

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>LYONDELLBASELL RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>04/01/1989</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>04/01/1989</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>04/01/1989</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>LYONDELL CHEMICAL COMPANY</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>95-4160558</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>95-4160558</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>95-4160558</u>					
2c Sponsor's telephone number <u>713-652-7200</u>					
2d Business code (see instructions) <u>325900</u>					

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

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

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

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

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") BENEFITS ADMINISTRATIVE COMMITTEE 1221 MCKINNEY, SUITE 1600 HOUSTON, TX 77010-2006	3b Administrator's EIN 20-3443655 3c Administrator's telephone number 713-652-7200
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year	5	9327
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	5023
b Retired or separated participants receiving benefits.....	6b	1408
c Other retired or separated participants entitled to future benefits.....	6c	4860
d Subtotal. Add lines 6a , 6b , and 6c	6d	11291
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	185
f Total. Add lines 6d and 6e	6f	11476
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	52
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

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

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

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010	
A Name of plan LYONDELLBASELL RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500. LYONDELL CHEMICAL COMPANY	D Employer Identification Number (EIN) 95-4160558

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

(a) Name of insurance carrier
METROPOLITAN LIFE

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
13-5581829	65978	20909N	1919	01/01/2010	12/31/2010

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

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

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

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

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

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

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

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

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

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

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

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

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	(c) Amount	(d) Purpose	

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	
6 Contracts With Allocated Funds:		
a State the basis of premium rates ▶		
b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	
e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶		
f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐		
7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)		
a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☒ guaranteed investment (4) ☐ other ▶		
b Balance at the end of the previous year	7b	0
c Additions: (1) Contributions deposited during the year	7c(1)	
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	
(6) Total additions	7c(6)	11240713
d Total of balance and additions (add b and c(6)).	7d	11240713
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	
(2) Administration charge made by carrier	7e(2)	
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	
(5) Total deductions	7e(5)	0
f Balance at the end of the current year (subtract e(5) from d)	7f	11240713

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

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

A Name of plan <u>LYONDELLBASELL RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>LYONDELL CHEMICAL COMPANY</u>	D Employer Identification Number (EIN) <u>95-4160558</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>347639607</u>
b Actuarial value	2b <u>371882974</u>
3 Funding target/participant count breakdown	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>631</u> <u>69928812</u>
b For terminated vested participants	3b <u>3381</u> <u>166238167</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>11451122</u>
(2) Vested benefits	3c(2) <u>195076291</u>
(3) Total active	3c(3) <u>5315</u> <u>206527413</u>
d Total	3d <u>9327</u> <u>442694392</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>6.72</u> %
6 Target normal cost	6 <u>33628095</u>

Statement by Enrolled Actuary

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

SIGN HERE	
Signature of actuary <u>KEVIN R. MINOR</u>	Date <u>11-03831</u>
Type or print name of actuary <u>MERCER</u>	Most recent enrollment number <u>713-276-2100</u>
Firm name <u>1000 MAIN STREET, SUITE 2900</u> <u>HOUSTON, TX 77002-6307</u>	Telephone number (including area code)
Address of the firm	

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

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

Schedule SB (Form 5500) 2010
v.092308.1

Part II	Beginning of year carryover and prefunding balances		
	(a) Carryover balance	(b) Prefunding balance	
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	55067493		0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	30461236		0
9 Amount remaining (Item 7 minus item 8).....	24606257		0
10 Interest on item 9 using prior year's actual return of <u>22.92</u> %	5639754		
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>8.09</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.....	12518551		0
13 Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	17727460		0

Part III	Funding percentages		
14 Funding target attainment percentage.....	14	80.00	%
15 Adjusted funding target attainment percentage.....	15	80.00	%
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	99.88	%
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	
10/14/2010	5132540					
01/13/2011	93597872					
04/14/2011	14340000					
07/13/2011	14340000					
09/14/2011	14340000					
			Totals ►	18(b)	141750412	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	131407661
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	(4) 4th
0	0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 5.03 %	2nd segment: 6.73 %	3rd segment: 6.82 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	33628095
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	70831102	11920314
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	45548409
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	17727460	0
36 Additional cash requirement (item 34 minus item 35).....	36	27820949
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	131407661
38 Interest-adjusted excess contributions for current year (see instructions).....	38	103586712
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 LYONDELLBASELL RETIREMENT PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 LYONDELL CHEMICAL COMPANY	D Employer Identification Number (EIN) 95-4160558	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
LAZARD ASSET MANAGEMENT LLC
05-0530199

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

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

MERCER

13-2834414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 13 50	NONE	859032	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	211825	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	202117	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	197186	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	139845	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

PACIFIC INVESTMENT MANAGEMENT CO.

33-0629048

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	128676	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NEUBERGER BERMAN

13-5521910

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51 68	NONE	113664	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

LSV ASSET MANAGEMENT

22-2772200

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	104952	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MERCATOR

65-0617051

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	100553	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

KORNITZER CAPITAL MANAGEMENT

48-1069845

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	93838	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

J.P. MORGAN INVESTMENT MGMT INC.

