

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 2010 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>PENSION PLAN FOR ELIGIBLE HOURLY REPRESENTED EMPLOYEES OF EQUISTAR CHEMICALS LP</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>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1962</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1962</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1962</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

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:**a** Sponsor's name**4b** EIN**4c** PN**5** Total number of participants at the beginning of the plan year**5**

363

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**

92

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

105

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

118

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

315

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

38

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

353

g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....**6g****h** Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....**6h**

1

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

1A 1G 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:**9a** Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

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

b General Schedules

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

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>PENSION PLAN FOR ELIGIBLE HOURLY REPRESENTED EMPLOYEES OF EQUESTAR CHEMICALS LP</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>EQUESTAR 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>13128327</u>
b	Actuarial value 2b <u>14441160</u>
3	Funding target/participant count breakdown
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>142</u> <u>6587776</u>
b	For terminated vested participants 3b <u>129</u> <u>3784926</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>291899</u>
(2)	Vested benefits 3c(2) <u>2459286</u>
(3)	Total active 3c(3) <u>92</u> <u>2751185</u>
d	Total 3d <u>363</u> <u>13123887</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>6.66</u> %
6	Target normal cost 6 <u>230660</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	Date
<u>KEVIN R. MINOR</u>	<u>11-03831</u>
Type or print name of actuary	Most recent enrollment number
<u>MERCER</u>	<u>713-276-2100</u>
Firm name	Telephone number (including area code)
<u>1000 MAIN STREET, SUITE 2900</u> <u>HOUSTON, TX 77002-6307</u>	
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)	2813589	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	71002	0
9	Amount remaining (Item 7 minus item 8).....	2742587	0
10	Interest on item 9 using prior year's actual return of <u>22.62</u> %	620373	
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>8.24</u> %		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance.....		0
12	Reduction in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	3362960	0

Part III		Funding percentages	
14	Funding target attainment percentage.....	14	84.41 %
15	Adjusted funding target attainment percentage.....	15	110.03 %
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	121.39 %
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	
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	0

20 Quarterly contributions and liquidity shortfalls:

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

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

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

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

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 59
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	
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	230660
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	230660
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	230660	
36 Additional cash requirement (item 34 minus item 35).....	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	0
38 Interest-adjusted excess contributions for current year (see instructions).....	38	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

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 PENSION PLAN FOR ELIGIBLE HOURLY REPRESENTED EMPLOYEES OF EQUISTAR CHEMICALS LP		B Three-digit plan number (PN) ▶ 001
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)

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	52496	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	39300	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	7856	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	7696	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	7393	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	7204	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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 PENSION PLAN FOR ELIGIBLE HOURLY REPRESENTED EMPLOYEES OF EQUISTAR CHEMICALS LP	B Three-digit plan number (PN) ►	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 EQUISTAR CHEMICALS, LP	D Employer Identification Number (EIN) 76-0550481	

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

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

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

c EIN-PN	95-4160558-009	d Entity code	M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	13753327
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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)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
--	--

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2010 This Form is Open to Public Inspection
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>		
A Name of plan <u>PENSION PLAN FOR ELIGIBLE HOURLY REPRESENTED EMPLOYEES OF EQUISTAR CHEMICALS LP</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>EQUISTAR CHEMICALS, LP</u>	D Employer Identification Number (EIN) <u>76-0550481</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	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)	13146963	13753327
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)		

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	13146963	13753327

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	45157	38807
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	45157	38807

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	13101806	13714520
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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)		1897396
(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		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1897396

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1069045	
(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)		1069045
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)	108560	
(2) Contract administrator fees	2i(2)	22907	
(3) Investment advisory and management fees	2i(3)	64573	
(4) Other	2i(4)	19597	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		215637
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1284682

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		612714
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ 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.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 <u>PENSION PLAN FOR ELIGIBLE HOURLY REPRESENTED EMPLOYEES OF EQUISTAR CHEMICALS LP</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>EQUISTAR CHEMICALS, LP</u>	D Employer Identification Number (EIN) <u>76-0550481</u>

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	<u>0</u>
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): <u>13-7073479</u>		
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	<u>3</u>

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
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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: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**PENSION PLAN FOR ELIGIBLE HOURLY REPRESENTED
EMPLOYEES OF EQUISTAR CHEMICALS, LP**

FINANCIAL STATEMENTS

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

**PENSION PLAN FOR ELIGIBLE HOURLY REPRESENTED
EMPLOYEES OF EQUISTAR CHEMICALS, LP**

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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
Pension Plan for Eligible Hourly Represented Employees of Equistar Chemicals, LP

We were engaged to audit the financial statements of Pension Plan for Eligible Hourly Represented Employees of Equistar Chemicals, LP (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 7, which was certified by The Bank of New York Mellon the trustee 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 trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee 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 trustee 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 trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

