies

Basis of Accounting – The financial statements of the Plan are prepared in accordance with Generally Accepted Accounting Principles in the United States of America (“GAAP”).

Reclassifications – Certain reclassifications have been made to the presentation of certain investments within the Lyondell Trust.

Accounting and Reporting Change – In January 2010, the Financial Accounting Standards Board (the “FASB”) issued additional guidance on improving disclosure regarding fair value measurements. The Accounting Standards Update (“ASU”) 2010-06 amends Accounting Standards Codification (“ASC”) 820-10, *Fair Value Measurements and Disclosures*. This update requires entities to disclose the amounts of significant transfers between Level 1 and Level 2 of the fair value hierarchy and the reasons for these transfers, as well as the reasons for any transfer in or out of Level 3. The Company has adopted all of the amendments regarding fair value measurements except for a requirement to disclose information about purchases, sales, issuances, and settlements in the reconciliation of recurring Level 3 measurements on a gross basis. The requirement to separately disclose purchases, sales,

BASELL RETIREMENT INCOME PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

issuances, and settlements of recurring Level 3 measurements does not become effective for the Company until 2011 and will have no impact on the Plan's financial statements as these are the Plan's final financial statements.

In May 2011, the FASB issued ASU 2011-04 *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*. ASU 2011-4 is intended to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRS. The amendments are of two types: (i) those that clarify the FASB's intent about the application of existing fair value measurement and disclosure requirements and (ii) those that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. The update is effective for annual periods beginning after December 15, 2011 and will have no impact on the Plan's financial statements as these are the Plan's final financial statements.

Subsequent Events – The Company has evaluated subsequent events through October 6, 2011, the date the financial statements were available to be issued.

Changes in Fair Value Levels – Management reviews the disclosures regarding fair value measurements annually at year end. If an instrument classified as Level 1 subsequently ceases to be actively traded, it is transferred out of Level 1. In such cases, instruments are reclassified as Level 2, unless the measurement of its fair value requires the use of significant unobservable inputs, in which case it is reclassified as Level 3.

Use of Estimates – The preparation of the Plan's financial statements in conformity with GAAP 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 – On April 1, 2009, the Basell Trust assets were transferred to the Lyondell Trust. A separate account for the Plan is maintained by the Lyondell Trust reflecting the Plan's share of the Lyondell Trust. 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. Investments of the Lyondell Trust are stated at fair value. 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 13 for discussion of fair value measurements.

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 basis (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 from the Lyondell Chemical Company Retirement Master Trust" in the Statements of Changes in Net Assets Available for Benefits.

BASELL RETIREMENT INCOME PLAN
NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

Interest and dividends earned, net appreciation or depreciation in the fair value of investments, and expenses incurred under the collective investment accounts of the Lyondell Trust are allocated to the Plan based upon the average monthly investment balance in the Lyondell Trust of each plan participating in the trust.

Prior to April 1, 2009, the investment income (loss) and the net appreciation (depreciation) in the fair value of the Basell Trust assets were allocated to the Plan based upon the Plan's proportionate share of the Basell Trust assets and is included in "Investment loss from the Basell Master Trust" in the Statements of Changes in Net Assets Available for Benefits. 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 and the other Basell Trust instruments were valued based upon the quoted market prices of the underlying securities. See Note 11 for discussion of Basell Trust.

At December 31, 2009, the Plan has an investment in the Metropolitan Life Insurance Company Guaranteed Investment Group Annuity Contract ("GIC") with Metropolitan Life Insurance Company (the "Custodian") of \$13,302,058. On December 31, 2010, the GIC was transferred to the LyondellBasell Retirement Plan in connection with the merger of the plans. The Company has calculated the fair value measurement of the GIC as discussed in Note 12.

Risks and Uncertainties – The Lyondell Trust invests in a combination of common and preferred stock, fixed income securities, bank common and commingled funds, short-term investments, open ended real estate funds, convertible securities, and U.S. government securities. 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 changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

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

Transfer Activity – Transfer activity includes transfers to and from other plans participating in the Lyondell Trust (or the Basell Trust prior to April 1, 2009). See Note 5 for discussion of transfer activity.