13-3200244

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 28 50 51	NONE	88860	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

INTECH INVESTMENT TECH, LLC

01-0614895

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	84414	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BENNETT LAWRENCE MANAGEMENT, LLC

13-3842936

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51 68	NONE	80755	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

ALLIANCE BERNSTEIN

13-4064930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	66215	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

T. ROWE PRICE ASSOCIATES, INC.

52-0556948

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51 68	NONE	61389	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

BHMS INC.

75-2403190

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51 68	NONE	59933	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

GOLDMAN SACHS ASSET MANAGEMENT L.P.

13-3575636

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	58328	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

TIMESQUARE CAPITAL MANAGEMENT

20-1665304

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51 68	NONE	56976	Yes ☒ No ☐	Yes ☒ No ☐	0	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)

CRA ROGERSCASEY LLC

22-3677006

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17 50	NONE	24369	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

<div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2010</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010					
A Name of plan LYONDELLBASELL RETIREMENT PLAN				B Three-digit plan number (PN) ▶ 002	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 LYONDELL CHEMICAL COMPANY				D Employer Identification Number (EIN) 95-4160558	
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) 686172064	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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	

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

<div>SCHEDULE G (Form 5500) Department of Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration</div>	<div>Financial Transaction Schedules</div> <div>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).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2010</div> <div>This Form is Open to Public Inspection.</div>
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010	
<div>A Name of plan: LYONDELLBASELL RETIREMENT PLAN</div>	<div>B Three-digit plan number (PN) ► 002</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500 LYONDELL CHEMICAL COMPANY</div>	<div>D Employer Identification Number (EIN): 95-4160558</div>

Part I	Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible				
Complete as many entries as needed to report all loans or fixed income obligations in default or classified as uncollectible. Check box (a) if obligor is known to be a party in interest. Attach Overdue Loan Explanation for each loan listed. See Instructions.					
(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest
(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest
(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

Part II Schedule of Leases in Default or Classified as Uncollectible

Complete as many entries as needed to report all leases in default or classified as uncollectible. Check box (a) if lessor or lessee is known to be a party in interest. Attach Overdue Lease Explanation for each lease listed. (See instructions)

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost		(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost		(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost		(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost		(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost		(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost		(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost		(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

Part III Nonexempt Transactions

Complete as many entries as needed to report all nonexempt transactions. **Caution:** If a nonexempt prohibited transaction occurred with respect to a disqualified person, file Form 5330 with the IRS to pay the excise tax on the transaction.

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value		(d) Purchase price
LYONDELL CHEMICAL COMPANY	PLAN SPONSOR	SETTLOR FEES PAID FROM THE PLAN IN 2006 AND REPAID INTO THE PLAN WITH INTEREST ON JUNE 29, 2010		

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction
				17460	

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value		(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value		(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value		(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value		(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value		(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

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.	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 LYONDELLBASELL RETIREMENT PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 LYONDELL CHEMICAL COMPANY	D Employer Identification Number (EIN) 95-4160558	

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)			137170000
(2) Participant contributions	1b(2)			
(3) Other	1b(3)	951014		
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)	348121027		686172064
(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)			11240713
(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	349072041	834582777

Liabilities

g Benefit claims payable	1g	531225	
h Operating payables	1h	1108427	1267164
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	1639652	1267164

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	347432389	833315613
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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)	141750412	
(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)		141750412
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)		49356497
(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		191106909

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	42334568	
(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)		42334568
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)	-105684	
(2) Contract administrator fees	2i(2)	736790	
(3) Investment advisory and management fees	2i(3)	1733100	
(4) Other	2i(4)	1201006	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		3565212
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		45899780

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		145207129
l Transfers of assets:			
(1) To this plan.....	2l(1)		340676095
(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		17460
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.
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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 <u>LYONDELLBASELL RETIREMENT PLAN</u>	B Three-digit plan number (PN) ► <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LYONDELL CHEMICAL COMPANY</u>	D Employer Identification Number (EIN) <u>95-4160558</u>

Part I	Distributions
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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>172</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)
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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
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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.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2010
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: 68% Investment-Grade Debt: 28% High-Yield Debt: 0% Real Estate: 4% Other: 0%

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

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

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

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

LYONDELLBASELL RETIREMENT PLAN

FINANCIAL STATEMENTS

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

LYONDELLBASELL RETIREMENT PLAN

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** Other supplemental 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
LyondellBasell Retirement Plan

We were engaged to audit the financial statements and supplemental schedules of LyondellBasell Retirement Plan (the "Plan") at December 31, 2010 and December 31, 2009 and for the years then ended, as listed in the accompanying index. These financial statements and schedules 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 10, 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 and supplemental schedules. 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 and schedules taken as a whole. The form and content of the information included in the financial statements and schedules, 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.

Effective December 31, 2010, the Equistar Chemicals, LP Retirement Plan, the Houston Refining LP Retirement Plan for Non-Represented Employees, and the Basell Retirement Income Plan were merged with and into the Plan. The impact of this merger is described in Note 1 to the financial statements.