PricewaterhouseCoopers LLP

Houston, Texas
October 6, 2011

**PENSION PLAN FOR ELIGIBLE HOURLY REPRESENTED
EMPLOYEES OF EQUISTAR CHEMICALS, LP**

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	<u>December 31,</u>	
ASSETS	<u>2010</u>	<u>2009</u>
Plan interest in the Lyondell Chemical Company Retirement Master Trust, at fair value	\$ 13,753,327	\$ 13,146,963
LIABILITIES		
Accrued administrative expenses	<u>38,807</u>	<u>45,157</u>
Net assets available for benefits	<u>\$ 13,714,520</u>	<u>\$ 13,101,806</u>

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

**PENSION PLAN FOR ELIGIBLE HOURLY REPRESENTED
EMPLOYEES OF EQUISTAR CHEMICALS, LP**

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	\$ 1,897,396	\$ 2,977,130
Benefits paid to participants	(1,069,045)	(4,944,424)
Administrative expenses	<u>(215,637)</u>	<u>(208,637)</u>
Net increase (decrease)	612,714	(2,175,931)
Net assets available for benefits:		
Beginning of year	13,101,806	15,277,737
End of year	<u>\$ 13,714,520</u>	<u>\$ 13,101,806</u>

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

**PENSION PLAN FOR ELIGIBLE HOURLY REPRESENTED
EMPLOYEES OF EQUISTAR CHEMICALS, LP**

STATEMENT OF ACCUMULATED PLAN BENEFITS

	December 31, 2009
Actuarial present value of accumulated plan benefits:	
Vested plan benefits:	
Participants currently receiving benefits	\$ 5,976,216
Other participants	<u>5,324,000</u>
Total vested plan benefits	11,300,216
Non-vested plan benefits	<u>305,242</u>
Total actuarial present value of accumulated plan benefits	<u><u>\$ 11,605,458</u></u>

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

**PENSION PLAN FOR ELIGIBLE HOURLY REPRESENTED
EMPLOYEES OF EQUISTAR CHEMICALS, LP**

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)	\$ 14,233,129
Increase (decrease) during the year attributable to:	
Additional benefits accumulated, including actuarial experience losses	1,012,822
Interest	940,873
Benefits paid to participants	(4,944,424)
Change in actuarial assumptions	363,058
Net decrease	<u>(2,627,671)</u>
Actuarial present value of accumulated plan benefits at end of year (December 31, 2009)	<u>\$ 11,605,458</u>

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

**PENSION PLAN FOR ELIGIBLE HOURLY REPRESENTED
EMPLOYEES OF EQUISTAR CHEMICALS, LP**

NOTES TO THE FINANCIAL STATEMENTS

1. Description of Plan

General – The Pension Plan for Eligible Hourly Represented Employees of Equistar Chemicals, LP (“Plan”) is a noncontributory defined benefit pension plan for eligible employees covered under certain collective bargaining agreements with Equistar Chemicals, LP (“Equistar” or “Company”), a wholly owned subsidiary of Lyondell Chemical Company (“Lyondell”). The Plan is subject to the provisions of ERISA. Participants should refer to the Plan document for a complete description of the Plan provisions.

On January 6, 2009, Equistar and Lyondell 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 Equistar would continue to maintain the Plan. On April 30, 2010, Equistar and Lyondell emerged from Chapter 11 bankruptcy protection.

Pension Benefits – Participants are entitled to monthly pension benefits upon retiring on or after the normal retirement age of 65, as defined in the Plan document. The Plan also permits early retirement at a reduced benefit level for participants who retire after reaching age 55 with ten or more years of membership service. If a participant terminates employment with at least five years of service but prior to eligibility for normal or early retirement, the participant is eligible for a deferred pension benefit commencing as early as age 55 (or at the participant’s termination date if he or she terminated after reaching age 50), subject to 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 – If a participant dies, death benefits, as described in the Plan document, are paid to the participant’s beneficiary. Certain participants may be eligible for disability benefits upon becoming disabled after satisfying certain service requirements, as described in the Plan document.

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

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

2. Summary of Significant Accounting Policies

Basis of Accounting – The financial statements of the Plan are prepared in accordance with 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 Master Trust.

**PENSION PLAN FOR ELIGIBLE HOURLY REPRESENTED
EMPLOYEES OF EQUISTAR CHEMICALS, LP**

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

Accounting and Reporting Changes – In January 2010, the Financial Accounting Standards Board (the “FASB”) issued additional guidance on improving disclosures 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, issuances, and settlements of recurring Level 3 measurements does not become effective for the Company until 2011. The Company’s implementation in January 2011 of this additional requirement did not have a material impact on the Plan’s 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. The Company does not expect the adoption of this update will have a material impact on the Plan’s 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 – A separate account for the Plan is maintained by the Master Trust reflecting the Plan’s share of the Master Trust. Interest in the Master Trust is determined on a monthly basis and is based upon the beginning of the month value of the Plan’s interest in the Master Trust plus actual contributions and allocated investment income, less actual distributions and an allocation of administrative expenses. Investments of the Master 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 9 for discussion of fair value measurements.