Benefits Paid to Participants – 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.

BASELL RETIREMENT INCOME PLAN
NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

3. Actuarial Present Value of Accumulated Plan Benefits

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

The 2009 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 projected unit credit actuarial cost method. The more significant assumptions underlying the actuarial valuation are as follows:

	<u>December 31, 2009</u>
Investment return	8.0% per year
Interest rate	8.0% per year
Mortality table	RP-2000 Combined healthy mortality table for males and females with no collar adjustment, projected to 2017
Assumed average retirement age	63 years of age

In the Statement of Changes in Accumulated Plan Benefits, the change in actuarial assumptions was (\$2,826,550). This amount represents actuarial assumption changes since January 1, 2009 and includes changes to the assumption used to determine the minimum lump sum and the mortality assumption.

The accumulated plan benefits reported at December 31, 2009 are the accumulated plan benefits of the Plan at that date. If the merger of the Plan into the LyondellBasell Retirement Plan had occurred as of the beginning of the plan year effective January 1, 2010, the benefits obligation of \$153,715,797 would have been transferred from the Plan to the LyondellBasell Retirement Plan.

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 RETIREMENT INCOME PLAN
NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

4. Funding Policy

The funding policy of the Company is to satisfy legal minimum funding requirements, as determined under the standard unit credit method, as adopted January 1, 2008, under the PPA, with the discretion to make additional contributions from time to time. 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 the future contributions required to provide for the benefits defined under the Plan.

Under the provisions of ERISA and the Internal Revenue Code of 1986 (the “Code”), each as amended by the PPA, the Plan’s actuaries determined that no contributions were required for the years ended December 31, 2010 or 2009.

5. Transfer Activity

Transfer to the LyondellBasell Retirement Plan – On December 31, 2010, the Plan merged with and into the LyondellBasell Retirement Plan. As a result, net assets of \$150,726,847 and the benefit obligations were transferred to the LyondellBasell Retirement Plan. The benefits received by the participants of the Plan remained the same.

6. Plan Termination

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

Participants’ retirement allowances under the Plan are insured to the extent required by law through the PBGC. If the Plan were to be terminated, priorities of payment of benefits would be made in accordance with the requirements of ERISA and the Code.

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.

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

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

	December 31, 2009
Net assets available for benefits per the financial statements	\$ 142,487,477
Adjustment from fair value to contract value of the GIC	(2,062,997)
Net assets available for benefits per Schedule H of Form 5500	<u>\$ 140,424,480</u>

BASELL RETIREMENT INCOME PLAN
NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

The following is a reconciliation of net income per the financial statements for the years ended December 31, 2010 and 2009 to Schedule H of Form 5500:

	<u>2010</u>	<u>2009</u>
Total net income per the financial statements	\$ 8,239,370	\$ 16,684,190
Adjustment from fair value to contract value of the GIC	<u>159,300</u>	<u>(2,062,997)</u>
Net income per Schedule H of Form 5500	<u>\$ 8,398,670</u>	<u>\$ 14,621,193</u>

The following is a reconciliation of net transfers of assets from the Plan per the financial statements for the year ended December 31, 2010:

	<u>2010</u>
Total net transfers per the financial statements	\$ (150,726,847)
Adjustment from fair value to contract value of the GIC	<u>1,903,697</u>
Net transfers of assets from the Plan per Schedule H of Form 5500	<u>\$ (148,823,150)</u>

8. Tax Status

GAAP requires the Plan's management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service ("IRS"). The plan administrator has analyzed the tax positions of the Plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

The IRS issued a determination letter dated March 28, 2007, that the Plan and the Lyondell Trust are designed in accordance with applicable sections of the 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. Accordingly, no provision is made for federal income taxes. An application for a favorable determination letter for the Plan was submitted to the IRS on December 30, 2010.