PricewaterhouseCoopers LLP

Houston, Texas
October 6, 2011

LYONDELLBASELL RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2010	2009
ASSETS		
Plan interest in the Lyondell Chemical Company Retirement Master Trust, at fair value	\$ 686,172,064	\$ 348,121,027
Investment in the Metropolitan Life Insurance Company Guaranteed Investment Group Annuity Contract, at fair value	13,144,410	--
Employer contributions receivable	137,170,000	--
Receivables from:		
Basell Retirement Income Plan	--	607,346
Basell Pension Plan	--	343,400
Pension Plan for Hourly Employees at Edison, New Jersey	--	268
Total assets	<u>836,486,474</u>	<u>349,072,041</u>
LIABILITIES		
Benefits payable to plan participants	--	531,225
Accrued administrative expenses	1,267,164	1,108,427
Total liabilities	<u>1,267,164</u>	<u>1,639,652</u>
Net assets available for benefits	<u>\$ 835,219,310</u>	<u>\$ 347,432,389</u>

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

LYONDELLBASELL RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Years Ended December 31,

	<u>2010</u>	<u>2009</u>
Investment income from the Lyondell Chemical Company Retirement Master Trust	\$ 49,356,497	\$ 67,749,806
Employer contributions	141,750,412	--
Benefits paid to participants	(42,334,568)	(6,409,246)
Administrative expenses	<u>(3,565,212)</u>	<u>(4,790,065)</u>
Net increase before Plan transfers	145,207,129	56,550,495
Net assets transferred from the Equistar Chemicals, LP Retirement Plan (Note 5)	156,112,065	--
Net assets transferred from the Basell Retirement Income Plan (Note 5)	150,726,847	--
Net assets transferred from the Houston Refining LP Retirement Plan for Non-Represented Employees (Note 5)	<u>35,740,880</u>	<u>--</u>
Net assets transferred to the Plan	342,579,792	--
Net increase	487,786,921	56,550,495
Net assets available for benefits:		
Beginning of year	<u>347,432,389</u>	<u>290,881,894</u>
End of year	<u>\$ 835,219,310</u>	<u>\$ 347,432,389</u>

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

LYONDELLBASELL RETIREMENT PLAN
STATEMENT OF ACCUMULATED PLAN BENEFITS

	December 31, 2009
Actuarial present value of accumulated plan benefits:	
Vested plan benefits:	
Participants currently receiving benefits	\$ 62,697,319
Other participants	<u>344,866,490</u>
Total vested plan benefits	407,563,809
Non-vested plan benefits	<u>17,321,719</u>
Total actuarial present value of accumulated plan benefits	<u><u>\$ 424,885,528</u></u>

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

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

Actuarial present value of accumulated plan benefits at beginning of year (January 1, 2009)	\$ 340,564,669
Increase (decrease) during the year attributable to:	
Additional benefits accumulated, including actuarial experience losses	35,922,568
Interest	26,988,804
Benefits paid to participants	(6,409,246)
Change in actuarial assumptions	27,818,733
Net increase	<hr/> 84,320,859
Actuarial present value of accumulated plan benefits at end of year (December 31, 2009)	<hr/> <u>\$ 424,885,528</u>

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

LYONDELLBASELL RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS

1. Description of Plan

General – The LyondellBasell Retirement Plan (“Plan”) is sponsored by Lyondell Chemical Company (“Lyondell” or “Company”) and is a defined benefit plan for non-represented employees of Lyondell, Basell USA Inc. (“Basell”), Equistar Chemicals, LP (“Equistar”), and effective January 1, 2010, Houston Refining LP (“HRO”), (collectively, “Lyondell and the participating employers”). 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, Lyondell and the participating employers 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 Lyondell would continue to maintain the Plan. On April 30, 2010, Lyondell, Equistar, and HRO emerged from Chapter 11 bankruptcy protection, and in conjunction with the emergence, Basell merged into Equistar.

Effective December 31, 2010, the Equistar Chemicals, LP Retirement Plan, the Houston Refining LP Retirement Plan for Non-Represented Employees, and the Basell Retirement Income Plan (collectively, the “Merged Plans”) were merged with and into the Plan. The Merged Plans’ net assets and benefit obligations were transferred to the Plan on December 31, 2010. Active participants of the Merged Plans are eligible to participate in the Plan.

Pension Benefits – Eligible employees become participants in the Plan immediately upon employment and are fully vested in their benefits upon the earlier of completion of three years of service, death or attainment of age 65 while employed. With respect to Plan benefits accrued prior to January 1, 2009, participants are entitled to monthly pension benefits upon retiring on or after the normal retirement age of 65, as defined in the Plan document, and with respect to most participants, the Plan also permits early retirement at a reduced benefit level for participants retiring after reaching age 55 with ten or more years of service as defined in the Plan. If a participant is vested but terminates employment prior to eligibility for normal or early retirement, the participant is eligible for a deferred pension benefit commencing at age 65 or, if the participant terminates with ten or more years of membership service, as early as age 55, subject to reduction for early commencement. Participants receive these accumulated plan benefits as a monthly benefit or in an actuarially equivalent optional form available under the Plan. These benefits accrued through December 31, 2008 were calculated using the Plan’s final average pay benefit formula as defined in the Plan document.