From time to time the Master Trust’s investment managers may use derivative financial instruments including forward exchange contracts and future contracts. Derivative instruments are used primarily to mitigate exposure to foreign exchange rate and interest rate fluctuations as well as manage the investment mix in the portfolio. The

**PENSION PLAN FOR ELIGIBLE HOURLY REPRESENTED
EMPLOYEES OF EQUISTAR CHEMICALS, LP**

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

Master 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 Master Trust are accounted for on a 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.

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

Risks and Uncertainties – The Master 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 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.

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

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

3. Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, which are attributable under the Plan's provisions to the service that employees have rendered, as of the beginning of the plan year. Accumulated plan benefits include benefits expected to be paid to: (a) retired or terminated employees or their beneficiaries; (b) beneficiaries of employees who have died; and (c) present employees or their beneficiaries. Monthly pension benefits earned and accrued under the Plan are generally based upon the greater of (i) the employee's compensation for each year of benefit service (not to exceed 35 years) multiplied by 1¼ percent or (ii) a minimum pension benefit rate multiplied by the total years of benefit service. Benefits payable under all circumstances, including retirement, death, and termination of employment, are included to the extent that the circumstances are deemed attributable to employee services rendered up to the valuation date.

**PENSION PLAN FOR ELIGIBLE HOURLY REPRESENTED
EMPLOYEES OF EQUISTAR CHEMICALS, LP**

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

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 follow:

	<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	59 years of age

In the Statement of Changes in Accumulated Plan Benefits, the change in actuarial assumptions was \$363,058. This amount represents actuarial assumption changes since January 1, 2009 and includes changes to the assumption used to determine the minimum lump sum, the salary scale and the mortality assumption.

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

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

4. Funding Policy

The 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.

**PENSION PLAN FOR ELIGIBLE HOURLY REPRESENTED
EMPLOYEES OF EQUISTAR CHEMICALS, LP**

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

5. 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 applicable provisions of ERISA and the Code.

Participants' retirement allowances under the Plan are insured to the extent required by law through the Pension Benefit Guaranty Corporation ("PBGC"). If the Plan were to be terminated, priorities of payment of benefits would be made in accordance with the requirements 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 the time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

6. 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 July 1, 2008, stating that the Plan and related Master 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 that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Accordingly, no provision is made for federal income taxes.

7. 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. Accordingly, the Trustee has certified that the following data included in the accompanying financial statements are complete and accurate:

- Plan interest in the Master Trust, at fair value
- Investment income from the Master Trust
- Investment amounts as shown in Note 8 and Note 9, except for the information included in the Net Asset Value per Share table, other than the fair value, as shown in Note 9 which was not certified by the Trustee

**PENSION PLAN FOR ELIGIBLE HOURLY REPRESENTED
EMPLOYEES OF EQUISTAR CHEMICALS, LP**

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

8. Interest in Lyondell Chemical Company Retirement Master Trust

The Master Trust is a pooled investment trust composed of the beneficial interests of certain participating defined benefit plans ("Master Trust Plans") of Lyondell and certain of its subsidiaries and affiliates. The Master Trust consists of a portfolio of investments in a combination of common 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 Master Trust to the Master Trust.

Master Trust Plans do not own specific securities or other assets in the Master Trust but have an undivided interest in the Master Trust. The Plan's undivided interest in the investment holdings of the Master Trust, consisting of total investments, receivables from sales of securities, accrued interest, dividends and payables from purchases of securities, and other payables and receivables, was approximately 1% at both December 31, 2010 and 2009. Investment income related to the Master Trust is allocated to the Master Trust Plans based upon each plan's average monthly investment balance in the Master Trust.