BASELL RETIREMENT INCOME PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

9. Information Certified by the Plan's Trustee

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. Prior to April 1, 2009, Russell held the Plan's investment assets and executed investment transactions. Effective April 1, 2009, the Trustee held the Plan's investment assets and executed investment transactions. Accordingly, the Trustee and Russell, as applicable, have certified that the following data, for each of their respective relevant periods, included in the accompanying financial statements are complete and accurate:

- Plan interest in the Lyondell Trust, at fair value
- Plan interest in the GIC, at contract value
- Investment income from the Lyondell Trust
- Investment loss from the Basell Trust
- Investment amounts as shown in Note 10, Note 11, Note 12 and Note 13, except for the following amounts which were not certified by the Trustee:
 - Adjustment from contract value to fair value of the Plan interest in the GIC as shown in Note 12
 - Total investment in the GIC, at fair value as shown in Note 12
 - Net depreciation in the Plan interest in the GIC as shown in Note 12
 - Fair value of the Plan interest in the Metropolitan Life Insurance GIC as shown in the fair value hierarchy table in Note 13
 - Summary of changes in the fair value of the Plan Only Metropolitan Life GIC as shown in the Level 3 reconciliation table in Note 13

10. Interest in Lyondell Chemical Company Retirement Master 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 a combination of common and preferred stock, fixed income securities, bank common and commingled funds, short-term investments, open ended real estate funds, convertible securities, and U.S. government securities.

On April 1, 2009, the net assets of the Basell Retirement Income Plan, Basell Pension Plan, and Pension Plan for Hourly Employees at Edison, New Jersey, totaling \$139,514,011, were transferred from the Basell Trust to the Lyondell 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. At December 31, 2010 and 2009, 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 zero and approximately 12%, respectively. Investment income 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 RETIREMENT INCOME PLAN
NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

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

	<u>December 31, 2009</u>
Assets	
Investments, at fair value:	
Common and preferred stock	
Domestic	\$ 359,832,795
International	24,286,308
Fixed income securities	
Mortgage-backed securities	19,423,783
Asset-backed securities	6,322,243
Corporate bonds	118,447,941
Municipal bonds	5,636,250
Foreign government issued bonds	5,371,312
Commingled funds	
Domestic equity	100,186,085
International equity	252,300,049
Fixed income	93,957,493
Short-term investments	428,230
Real estate	36,372,346
Convertible securities	1,846,813
U.S. government securities	
Agency securities	47,687,852
U.S. Treasury securities	40,728,371
Cash and cash equivalents	20,484,463
Total investments	<u>1,133,312,334</u>
Receivables:	
Sales of securities	7,755,311
Accrued interest and dividends	13,687,964
Total receivables	<u>21,443,275</u>
Cash	
Total assets	<u>1,158</u> <u>1,154,756,767</u>
Liabilities	
Other payables	10,951,752
Purchase of securities	11,292,755
Total liabilities	<u>22,244,507</u>
Net assets	<u>\$ 1,132,512,260</u>

BASELL RETIREMENT INCOME PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

The components to total investment income of the Lyondell Trust for the years ended December 31, 2010 and 2009 are as follows:

	<u>2010</u>	<u>2009</u>
Investment income:		
Net appreciation (depreciation) in fair value of investments:		
Common and preferred stock	\$ 62,698,745	\$ 118,843,858
Fixed income securities	7,359,969	38,837,021
Commingled funds	64,143,254	82,235,318
Short-term investments	1,305,436	915,244
Real estate	4,197,844	(23,440,133)
Convertible securities	212,235	458,223
U.S. government securities	4,968,587	2,011,085
Cash and cash equivalents	12,478	17,299
Total	<u>144,898,548</u>	<u>219,877,915</u>
Interest and dividend income:		
Interest income	12,098,613	15,683,244
Dividend income	7,661,594	6,711,686
Total	<u>19,760,207</u>	<u>22,394,930</u>
Total investment income	<u>\$ 164,658,755</u>	<u>\$ 242,272,845</u>

11. Basell Master Trust

Through March 31, 2009, the Plan assets were maintained in the Basell Trust under the custody of Russell. The Basell Trust held the investments of the Plan, the Basell Pension Plan and the Pension Plan for Hourly Employees at Edison, New Jersey. 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 the Basell Trust assets.