Benefits accrued from and after January 1, 2009 are calculated using the Plan’s cash balance benefit formula as defined in the Plan document. The cash balance formula credits dollar amounts as a percentage of pay (pay credits) and at a stated interest rate (interest credits). Certain participants are entitled to additional pay credits under the cash balance formula based on age and benefit service on December 31, 2008 or December 31, 2009, as described in the Plan document. Vested Plan benefits accrued from January 1, 2009 are payable upon separation from service in an optional form available under the Plan.

With respect to the Merged Plans, participants may be eligible for frozen benefits accrued under those plans prior to their merger into the Plan, as defined in the Merged Plans.

Death Benefits – If a participant dies, death benefits, as described in the Plan document, are paid to the participant’s beneficiary.

LYONDELLBASELL RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

Contributions – The Plan is a noncontributory defined benefit pension plan. All contributions are made by Lyondell and the participating employers and participant contributions are not permitted under the terms of the Plan. A predecessor plan, the Atlantic Richfield Retirement Plan (“ARCO Plan”), allowed, but did not require, participants to make voluntary contributions through February 1993 (See Note 7).

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.

Plan Receivables – The Plan paid the January 2009 benefit payments on behalf of the participants of the Basell Pension Plan and the Pension Plan for Hourly Employees at Edison, New Jersey, and prior to its merger into the Plan on December 31, 2010, of the Basell Retirement Income Plan and such amounts were accrued as receivables from the respective plans in the accompanying Statements of Net Assets Available for Benefits.

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

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.

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

LYONDELLBASELL RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

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

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.

On December 31, 2010, the investment in the Metropolitan Life Insurance Company Guaranteed Investment Group Annuity Contract ("GIC") with Metropolitan Life Insurance Company (the "Custodian") was transferred from the

LYONDELLBASELL RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

Basell Retirement Income Plan to the Plan. The Company has calculated the fair value measurement of the GIC as discussed in Note 12.

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 and the GIC are exposed to various risks, such as market and credit risks. Changes in the values of investment securities will continue to occur in the near term and such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

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

Transfer Activity – Transfer activity includes transfers to and from other plans participating in the Master Trust. See Note 5 for discussion of transfer activity.

Benefits Paid to Participants – Benefit payments to participants are recorded upon distribution and are paid by the 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. Benefits under the Plan that were accrued prior to January 1, 2009 are based upon the employee's years of service and the average of the employee's highest annual eligible earnings for any consecutive three-year period of the employee's service during the employee's last ten years of service. If the employee's total service is less than three years, the benefits are based upon the average annual eligible earnings for the employee's entire period of service. Benefits accrued under the Plan from January 1, 2009 are based on a notional cash balance account. Benefits accrued under the Merged Plans prior to their merger with and into the Plan are based on years of service and final average pay, as described in the Merged Plans. 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.

LYONDELLBASELL RETIREMENT PLAN

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:

	December 31, 2009
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	61 years of age

In the Statement of Changes in Accumulated Plan Benefits, the change in actuarial assumptions was \$27,818,733. 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, the mortality assumption and the cash balance interest crediting rate.

The accumulated plan benefits reported at December 31, 2009 are the accumulated plan benefits of the Plan at that date, which exclude the accumulated plan benefits of the Merged Plans. If the merger had occurred as of the beginning of the plan year effective January 1, 2010, the benefits obligation from the Merged Plans, totaling \$357,334,455, would have been transferred to the Plan.

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

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

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.

As determined by the Plan's actuaries, contributions for the years ended December 31, 2010 and 2009 were \$141,750,412 and zero, respectively, and met the minimum funding requirements under ERISA and the Internal Revenue Code of 1986 (the "Code"), each as amended by the PPA.

LYONDELLBASELL RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

5. Transfer Activity

Transfer from the Equistar Chemicals, LP Retirement Plan – On December 31, 2010, the Equistar Chemicals, LP Retirement Plan merged with and into the Plan. As a result, net assets of \$156,112,065 and the benefit obligations were transferred into the Plan. The benefits received by the participants of the Equistar Chemicals, LP Retirement Plan remained the same.

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

Transfer from the Houston Refining LP Retirement Plan for Non-Represented Employees – On December 31, 2010, the Houston Refining LP Retirement Plan for Non-Represented Employees merged with and into the Plan. As a result, net assets of \$35,740,880 and the benefit obligations were transferred into the Plan. The benefits received by the participants of the Houston Refining LP Retirement Plan for Non-Represented Employees remained the same.

6. Plan Termination

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

Participants' retirement allowances under the Plan are insured to the extent required by law through the 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 that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

7. Voluntary Contributions

Until February 1993, the ARCO Plan allowed, but did not require, participants to make voluntary contributions. Such contributions are either distributed upon termination of employment or, in certain cases, may be converted into an annuity to supplement the regular retirement benefit. As of December 31, 2010 and 2009, voluntary contributions and the accumulated investment income thereon, held in the Master Trust, totaled \$878,965 and \$882,185, respectively. Interest earned on these funds is at a current market rate for government interest bearing obligations.