**PENSION PLAN FOR ELIGIBLE HOURLY REPRESENTED
EMPLOYEES OF EQUISTAR CHEMICALS, LP**

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

The net assets of the Master Trust as of December 31, 2010 and 2009 are as follows:

	December 31,	
	2010	2009
Assets		
Investments, at fair value:		
Common and preferred stock		
Domestic	\$ 346,201,911	\$ 359,832,795
International	27,702,868	24,286,308
Fixed income securities		
Mortgage-backed securities	17,863,950	19,423,783
Asset-backed securities	4,356,220	6,322,243
Corporate bonds	110,968,946	118,447,941
Municipal bonds	5,718,909	5,636,250
Foreign government issued bonds	3,473,021	5,371,312
Commingled funds		
Domestic equity	109,683,590	100,186,085
International equity	322,752,642	252,300,049
Fixed income	92,341,495	93,957,493
Short-term investments	201,316	428,230
Real estate	41,914,898	36,372,346
Convertible securities	1,425,181	1,846,813
U.S. government securities		
Agency securities	61,636,785	47,687,852
U.S. Treasury securities	41,001,258	40,728,371
Cash and cash equivalents	31,953,491	20,484,463
Total investments	<u>1,219,196,481</u>	<u>1,133,312,334</u>
Receivables:		
Sales of securities	1,438,627	7,755,311
Accrued interest and dividends	10,165,587	13,687,964
Total receivables	<u>11,604,214</u>	<u>21,443,275</u>
Cash	--	1,158
Total assets	<u>1,230,800,695</u>	<u>1,154,756,767</u>
Liabilities		
Other payables	7,757,638	10,951,752
Purchase of securities	33,037,153	11,292,755
Total liabilities	<u>40,794,791</u>	<u>22,244,507</u>
Net assets	<u>\$ 1,190,005,904</u>	<u>\$ 1,132,512,260</u>

**PENSION PLAN FOR ELIGIBLE HOURLY REPRESENTED
EMPLOYEES OF EQUISTAR CHEMICALS, LP**

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

The components of total investment income of the Master 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>

9. 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

**PENSION PLAN FOR ELIGIBLE HOURLY REPRESENTED
EMPLOYEES OF EQUISTAR CHEMICALS, LP**

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

not available, fair value is based upon internally-developed models that use, where possible, current market-based parameters such as interest rates, yield curves and currency rates. These measurements are classified within Level 3.

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

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

Common 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 Master Trust at year end. Unit values are based on the fair value of the underlying assets of the fund derived from inputs principally from, or corroborated by, observable market data by correlation or other means.

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

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

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

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.

**PENSION PLAN FOR ELIGIBLE HOURLY REPRESENTED
EMPLOYEES OF EQUISTAR CHEMICALS, LP**

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

The following table sets forth by level, within the fair value hierarchy, the investments of the Master Trust at fair value as of December 31, 2010:

	Balance at December 31, 2010	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	\$ 346,201,911	\$ 346,201,911	\$ --	\$ --
International	27,702,868	27,702,868	--	--
Fixed income securities				
Mortgage-backed securities	17,863,950	--	17,863,950	--
Asset-backed securities	4,356,220	--	4,356,220	--
Corporate bonds	110,968,946	--	110,968,946	--
Municipal bonds	5,718,909	--	5,718,909	--
Foreign government issued bonds	3,473,021	--	3,473,021	--
Commingled funds				
Domestic equity	109,683,590	109,683,590	--	--
International equity	322,752,642	322,752,642	--	--
Fixed income	92,341,495	--	92,341,495	--
Short-term investments	201,316	--	201,316	--
Real estate	41,914,898	--	--	41,914,898
Convertible securities	1,425,181	--	1,425,181	--
U.S. government securities				
Agency securities	61,636,785	--	61,636,785	--
U.S. Treasury securities	41,001,258	41,001,258	--	--
Cash and cash equivalents	31,953,491	31,953,491	--	--
Total investments in Master Trust	<u>\$ 1,219,196,481</u>	<u>\$ 879,295,760</u>	<u>\$ 297,985,823</u>	<u>\$ 41,914,898</u>

**PENSION PLAN FOR ELIGIBLE HOURLY REPRESENTED
EMPLOYEES OF EQUISTAR CHEMICALS, LP**

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

The following table sets forth by level, within the fair value hierarchy, the investments of the Master Trust 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 Master Trust	<u>\$ 1,133,312,334</u>	<u>\$ 797,818,071</u>	<u>\$ 299,121,917</u>	<u>\$ 36,372,346</u>

**PENSION PLAN FOR ELIGIBLE HOURLY REPRESENTED
EMPLOYEES OF EQUISTAR CHEMICALS, LP**

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

The following table sets forth a summary of changes in the fair value of the Master Trust Level 3 assets for the year ended December 31, 2010:

	<u>Real Estate</u>
Balance, beginning of year	\$ 36,372,346
Realized gains	2,219,045
Unrealized gains relating to instruments still held at the reporting date	1,978,798
Purchases, sales, issuances, and settlements, net	1,344,709
Balance, end of year	<u><u>\$ 41,914,898</u></u>

The Fair Value Measurements of the Investments in Certain Entities that Calculate Net Asset Value per Share as of December 31, 2010 are as follows:

	Fair Value	Unfunded Commitments	Remaining Life	Redemption Frequency (if currently eligible)	Trade to Settlement Terms	Redemption Notice Period
Commingled fund investing in Domestic Equity	109,683,590	—	N/A	daily, pending market condition	1 to 3 days	N/A
Commingled fund investing in International Equity	322,752,642	—	N/A	daily, pending market condition	1 to 3 days	N/A
Commingled fund investing in Fixed Income	<u>92,341,495</u>	—	N/A	daily, pending market condition	1 to 3 days	N/A
Total	<u><u>\$ 524,777,727</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.