BASELL RETIREMENT INCOME PLAN
NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

The components of total investment loss of the Basell Trust for the three months ended March 31, 2009 were as follows:

	For the three months ended March 31, 2009
Investment loss:	
Net depreciation (appreciation) in fair value of investments:	
Russell Trust Company commingled employee benefit funds:	
Equity I Fund	\$ (3,396,414)
Long Duration Fixed Income Fund	(1,819,605)
Fixed Income II Fund	125,619
Equity II Fund	(1,754,192)
International Fund	(1,546,065)
Fixed Income I Fund	(15,652)
Emerging Markets Fund	(14,020)
Other funds:	
Mellon EB Stock Index Fund	(5,123,476)
Total	(13,543,805)
Interest income	21,245
Total investment loss	<u>\$ (13,522,560)</u>

12. Guaranteed Investment Group Annuity Contract

The Plan records the GIC at fair market value in accordance with ASC 960, *Reporting by Defined Benefit Pension Plans of Investment Contracts*. The contract value of the GIC was certified as complete and accurate by the Trustee. The fair value was calculated by the Company and the net assets of the GIC are accounted for separately from the investments of the Lyondell Trust. On December 31, 2010, the GIC was transferred to the LyondellBasell Retirement Plan in connection with the merger of the plans.

BASELL RETIREMENT INCOME PLAN
NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

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

	December 31, 2009
Investment in the GIC certified by the Trustee, at contract value	\$ 11,239,061
Adjustment from contract value to fair value	2,062,997
Total investment in the GIC, at fair value	<u>\$ 13,302,058</u>

	2010	2009
Investment activity:		
Interest income in the GIC certified by the Trustee	\$ 1,290,429	\$ 1,281,209
Net depreciation in GIC	(1,448,077)	(987,962)
Total investment (loss) income in the GIC	<u>\$ (157,648)</u>	<u>\$ 293,247</u>

13. Fair Value Measurements

ASC 820, *Fair Value Measurements and Disclosures*, 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 using 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.

BASELL RETIREMENT INCOME PLAN
NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

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

Common and preferred stock – Valued at the closing price reported on the active market on which the individual securities are traded.

Fixed income securities – Certain securities are valued at the closing price reported on the active market on which the individual securities are traded. Other securities are valued based on yields currently available on comparable securities of issuers with similar credit ratings.

Commingled funds – Valued based upon the unit values of such collective trust funds held by the Lyondell 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.

U.S. government securities – Certain securities are valued at the closing price reported on the active market on which the individual securities are traded. Other securities are valued based on yields currently available on comparable securities of issuers with similar credit ratings.

Guaranteed investment group annuity contract – The GIC is reported at the fair value as calculated by the Company. The market value of the GIC is estimated as the present value of its future expected cash flows, discounted at an appropriate interest rate.

BASELL RETIREMENT INCOME PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

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 December 31, 2009	Basis of Fair Value Measurement		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Common and preferred stock				
Domestic	\$ 359,832,795	\$ 359,832,795	\$ --	\$ --
International	24,286,308	24,286,308	--	--
Fixed income securities				
Mortgage-backed securities	19,423,783	--	19,423,783	--
Asset-backed securities	6,322,243	--	6,322,243	--
Corporate bonds	118,447,941	--	118,447,941	--
Municipal bonds	5,636,250	--	5,636,250	--
Foreign government issued bonds	5,371,312	--	5,371,312	--
Commingled funds				
Domestic equity	100,186,085	100,186,085	--	--
International equity	252,300,049	252,300,049	--	--
Fixed income	93,957,493	--	93,957,493	--
Short-term investments	428,230	--	428,230	--
Real estate	36,372,346	--	--	36,372,346
Convertible securities	1,846,813	--	1,846,813	--
U.S. government securities				
Agency securities	47,687,852	--	47,687,852	--
U.S. Treasury securities	40,728,371	40,728,371	--	--
Cash and cash equivalents	20,484,463	20,484,463	--	--
Total investments in Lyondell Trust	<u>\$ 1,133,312,334</u>	<u>\$ 797,818,071</u>	<u>\$ 299,121,917</u>	<u>\$ 36,372,346</u>
Metropolitan Life Insurance GIC	13,302,058	--	--	13,302,058
Total investments	<u>\$ 1,146,614,392</u>	<u>\$ 797,818,071</u>	<u>\$ 299,121,917</u>	<u>\$ 49,674,404</u>