LYONDELLBASELL RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

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

The following is a reconciliation of the Plan's net assets available for benefits per the financial statements at December 31, 2010 to Schedule H of Form 5500:

	<u>December 31, 2010</u>
Net assets available for benefits per the financial statements	\$ 835,219,310
Adjustment from fair value to contract value for the GIC	<u>(1,903,697)</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$ 833,315,613</u>

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

	<u>2010</u>
Total net transfers per the financial statements	\$ 342,579,792
Adjustment from fair value to contract value for the GIC	<u>(1,903,697)</u>
Net transfers of assets to the Plan per Schedule H of Form 5500	<u>\$ 340,676,095</u>

9. 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 February 18, 2011, stating that the Plan and related Master Trust are designed in accordance with applicable sections of the Code. The Plan has been amended since receiving the determination letter. However, the BAC believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Accordingly, no provision is made for federal income taxes.

LYONDELLBASELL RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

10. 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 and schedule are complete and accurate:

- Plan interest in the Master Trust, at fair value
- Plan interest in the GIC, at contract value
- Investment income from the Master Trust
- The Supplemental Schedule of Assets (Held at End of Year) as of December 31, 2010
- Investment amounts as shown in Note 11, Note 12 and Note 13, except for the following amounts which were not certified by the Trustee:
 - Adjustment from contract value to fair value of the Plan interest in the GIC as shown in Note 12
 - Total investment in the GIC, at fair value as shown in Note 12
 - Fair value of the Plan interest in the Metropolitan Life Insurance GIC as shown in the fair value hierarchy table in Note 13
 - Summary of changes in the fair value of the Plan Only Metropolitan Life GIC as shown in the Level 3 reconciliation table in Note 13
 - Information included in the Net Asset Value per Share table, other than the fair value, as shown in Note 13

11. 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. At December 31, 2010 and 2009, 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 58% and 31%, respectively. 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.

LYONDELLBASELL RETIREMENT PLAN

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>

LYONDELLBASELL RETIREMENT PLAN

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>

12. Guaranteed Investment Group Annuity Contract

The Plan records the GIC at fair market value in accordance with ASC 960, *Reporting by Defined Benefit Pension Plans of Investment Contracts*. The contract value of the GIC was certified as complete and accurate by the Trustee. The fair market value was calculated by the Company and the net assets of the GIC are accounted for separately from the investments of the Master Trust.

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

	<u>December 31, 2010</u>
Investment in the GIC certified by the Trustee, at contract value	\$ 11,240,713
Adjustment from contract value to fair value	1,903,697
Total investment in the GIC, at fair value	<u>\$ 13,144,410</u>

LYONDELLBASELL RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

13. Fair Value Measurements

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

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

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

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

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

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

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.

LYONDELLBASELL RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

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

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

The following table sets forth by level, within the fair value hierarchy, the investments of the Master Trust and the GIC 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>
Metropolitan Life Insurance GIC	13,144,410	--	--	13,144,410
Total investments	<u>\$ 1,232,340,891</u>	<u>\$ 879,295,760</u>	<u>\$ 297,985,823</u>	<u>\$ 55,059,308</u>

LYONDELLBASELL RETIREMENT PLAN

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>

LYONDELLBASELL RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

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

	Master Trust	Plan Only
	Real Estate	Metropolitan Life GIC
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	- -
Transfer from the Basell Retirement Income Plan	- -	13,144,410
Balance, end of year	<u>\$ 41,914,898</u>	<u>\$ 13,144,410</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>\$ 524,777,727</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.

LYONDELLBASELL RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

14. 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. The Plan also invests in an insurance contract that was entered into between a subsidiary of the Company and Metropolitan Life Insurance Company, the Custodian. These transactions fall under the definition of a party-in-interest transaction; however, the Company does not believe that they give rise to prohibited transactions under ERISA, except for a transaction in the amount of \$10,721 related to settlor fees that were paid from the Plan in 2006 and were repaid into the Plan with interest of \$6,739 on June 29, 2010. The Company pays certain costs of administering the Plan.

15. Commitments and Contingencies

The Plan is subject to commitments and contingencies arising from the ordinary course of business to which the Plan is a party. It is management's belief that the ultimate resolution of these commitments and contingencies will not have a material adverse impact on the Plan's financial statements.

16. Subsequent Events

During 2011 and up to the date of issuance of these financial statements, the Company made contributions totaling \$137,170,000 to the Plan, of which \$552,128 was allocated to the Houston Refining LP Retirement Plan for Non-Represented Employees, for the year ended December 31, 2010.

LYONDELLBASELL RETIREMENT PLAN

SUPPLEMENTAL SCHEDULE

EIN: 95-4160558, P/N: 002

**Schedule G, Part III – Nonexempt Transactions
As of December 31, 2010**

(a) Identity of party involved	(b) Relationship to plan, employer or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(i) Current value of asset
LYONDELL CHEMICAL COMPANY *	Plan sponsor	Settlor fees paid from the Plan in 2006 and repaid into the Plan with interest on June 29, 2010 **	\$ 17,460

* Represents a party-in-interest transaction as defined by ERISA.