**PENSION PLAN FOR ELIGIBLE HOURLY REPRESENTED
EMPLOYEES OF EQUISTAR CHEMICALS, LP**

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

10. Related-Party Transactions

The Plan, through its interest in the Master 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. 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 59.

A Possible retirement age	B Probability of retirement	C Percent of population remaining	A x B x C Weighted retirement age
55	25.00%	100.00%	13.75
56	10.00%	75.00%	4.20
57	10.00%	67.50%	3.85
58	10.00%	60.75%	3.52
59	10.00%	54.68%	3.23
60	30.00%	49.21%	8.86
61	15.00%	34.45%	3.15
62	50.00%	29.28%	9.08
63	30.00%	14.64%	2.77
64	30.00%	10.25%	1.97
65	100.00%	7.17%	4.66
Weighted average retirement age			59.04

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	4.00% per year
▪ Flat-dollar benefit increases	0.00% per year
▪ 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 premiums, with current year PBGC premiums replacing prior year) discounted to beginning of year are included in normal cost.

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

Demographic assumptions				
Withdrawal	See table of sample rates.			
Disability incidence	1987 Commissioners Group Disability Table – 2 year incidence rates. See table of sample rates.			
Retirement age	See table of sample rates.			
Benefit commencement age				
▪ Future and current vested deferred	65			
Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>		
▪ Percentage married	80%	80%		
▪ Spouse age difference	3 years younger	3 years older		
Form of payment	<u>Lump sum</u>	<u>Single life</u>	<u>75% J&S</u>	<u>50% J&S</u>
▪ Port Arthur and Tuscola				
– Active retirements	80%	10%	10%	0%
– Future vested deferred	0%	50%	50%	0%
– Future disabilities	0%	50%	50%	0%
– Future deaths	0%	0%	0%	100%
– Current vested deferred	0%	50%	50%	0%
▪ All others				
– Active retirements	0%	50%	50%	0%
– Future vested deferred	0%	50%	50%	0%
– Future disabilities	0%	50%	50%	0%
– Future deaths	100%	0%	0%	0%
– Current vested deferred	0%	50%	50%	0%
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	Percentage		Withdrawal
	Disability		
	Male	Female	
20	.042%	.050%	15.0%
25	.050	.062	12.5
30	.064	.091	10.0
35	.089	.145	7.5
40	.139	.203	5.0
45	.257	.326	4.0
50	.507	.546	3.0
55	.958	.849	2.5
60	1.472	1.094	2.0

Attained age	Percentage
	Retirement
55	25%
56	10
57	10
58	10
59	10
60	30
61	15
62	50
63	30
64	30
65	100

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 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 the market value.

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.

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.
- This plan provides disability benefits that are only partially based on a participant's accrued benefit or years of service. This benefit is allocated to funding target based on the accrued benefit on the valuation date plus a portion of the excess of the benefit over the accrued benefit multiplied by the ratio of the participant's service at the beginning of the plan year to their service

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

at each decrement age. This benefit is allocated to target normal cost based on the proportionate benefit attributable to the increase in the participant's service and compensation during the plan year.

- 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."
- This plan provides disability benefits that are only partially based on a participant's accrued benefit or years of service. This benefit is allocated to funding target based on the accrued benefit on the valuation date plus a portion of the excess of the benefit over the accrued benefit multiplied by the ratio of the participant's service at the beginning of the plan year to their service at each decrement age. This benefit is allocated to target normal cost based on the proportionate benefit attributable to the increase in the participant's service and compensation during the plan year.

Schedule SB, Part V — Summary of Plan Provisions**Summary of major 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	Effective January 1, 1962, reflecting amendments effective through January 1, 2010. Provisions include all collective bargaining increases adopted through December 31, 2008. The plan year is the calendar year.
Status of the plan	The plan has ongoing benefit accruals and new employees are eligible to participate in the plan once they satisfy the participation requirements.
Significant events that occurred during the year	LyondellBasell Industries filed for bankruptcy on January 6, 2009, triggering partial benefit restrictions on accelerated forms of payment.
Covered employees	All represented employees of the company working at the Newark, Tuscola, Fairport Harbor, or Port Arthur plants.
Participation date	Participation prior to April 1, 1988 is governed by plan provisions in effect at date of participation. After March 31, 1988, participation is immediate upon becoming a represented employee of the Newark, Tuscola, Fairport Harbor, or Port Arthur plant.