BASELL RETIREMENT INCOME PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

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, 2010:

	<u>Lyondell Trust</u>	<u>Plan Only</u>
	<u>Real Estate</u>	<u>Metropolitan Life GIC</u>
Balance, beginning of year	\$ 36,372,346	\$ 13,302,058
Realized gains	2,219,045	1,652
Unrealized gains (losses) relating to instruments still held at the reporting date	1,978,798	(159,300)
Purchases, sales, issuances, and settlements, net	1,344,709	--
Transfer to the LyondellBasell Retirement Plan	--	(13,144,410)
Balance, end of year	<u>\$ 41,914,898</u>	<u>\$ --</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.

14. Related-Party Transactions

The Plan, through its interest in the Lyondell Trust, holds shares of short-term investment and S&P Index funds managed by Mellon Capital, a subsidiary of Bank of New York Mellon, the Trustee of the Plan. The Plan also invests in an insurance contract that was entered into between a subsidiary of Lyondell and Metropolitan Life Insurance Company, the Custodian. These transactions fall under the definition of a party-in-interest transaction; however, the Company does not believe that they give rise to prohibited transactions under ERISA. The Company pays certain costs of administering the Plan.

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.

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	2.0%	10,000	200	11,000
56	0.5%	9,800	49	2,744
57	0.5%	9,751	49	2,793
58	0.5%	9,702	49	2,842
59	0.5%	9,653	48	2,832
60	15.0%	9,605	1,441	86,460
61	15.0%	8,164	1,225	74,725
62	30.0%	6,939	2,082	129,084
63	20.0%	4,857	971	61,173
64	20.0%	3,886	777	49,728
65	50.0%	3,109	1,555	101,075
66	100.0%	1,554	1,554	102,564
67	100.0%	0	0	0
68	100.0%	0	0	0
69	100.0%	0	0	0
70	100.0%	0	0	0
Total			10,000	627,020
Average				62.70

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

Discount rate sponsor elections		<u>Funding</u>
▪ Segment rates or full yield curve		Segment
▪ Lookback months		4
▪ 1st 5 years		5.03%
▪ Next 15 years		6.73%
▪ Over 20 years		6.82%
Mortality sponsor elections		
▪ Healthy and disabled participants		Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.
417(e) lump sums		Liabilities are determined based on the underlying annuity used by the plan to determine the lump sum amount, rather than valuing the lump sum payment. This annuity is valued based on funding interest rates rather than 417(e) rates and current year 417(e) unisex mortality.
Other economic assumptions		
▪ Salary increases		N/A
▪ Flat-dollar benefit increases		N/A
▪ Social Security wage base		N/A
▪ Inflation		3.00% per year
▪ Expected investment return		8.00% per year for years 2008 through 2010
▪ Expenses		Expected administrative expenses (assumed to equal prior year administrative expenses but adjusted for PBGC premium, with current year PBGC premiums replacing prior year) discounted to beginning of year are included in normal cost.
Demographic assumptions		
Withdrawal		See table of sample rates.
Disability incidence		N/A
Retirement age		See table of sample rates.

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

Benefit commencement age for

- Future vested deferred 65
- Current vested deferred
 - Eligible to commence early retirement benefits Immediate
 - Not eligible to commence early retirement benefits 65

Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>
▪ Percentage married	80%	50%
▪ Spouse age difference	3 years younger	3 years older
Form of payment	<u>Single life</u>	<u>51% Lump sum</u>
▪ Active retirements	5%	95%
▪ Future vested deferred	100%	0%
▪ Future disabilities	N/A	N/A
▪ Future deaths	100%	0%
▪ Current vested deferred <ul style="list-style-type: none"> – Eligible to commence early retirement benefit 0% – Not eligible to commence early retirement benefit 100% 		100%
Unpredictable contingent event assumptions	N/A	
At-risk assumptions	N/A	

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

Table of sample rates

Attained

age	Withdrawal
25	12.5%
30	7.5
35	4.8
40	2.9
45	1.5
50	0.4
55	0.0

Percentage

Attained age	Retirement
55	2.0%
56	0.5
57	0.5
58	0.5
59	0.5
60	15.0
61	15.0
62	30.0
63	20.0
64	20.0
65	50.0
66	100.0

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

Asset methods

The asset valuation method is an average of the adjusted market value for each year during the last 2 years 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 valuation 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 that is greater than market.