** Information not certified as complete and accurate by Bank of New York Mellon.

LYONDELLBASELL RETIREMENT PLAN

SUPPLEMENTAL SCHEDULE

EIN: 95-4160558, P/N: 002

**Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2010**

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
-----	--	--	----------	----------------------

* INVESTMENT IN THE METROPOLITAN LIFE INSURANCE COMPANY GUARANTEED INVESTMENT GROUP ANNUITY CONTRACT **	See Note 12	\$ 11,240,713	\$ 11,240,713
* INVESTMENT INTEREST IN MASTER TRUST **	See Note 11	\$ 653,285,774	\$ 686,172,064

* Represents a party-in-interest transaction as defined by ERISA.

** Information certified as complete and accurate by Bank of New York Mellon.

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

Plan name	EIN	PN	Funded %
LyondellBasell Retirement Plan	95-4160558	002	80.00%
Equistar Chemicals, LP Retirement Plan	76-0550481	002	83.04%
Houston Refining LP Retirement Plan for Non-Represented Employees	76-0395303	062	80.00%
Basell Retirement Income Plan	76-0550481	011	80.00%

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 <small>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).</small> ► File as an attachment to Form 5500 or 5500-SF.	<small>OMB No. 1210-0110</small> 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>LyondellBasell Retirement Plan</u>	B Three-digit plan number (PN) <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>Lyondell Chemical Company</u>	D Employer Identification Number (EIN) <u>95-4160558</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>1</u> Day <u>1</u> Year <u>2010</u>			
2 Assets:			
a Market value.....	2a	347,639,607	
b Actuarial value.....	2b	371,882,974	
3 Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	631	69,928,812
b For terminated vested participants.....	3b	3,381	166,238,167
c For active participants:			
(1) Non-vested benefits.....	3c(1)		11,451,122
(2) Vested benefits.....	3c(2)		195,076,291
(3) Total active.....	3c(3)	5,315	206,527,413
d Total.....	3d	9,327	442,694,392
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	6.72 %	
6 Target normal cost.....	6	33,628,095	

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

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

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)	55,067,493	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	30,461,236	0
9	Amount remaining (Item 7 minus item 8)	24,606,257	0
10	Interest on item 9 using prior year's actual return of <u>22.92</u> %	5,639,754	
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>8.09</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	12,518,551	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	17,727,460	0

Part III		Funding percentages	
14	Funding target attainment percentage	14	80.00 %
15	Adjusted funding target attainment percentage	15	80.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	99.88 %
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
10/14/2010	5,132,540				
01/13/2011	93,597,872				
04/14/2011	14,340,000				
07/13/2011	14,340,000				
09/14/2011	14,340,000				
			Totals ▶	18(b)	141,750,412
				18(c)	0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contribution from prior years	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 131,407,661
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	

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

Part V Assumptions used to determine funding target and target normal cost			
21 Discount rate:			
a Segment rates:	1st segment: 5.03 %	2nd segment: 6.73 %	3rd segment: 6.82 % ☐ N/A, full yield curve used
b Applicable month (enter code)	21b		4
22 Weighted average retirement age	22		61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			
Part VI Miscellaneous items			
24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment ☒ Yes ☐ No			
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment ☐ Yes ☒ No			
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment ☒ Yes ☐ No			
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	27		
Part VII Reconciliation of unpaid minimum required contributions for prior years			
28 Unpaid minimum required contribution for all prior years	28		0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	29		0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30		0
Part VIII Minimum required contribution for current year			
31 Target normal cost, adjusted, if applicable (see instructions)	31		33,628,095
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment	70,831,102		11,920,314
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		45,548,409
	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	17,727,460	0	17,727,460
36 Additional cash requirement (item 34 minus item 35)	36		27,820,949
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (item 19c)	37		131,407,661
38 Interest-adjusted excess contributions for current year (see instructions)	38		103,586,712
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 SB, Line 22 – Description of weighted average retirement age

Each employee is assumed to retire in accordance with the table of retirement rates. The number of employees expected to retire at each potential retirement age is shown below. The average retirement age is 61 for non-transition employees, 61 for transition employees, 61 for Basell employees and 61 for the total population.

Non-transition employees						
A	B	C	A x B x C	D	E	D x E
Possible retirement age	Probability of retirement	Percentage of population remaining	Weighted retirement age	Total weighted retirement age at specific age	Percentage of total non-transition population	New weighted retirement age
55	15.00%	100.00%	8.25	60.85	89.82%	54.65
56	5.00%	85.00%	2.38	61.88	3.93%	2.43
57	5.00%	80.75%	2.30	62.19	3.91%	2.43
58	5.00%	76.71%	2.22	62.47	0.54%	0.33
59	5.00%	72.88%	2.15	62.70	0.51%	0.32
60	10.00%	69.23%	4.15	62.90	0.41%	0.26
61	10.00%	62.31%	3.80	63.22	0.10%	0.06
62	40.00%	56.08%	13.91	63.46	0.23%	0.15
63	20.00%	33.65%	4.24	64.44	0.28%	0.18
64	20.00%	26.92%	3.45	64.80	0.08%	0.05
65	100.00%	21.53%	14.00	65.00	0.20%	0.13
Non-transition weighted average retirement age						60.99