Definitions

Benefit service	
Newark plant	All service from the first day of the calendar month following the date of employment.
Tuscola plant	All service from the first day of the calendar month following the date of employment.
Fairport Harbor plant	All service from the first day of the calendar month following the date of employment, or January 1, 1966 if later.
Port Arthur plant	All service from the first day of the calendar month following the date of employment, or February 1, 1984 if later.
Maximum service	35 years.
Compensation	Base salary wages determined prior to pre-tax contributions, excluding all extra pay such as overtime, premiums, bonuses, or other allowances.
Normal retirement age	Age 65, except if became member on or after January 1, 1998, later of age 65 and 5 years of service.
Normal retirement date	First day of the calendar month immediately after an employee's normal retirement age.

Schedule SB, Part V — Summary of Plan Provisions

Normal retirement pension		
Eligibility	Normal retirement age.	
Pension	<p>Sum of (i) and (ii), or (i) and (iii) for all members, subject to the minimum pension.</p> <p>(i) 1-1/4% of Compensation during each year of benefit service on and after January 1, 1962,</p> <p>(ii) (a) 3/4% of first \$3,000 of base compensation during each year of benefit service between January 1, 1944 and January 1, 1962 plus 2% of such compensation in excess of \$3,000, plus,</p> <p>(b) 1% of first \$3,000 of average annual compensation during 3-year period preceding January 1, 1944 plus 1-3/4% of such compensation in excess of \$3,000 multiplied by years of benefit service prior to January 1, 1944.</p> <p>(iii) Pension determined by Board of Directors for service while covered under former plan.</p>	
Minimum pension	Pension for the periods of service in (i) and (ii) shall be no less than the minimum pension for members at the following plants:	
Fairport Harbor plant	<u>Effective date</u>	<u>Minimum annual pension per year of benefit service</u>
	January 1, 1998	\$ 264
	January 1, 1999	276
	January 1, 2000	288
	January 1, 2001	336
	January 1, 2002	348
	January 1, 2003	360
	January 1, 2005	384
	January 1, 2006	408
	January 1, 2007	432
	January 1, 2008	444

Schedule SB, Part V — Summary of Plan Provisions

Tuscola plant	<u>Effective date</u>	<u>Minimum annual pension per year of benefit service</u>
	December 31, 1993	
	November 1, 2000	\$ 348
	November 1, 2001	372
	November 6, 2002	396
	November 6, 2003	420
	November 1, 2006	444
	November 1, 2007	456
	November 1, 2008	468
	November 1, 2009	480
	492	
Newark plant	<u>Effective date</u>	<u>Minimum annual pension per year of benefit service</u>
	February 1, 1997	
	February 1, 1998	\$ 264
	February 1, 1999	270
	February 1, 2000	276
	February 1, 2001	288
	February 1, 2002	300
	February 1, 2003	312
	February 1, 2004	324
	February 1, 2005	336
	February 1, 2006	348
	February 1, 2007	360
	372	
Port Arthur plant	<u>Effective date</u>	<u>Minimum annual pension per year of benefit service</u>
	April 1, 1997	
	April 1, 1998	\$ 348
	April 1, 1999	360
		372
Early retirement pension		
Eligibility	Age 55 and either (i) 10 years of service or (ii) suffers special hardship.	
Pension		
Fairport Harbor and Newark (and Port Arthur prior to April 1, 1997)	Accrued pension deferred to normal retirement date, or an immediate pension equal to accrued pension reduced by ¼% for each month by which commencement precedes normal retirement date.	

Schedule SB, Part V — Summary of Plan Provisions

Tuscola (effective January 1, 1995) and Port Arthur (effective April 1, 1997)	Accrued pension deferred to normal retirement date, or an immediate pension equal to accrued pension reduced by 5/12% for each month by which commencement precedes age 62.	
Disability retirement pension		
Eligibility	10 years of service and permanently incapacitated. (This pension is no longer applicable for the Tuscola plant effective December 1, 1990 or for the Port Arthur plant effective May 1, 1994).	
Pension	Accrued pension reduced by ¼% for each month by which disability date precedes normal retirement date.	
Minimum pension	Disability pension shall be no less than the minimum pension for members at the following plants:	
Fairport Harbor plant	<u>Effective date</u>	<u>Minimum annual disability pension per year of benefit service</u>
	January 1, 1998	
	January 1, 1999	\$ 264
	January 1, 2000	276
	January 1, 2001	288
	January 1, 2002	336
	January 1, 2003	348
	January 1, 2005	360
	January 1, 2006	384
	January 1, 2007	408
	January 1, 2008	432
		444
Newark plant	<u>Effective date</u>	<u>Minimum annual disability pension per year of benefit service</u>
	February 1, 1997	
	February 1, 1998	\$ 240
	February 1, 1999	246
	February 1, 2000	252
	February 1, 2001	264
	February 1, 2002	276
	February 1, 2003	312
	February 1, 2004	324
	February 1, 2005	336
	February 1, 2006	348
	February 1, 2007	360
		372