Participant methods

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 nonvested 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.

Plan sponsor elections

Funding interest rate

- Segment Rates
- 4-month lookback

Asset valuation method

- Average adjusted market value
- Annual
- 25 months

Mortality assumption

- PPA separate static annuitant and non annuitant mortality tables

Treatment of insurance contracts

- Not applicable

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

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

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

Minimum funding methods

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:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** 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 **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Maximum deductible contribution method

Calculations of maximum deductible contributions include the excess of the funding target 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 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 funding target** is the present value of benefits based on credited service as of the beginning of the plan year and projected compensation that would be used in the calculation of the benefit on each expected separation date. If multiple decrements are used, the projected funding target for an individual is the sum of the component projected funding targets associated with the various anticipated separation dates.
- The plan's **projected funding target** is the sum of the projected funding targets for all participants under the plan. The excess of the plan's projected funding target over the plan's funding target is included in the "cushion amount."

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	January 1, 1997. Last amended effective January 1, 2010. The plan year is the calendar year.
Status of the plan	The plan is closed to new entrants effective January 1, 2006. Benefits are frozen effective December 31, 2007.
Significant events that occurred during the year	LyondellBasell Industries filed for bankruptcy on January 6, 2009, triggering benefit restrictions on accelerated forms of payment.
<ul style="list-style-type: none"> Credited service 	<p>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.</p> <p>Prior service under Hercules Incorporated Pension Plan is included.</p> <p>For former Republic Plastics employees, no credited service is granted prior to December 31, 1988.</p>
<ul style="list-style-type: none"> Service 	<p>At least six months of earnings are required for one year of vesting service.</p> <p>Prior service under Hercules Incorporated Pension Plan is included.</p>
<ul style="list-style-type: none"> Final average earnings 	Average monthly earnings for the highest five consecutive years during the last 10 years of service. Final average earnings were frozen as of December 31, 2007.
<ul style="list-style-type: none"> Social security integration point 	Half of the social security tax base in effect for the 12 months immediately prior to the earlier of: the effective date of retirement or termination and December 31, 2007.
Normal retirement	
<ul style="list-style-type: none"> Eligibility 	Age 65 and 10 years of credited service