Transition employees						
A	B	C	A x B x C	D	E	D x E
Possible retirement age	Probability of retirement	Percentage of population remaining	Weighted retirement age	Total weighted retirement age at specific age	Percentage of total transition population	New weighted retirement age
55	25.00%	100.00%	13.75	59.03	36.98%	21.83
56	10.00%	75.00%	4.20	60.37	1.80%	1.09
57	10.00%	67.50%	3.85	60.86	2.32%	1.41
58	10.00%	60.75%	3.52	61.29	14.69%	9.00
59	10.00%	54.68%	3.23	61.65	12.11%	7.47
60	30.00%	49.21%	8.86	61.95	10.82%	6.71
61	15.00%	34.45%	3.15	62.78	7.22%	4.53
62	50.00%	29.28%	9.08	63.10	5.15%	3.25
63	30.00%	14.64%	2.77	64.19	3.48%	2.23
64	30.00%	10.25%	1.97	64.70	2.84%	1.83
65	100.00%	7.17%	4.66	65.00	2.58%	1.68
Transition weighted average retirement age						61.03

Schedule SB, Line 22 – Description of weighted average retirement age (continued)

Basell employees						
A	B	C	A x B x C	D	E	D x E
Possible retirement age	Probability of retirement	Percentage of population remaining	Weighted retirement age	Total weighted retirement age at specific age	Percentage of total transition population	New weighted retirement age
55	20.00%	100.00%	11.00	60.55	83.74%	50.71
56	5.00%	80.00%	2.24	61.94	2.90%	1.80
57	5.00%	76.00%	2.17	62.25	4.35%	2.71
58	5.00%	72.20%	2.09	62.53	1.77%	1.11
59	5.00%	68.59%	2.02	62.77	1.29%	0.81
60	15.00%	65.16%	5.86	62.97	1.45%	0.91
61	15.00%	55.39%	5.07	63.49	1.13%	0.72
62	30.00%	47.08%	8.76	63.93	1.13%	0.72
63	20.00%	32.95%	4.15	64.76	1.13%	0.73
64	20.00%	26.36%	3.37	65.20	0.64%	0.42
65	50.00%	21.09%	6.85	65.50	0.16%	0.11
66	100.00%	10.55%	6.96	66.00	0.32%	0.21
Basell weighted average retirement age						60.96

Total employees			
	A	B	A x B
	Percentage of total population	Weighted average retirement age	
Non-transition	73.72%	60.99	44.96
Transition	14.60%	61.03	8.91
Basell	11.68%	60.96	7.12
Total weighted average retirement age			60.99

Schedule SB, Part V – Statement of actuarial assumptions/methods

Discount rate elections¹	
▪ Funding	Segmented yield curve with 4-month lookback
Mortality elections	
▪ Healthy and disabled participants	2010 PPA separate static annuitant and nonannuitant mortality tables
417(e) lump sums	
▪ Annuity substitution	Yes
▪ Generational mortality option	N/A
▪ Phase-in option	No
Cash balance plans	
▪ Interest accumulation rate	4.75%
▪ Whipsaw calculations	No
▪ Annuity conversion	
- Mortality table	N/A
- Interest rate basis	N/A
Other economic assumptions	
▪ Salary increases	4.00%
▪ Flat-dollar benefit increases	0.00%
▪ Social Security wage base	N/A
▪ Inflation	3.00%
▪ 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 variable premium, with current year PBGC variable premiums replacing prior year) discounted to beginning of year are included in normal cost.

¹ Based on interest rate methodology elections described below.

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

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 for				
▪ Future vested deferred				
- < 10 years of service	65			
- ≥ 10 years of service	60			
▪ Current vested deferred ²				
- < 10 years of service	65			
- ≥ 10 years of service	60			
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>5-year certain and life</u>	<u>66 2/3% J&S</u>	<u>50% J&S</u>
▪ Active retirements				
- Non-transition	60%	26.70%	13.30%	0%
- Transition	80%	13.30%	6.70%	0%
▪ Future vested deferred				
- Non-transition				
□ Part A minimum	80%	13.30%	6.70%	0%
□ Part A growth and Part B	0%	66.70%	33.30%	0%
- Transition	80%	13.30%	6.70%	0%
▪ Future disabilities				
- Non-transition				
□ Part A minimum	80%	13.30%	6.70%	0%
□ Part A growth and Part B	0%	66.70%	33.30%	0%
- Transition	80%	13.30%	6.70%	0%
▪ Future deaths	80%	0%	0%	20%

² Vested terminated participants whose service amount is unknown are assumed to have 10 years of service.