Schedule SB, Part V — Summary of Plan Provisions**Disability retirement pension for Tuscola and Port Arthur**

Eligibility	5 years of service and eligible for LTD benefit. (Effective December 1, 1990 for the Tuscola plant, and effective May 1, 1994 for the Port Arthur plant).
Pension	Pension at date payments begin, equal to accrued pension at time of disability plus a benefit based on the dollar minimum in effect at the time of disability multiplied by the years of benefit service earned while disabled. A member will receive credit for pension purposes while receiving benefits under the Company's LTD Plan, from date of disability until normal retirement. Payment is deferred until member ceases to receive benefits under Company's LTD Plan.

Deferred vested pension

Eligibility	5 years of service.
Pension	Accrued pension deferred to normal retirement date or an actuarially reduced pension commencing (i) immediately, if age 50 or over at termination or (ii) at age 55.

Regular death benefit

Eligibility	Death in active service and not in a group covered by other plan providing death benefits to which the Company makes payments. (This benefit is no longer provided for the Tuscola plant, effective December 1, 1990, or for the Port Arthur plant, effective May 1, 1994.)
Benefit	<p>Lump sum equal to 150% of annual rate of compensation at date of death plus return of member's accumulated contributions, if any.</p> <p>This benefit is reduced by compensation under Worker's Compensation affecting Company due to death of member and any death benefit (employer provided) payable under any other retirement or pension plan maintained by the Company.</p>

Schedule SB, Part V — Summary of Plan Provisions

Death benefit after age 55	
Eligibility	Death in active service after age 55 and covered by the regular death benefit. (This benefit is no longer provided for the Tuscola plant, effective December 1, 1990, or for the Port Arthur plant, effective May 1, 1994).
Benefit	<p>Lump sum, in lieu of regular death benefit, equal to the greater of (i) or (ii):</p> <p>(i) 85% of the member's retirement pension reserve at time of death. This benefit is reduced by compensation under Worker's Compensation affecting Company due to death of member.</p> <p>(ii) Regular death benefit.</p> <p>May elect to convert lump sum to a life annuity with or without 10 or 20 years guaranteed.</p>
Death after retirement benefit	
Eligibility	Death after normal, early or disability retirement. (For members at the Tuscola plant retiring on or after December 1, 1990, and members at the Port Arthur plant retiring on or after May 1, 1994, this benefit is no longer provided.)
Benefit	Lump sum of \$2,000 for members at the Newark and Fairport Harbor plants.
Return of contributions	
Upon termination	Return of the accumulated contributions at the date of termination if elected. If participant ceased making contributions prior to January 1, 1962, service prior to January 1, 1962 is forfeited in calculating benefits.
Upon death before commencement of benefits	If no other benefit, other than death after retirement benefit, is payable, accumulated contributions are paid as a lump sum to the designated beneficiary or estate.

Schedule SB, Part V — Summary of Plan Provisions

Spouse pension	
Eligibility	Death of married member who has been married one year and one of the following requirements is met:
Active service	In active service after completion of 5 years of service and not eligible for or does not elect regular death benefit. (Effective December 1, 1990, for all members at the Tuscola plant, and effective February 1, 1995 for all members at the Port Arthur plant – in active service or while receiving LTD benefits after completion of 5 years of service.)
After termination	After termination with entitlement to deferred vested pension (10 years of service required if termination occurred between January 1, 1976 and August 23, 1984).
Pension	
Active service	
Age 50 and older	Amount equal to 50% of the pension which would have been payable to the member if he retired with an immediate pension on his date of death under normal form of payment.
Under age 50	Deferred pension commencing when member would have been age 55 equal to 50% of the pension which would have been payable to the member if he had terminated with a vested pension on his date of death, survived to age 55 and elected to retire with an immediate pension under the normal form of payment.
After termination but before payments commence	<p>If former member was eligible for immediate payment at the time of death, immediate pension equal to 50% of the pension which would have been payable to the member if he had retired on his date of death under normal form of payment.</p> <p>If former member was not eligible for immediate payment at the time of death, a pension commencing when former member would have been age 55 equal to 50% of the pension which would have been payable to the member if he had survived to age 55 and retired under normal form of payment.</p>
Other provisions	
Normal form of payment	Death and disability benefits are payable only as described above. Monthly pension benefits are paid in the form of a life annuity if the member has no spouse as of the date payments begin, or if the participant so elects. Otherwise, reduced benefits are paid under the 50% joint and survivor option.