Schedule SB, Part V — Summary of Plan Provisions

▪ Benefit	<p>Sum of (i) and (ii)</p> <p>(i) 1.20% of final average earnings up to the social security integration point plus 1.60% of final average earnings in excess of such integration point multiplied by years and months of credited service before January 1, 1996.</p> <p>(ii) 1.30% of final average earnings up to the social security integration point plus 1.70% of final average earnings in excess of such integration point multiplied by years and months of credited service between December 31, 1995 and December 31, 2007.</p> <p>The benefit for certain non-qualified plan participants will not be less than the Minimum Normal Retirement Benefit specified in Appendix D of the plan document.</p>																		
▪ Unreduced early retirement	<p>Eligibility for unreduced early retirement is as follows:</p> <table> <tr> <th data-bbox="691 915 743 942"><u>Age</u></th><th data-bbox="829 915 1052 942"><u>Credited service</u></th></tr> <tr><td data-bbox="711 961 743 989">55</td><td data-bbox="938 961 971 989">30</td></tr> <tr><td data-bbox="711 1008 743 1035">56</td><td data-bbox="938 1008 971 1035">29</td></tr> <tr><td data-bbox="711 1054 743 1081">57</td><td data-bbox="938 1054 971 1081">28</td></tr> <tr><td data-bbox="711 1100 743 1127">58</td><td data-bbox="938 1100 971 1127">27</td></tr> <tr><td data-bbox="711 1146 743 1173">59</td><td data-bbox="938 1146 971 1173">26</td></tr> <tr><td data-bbox="711 1192 743 1220">60</td><td data-bbox="938 1192 971 1220">20</td></tr> <tr><td data-bbox="711 1239 743 1266">61</td><td data-bbox="938 1239 971 1266">15</td></tr> <tr><td data-bbox="711 1285 764 1312">62+</td><td data-bbox="938 1285 971 1312">10</td></tr> </table>	<u>Age</u>	<u>Credited service</u>	55	30	56	29	57	28	58	27	59	26	60	20	61	15	62+	10
<u>Age</u>	<u>Credited service</u>																		
55	30																		
56	29																		
57	28																		
58	27																		
59	26																		
60	20																		
61	15																		
62+	10																		
Early retirement																			
▪ Eligibility	Age 55 and 10 years of credited service																		
▪ Benefit	Monthly benefit is equal to the accrued normal retirement benefit deferred to age 65, or an immediate pension equal to the accrued benefit reduced by 5% each year preceding the date the participant would be eligible for unreduced early retirement benefits.																		
Deferred vested																			
▪ Eligibility	5 years of vesting service																		
▪ Benefit	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 55. The benefit that would have been payable at age 65 will be actuarially reduced as described in the Plan.																		

Schedule SB, Part V — Summary of Plan Provisions

Actuarial equivalence for deferred vested benefit	1971 TPF&C Forecast Mortality Tables for Males, ages set back one year using an interest assumption of 8% per annum.								
Disability									
▪ Eligibility	In receipt of benefits under Long-Term Disability Income Plan.								
▪ Benefit	Continued service credit up to December 31, 2007 while receiving benefits under Company Long-Term Disability Income Plan.								
Special retirement benefit									
▪ Eligibility	Participants who are age 52 with 10 years of service on December 31, 1999 and retire between July 1, 1999 and July 1, 2000. Fourteen employees who met these criteria were excluded from eligibility.								
▪ Benefit	As described under normal retirement benefits above, but participants receive an additional three years of credited service and unreduced early retirement benefits.								
Pre-retirement death									
▪ Eligibility	Beneficiaries of participants who are vested and actively employed or who are vested terminated participants and who have elected this coverage.								
▪ Pre retirement death benefit	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.								
▪ (Surviving spouse's benefit)	Reduction for pre retirement death benefit: Spouse beneficiary for active employees: 50% contingent annuity option – no reduction 100% contingent annuity option – reduced 0.4% per year Non-spouse beneficiary for active employees: 50% contingent annuity option – reduced 0.5% per year 100% contingent annuity option – reduced 0.9% per year Vested terminated participants (50% contingent annuity option only):								
	<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	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								
Age 50 and over	0.5% per year								

Schedule SB, Part V — Summary of Plan Provisions

Form of payment	
<ul style="list-style-type: none"> Optional forms 	(a) Life annuity. (b) 50%, 75% or 100% joint and survivor annuity. (c) 51% of life annuity benefit paid out as an actuarially equivalent lump sum, with the remaining 49% paid out as elected by the participant.
<ul style="list-style-type: none"> Actuarial equivalence for joint and survivor optional forms 	1971 TPF&C Forecast Mortality Tables for Males, ages set back one year using a 6% interest assumption.
<ul style="list-style-type: none"> Actuarial equivalence for lump sum 	PPA mortality and interest rates equal to the 3-tiered minimum present value segment rates for the second month immediately preceding the first day of the calendar year during which the lump sum payment occurs, reflecting the appropriate phase-ins.
Miscellaneous	
<ul style="list-style-type: none"> Maximum compensation 	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2010, the limit is \$245,000.
<ul style="list-style-type: none"> Maximum benefits 	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2010, the limit is \$195,000.

Schedule SB, Part V — Summary of Plan Provisions

Benefits included or excluded

Unless noted below, all benefits provided by the plan, as restated and amended through the Eighth Amendment to the Basell Retirement Income Plan, signed December 22, 2009, are included in this valuation.