Schedule SB, Part V — Summary of Plan Provisions

Optional forms of payment	<ul style="list-style-type: none"> ▪ Single life annuity. ▪ Joint and survivor annuity (100%, 75% and 50%). ▪ 120 or 240 months certain and life annuity. ▪ Lump sum payment in lieu of annuity (Tuscola and Port Arthur plants only).
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Actuarial equivalence	See table of sample factors for a 75% joint & survivor annuity based on the assumption male spouses are 3 years older than female spouses:
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<u>Age</u>	<u>Male</u>	<u>Female</u>
55	0.9035	0.9228
60	0.8810	0.9070
65	0.8565	0.8905

For actual factors used see plan provisions.

Benefits included or excluded

Unless noted below, all benefits provided by the plan, as restated and amended through the Instrument Amending the Pension Plan for Eligible Hourly Represented Employees of Equistar Chemicals LP, signed on December 22, 2009, are included in this valuation.

- **Most recent plan amendments included:** The Instrument Amending the Pension Plan for Eligible Hourly Represented Employees of Equistar Chemicals LP, signed on 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.

Schedule SB, Part V — Summary of Plan Provisions

- Deferred vested participants: Current deferred vested participants over normal retirement age are not valued including the late retirement actuarial increases. 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.

Significant events

To the best of our knowledge, no events occurred during the year that would significantly affect the valuation results.

Schedule SB, Line 24 — Change in Actuarial Assumptions

- The sponsor changed their interest rate election from full yield curve with a 2-month lookback to segment rates with a 4-month lookback.
- The salary increase assumption was changed from 4.5% per year to 4.0% per year.

Schedule SB, Line 25 — Change in Method

This plan provides disability benefits that are only partially based on a participant's accrued benefit or years of service. This benefit is allocated to funding target based on the accrued benefit on the valuation date plus a portion of the excess of the benefit over the accrued benefit multiplied by the ratio of the participant's service at the beginning of the plan year to their service at each decrement age. This benefit is allocated to target normal cost based on the proportionate benefit attributable to the increase in the participant's service and compensation during the plan year.

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	1	1								
25 - 29	3	5								
30 - 34	6	3	1							
35 - 39	2	5	2							
40 - 44	2	2	3	3	2					
45 - 49	1	4	6	3	1					
50 - 54	1	4	3		2	2	1		1	
55 - 59		2		2	5	1	1	3		
60 - 64			1	2	1	1	2			1
65 - 69										
70+										

In each cell, the number is the count of active and transfers/LTD/LOA participants for each age/service combination. Average pay is not shown since all cells have fewer than 20 participants.

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 Pension Plan for Elig Hrly Rep EE of Equistar LP	B Three-digit plan number (PN) ► <u>001</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	13,128,327	
b Actuarial value.....	2b	14,441,160	
3 Funding target/participant count breakdown	(1) Number of participants		(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	142	6,587,776
b For terminated vested participants.....	3b	129	3,784,926
c For active participants:			
(1) Non-vested benefits.....	3c(1)		291,899
(2) Vested benefits.....	3c(2)		2,459,286
(3) Total active.....	3c(3)	92	2,751,185
d Total.....	3d	363	13,123,887
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	6.66 %	
6 Target normal cost.....	6	230,660	

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	<div style="text-align: center;"> Signature of actuary </div> <div style="text-align: center;"> Kevin R. Minor Type or print name of actuary </div> <div style="text-align: center;"> Mercer Firm name </div> <div style="text-align: center;"> 1000 Main Street, Suite 2900 Address of the firm </div> <div style="text-align: center;"> Houston TX 77002-6307 </div>	<div style="text-align: center;"> Date </div> <div style="text-align: center;"> 11-03831 Most recent enrollment number </div> <div style="text-align: center;"> (713) 276-2100 Telephone number (including area code) </div>
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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)	2,813,589	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	71,002	0
9 Amount remaining (Item 7 minus item 8)	2,742,587	0
10 Interest on item 9 using prior year's actual return of <u>22.62</u> %	620,373	
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>8.24</u> %		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Reduction in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	3,362,960	0

Part III Funding percentages

14 Funding target attainment percentage	14	84.41 %
15 Adjusted funding target attainment percentage	15	110.03 %
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	121.39 %
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	0

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No
- b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No
- c** If 20a is "Yes," see instructions and complete the following table as applicable:

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

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		59
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		
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		230,660
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment	0		0
b Waiver amortization installment	0		0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	34		230,660
	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	230,660		230,660
36 Additional cash requirement (item 34 minus item 35)	36		0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37		0
38 Interest-adjusted excess contributions for current year (see instructions)	38		0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39		0
40 Unpaid minimum required contribution for all years	40		0