- **Most recent plan amendments included:** The Eighth Amendment to the Basell Retirement Income Plan, signed December 22, 2009, is included because it was adopted by the valuation date and is effective by the end of the plan year.
- **Plan amendments excluded:** No amendments were excluded from this valuation.
- **IRC Section 436 benefit restrictions:**
 - Unpredictable contingent event benefits: This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - Plan amendments: See above.
 - Prohibited payments: Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - Benefit accruals: The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **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 ½.
 - Deferred vested participants: Current deferred vested participants over normal retirement age are not valued including the late retirement actuarial increase. The Plan distributes benefits to all deferred vested participants upon attaining age 65.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.
- **IRC Section 415(b) benefit limitations:** The limitations of Internal Revenue Code Section 415(b) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60 percent of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Schedule SB, Line 24 — Change in Actuarial Assumptions

- Interest discounts and mortality rates were updated from 2009 to 2010 in accordance with PPA and the sponsor changed their interest rate election from full yield curve with a 2-month lookback to segment rates with a 4-month lookback.
- Assumptions were added for participants who terminated in 2009 and were eligible to commence early retirement benefits but chose not to do so. It is assumed that the lump sum restrictions during 2009 caused those participants to defer commencement, thus the valuation assumption is immediate commencement of 51% lump sum.

Schedule SB, Line 26 — Schedule of Active Participant Data

Age	Years of benefit service as of January 1, 2010									
	< 1	1 - 4	5 - 9	10 - 14	15 - 19	20 - 24	25 - 29	30 - 34	35 - 39	40+
< 25										
25 - 29		1	1	1						
30 - 34		1	7	7						
35 - 39			7	8	8					
40 - 44			11	11	27	9				
45 - 49		1	10	17	23	46	13			
50 - 54			9	6	16	36	35	6		
55 - 59			6	4	13	21	12	12	3	
60 - 64			2	4	5	5		2	1	
65 - 69									1	
70+										

In each cell, the number is the count of active participants for each age/service combination.

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.

Shortfall bases			
Year established	Outstanding balance	Years remaining	Installment
2010	\$ 27,462,611	7	\$ 4,621,740
Total	\$ 27,462,611		\$ 4,621,740

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</small>	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 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

► 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 Retirement Income Plan	B Three-digit plan number (PN) ► <u>011</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Equistar Chemicals, LP	D Employer Identification Number (EIN) 76-0550481
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 <u>1</u> Day <u>1</u> Year <u>2010</u>			
2 Assets:			
a Market value.....	2a	141,500,359	
b Actuarial value.....	2b	147,835,645	
3 Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	643	75,693,646
b For terminated vested participants.....	3b	870	43,115,217
c For active participants:			
(1) Non-vested benefits.....	3c(1)		6,240,922
(2) Vested benefits.....	3c(2)		46,591,539
(3) Total active.....	3c(3)	418	52,832,461
d Total.....	3d	1,931	171,641,324
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions.....	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate.....	5	6.70 %	
6 Target normal cost.....	6	798,838	

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	<u>KM</u> Signature of actuary	<u>9/14/11</u> Date
	Kevin R. Minor Type or print name of actuary	11-03831 Most recent enrollment number
	Mercer Firm name	(713) 276-2100 Telephone number (including area code)
	1000 Main Street, Suite 2900 Houston TX 77002-6307 Address of the firm	

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

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	24,133,455	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	663,621	0
9 Amount remaining (Item 7 minus item 8)	23,469,834	0
10 Interest on item 9 using prior year's actual return of <u>18.97%</u>	4,452,228	
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>8.12%</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		
12 Reduction in balances due to elections or deemed elections	17,399,477	
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	10,522,585	0

Part III Funding percentages

14 Funding target attainment percentage	14	80.00 %
15 Adjusted funding target attainment percentage	15	80.00 %
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	99.25 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
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	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	

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: 5.03 %	2nd segment: 6.73 %	3rd segment: 6.82 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 62
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	
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	798,838
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	27,462,611	4,621,740
b Waiver amortization installment		
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	5,420,578
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	5,420,578	5,420,578
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	
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