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

▪ Current vested deferred				
- Terminated prior to July 1, 2002	80%	13.30%	6.70%	0%
- Terminated on or after July 1, 2002				
□ Non-transition	0%	66.70%	13.30%	0%
□ Transition	80%	13.30%	6.70%	0%
▪ Cash balance benefit	100%	0%	0%	0%

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

Table of sample rates

Attained age	Percentage			
	Disability		Withdrawal	
	Male	Female	LYP/EQU/HRO	Basell
20	.042%	.050%	15.0%	26.1%
25	.050	.062	12.5	12.5
30	.064	.091	10.0	7.5
35	.089	.145	7.5	4.8
40	.139	.203	5.0	2.9
45	.257	.326	4.0	1.5
50	.507	.546	3.0	0.4
55	.958	.849	2.5	0.7
60	1.472	1.094	2.0	1.4

Attained age	Percentage		
	Retirement		
	Non-transition	Transition/HRO	Basell
55	15%	25%	20%
56	5	10	5
57	5	10	5
58	5	10	5
59	5	10	5
60	10	30	15
61	10	15	15
62	40	50	30
63	20	30	20
64	20	30	20
65	100	100	50
66	-	-	100

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

Asset methods – effective January 1, 2010

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

The asset valuation method is an annual average of the adjusted market value over the last 24 months preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

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

Participant methods – effective January 1, 2010

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

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for 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.
- **Disabled participants:** The liabilities for participants on long-term disability have been included with the liabilities for terminated vested participants if the disability occurred on or after July 1, 2002 and with the liabilities for actives otherwise. Participants who became disabled prior to July 1, 2002 and before retirement continue to earn credited service during their disability, but no later than December 31, 2008.
- **Transferred participants:** The liabilities for employees who have transferred into another plan of the plan sponsor have been included with the liabilities for active participants.

Benefits included or excluded – effective January 1, 2010

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

- **Plan amendments:** Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuation.

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

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

Plan sponsor elections

Funding interest rate – effective January 1, 2010:

- Segmented yield curve
- 4-month lookback

Asset valuation method – effective January 1, 2009:

- Average adjusted market value
- Annual
- 25 months

Mortality assumption – effective January 1, 2008:

- PPA separate static annuitant and nonannuitant mortality tables

Treatment of insurance contracts – effective January 1, 2008:

- Not applicable

Valuation of lump sums based on Section 417(e) – effective January 1, 2008:

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

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

Minimum funding method

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

A detailed description of the calculation follows:

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

Maximum deductible contribution method

Calculations of maximum deductible contributions include the excess of the accrued liability computed using the projected unit credit method over the minimum funding target liability. The objective of the projected unit credit method is to fund each participant's benefits under the plan as they accrue, taking into consideration 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 accrued liability** 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 accrued liability for an individual is the sum of the component accrued liabilities associated with the various anticipated separation dates.
- The plan's **projected funding target liability** is the sum of the projected accrued liabilities for all participants under the plan.

Schedule SB, Part V – Summary of plan provisions

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

Effective date and plan year	April 1, 1989. The plan was restated effective January 1, 2009. Last amended effective January 1, 2010. The plan year is the calendar year.
Status of plan	The plan has ongoing benefit accruals and new employees are eligible to participant 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 benefit restrictions on accelerated forms of payment

Effective January 1, 2009, covered employees accrue benefits under a cash balance formula. Benefits accrued by salaried employees under the plan in effect prior to January 1, 2009 ("prior plan") were frozen.

Final average pay benefits (prior to January 1, 2009)

Covered employees	All persons employed by the Company, both full and part time, except (i) project and leased employees, (ii) any division or group of employees excluded by the Board of Directors, and (iii) Lake Charles and Beaver Valley hourly employees.
Participation date	The completion of two years of service, reduced to one year after June 30, 2002. Immediate participation is provided for: (i) any salaried participant of the Retirement Plan for Former ARCO Chemical Employees (former ACC participants), and (ii) any covered employee of Lyondell Chemical Company as of June 30, 2002. After December 31, 2008, prior plan benefits were frozen.

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

Definitions	
Membership service	<p>All employment with the Company including:</p> <ul style="list-style-type: none"> (i) any service period recognized for benefit accrual and/or vesting under the terms of any prior plan, including previously excluded services due to minimum age or service requirements, (ii) any period during military or other types of leave of absence granted by the Company, and (iii) the period of layoff due to lack of work or economic or industrial reasons not to exceed one year. <p>Service while employed by Houston Refining LP or Equistar Chemicals, LP and their subsidiaries or affiliates shall also be included for purposes of vesting, participation, and eligibility for early retirement. This service shall not be included for purposes of benefit accrual. Membership service for prior plan benefit accruals were frozen as of December 31, 2008.</p>
Vesting	<p>For participants of the plan on or before June 30, 2002, participants were fully vested as of their participation date. On or after July 1, 2002, participants are fully vested after completion of five years of service. On or after January 1, 2009, participants are fully vested after completion of three years of service.</p>
Transition participant	<p>Both age 50 or older and at least five years of vesting service as of June 30, 2002.</p>
Annual base pay	<p>Base salary wages excluding all extra pay such as overtime, premiums, bonuses, or other allowances. Base wages deferred under the Company's Executive Salary Deferral Plan are also excluded.</p>
Average final base pay	<p>The average of the highest three consecutive calendar years of annual base pay during the member's last ten years of membership service ending December 31, 2008. For NOVA transferees, their average final base pay is calculated as their average base pay as of September 30, 1996 indexed at 3% per year.</p>
Accumulated contributions	<p>Voluntary contributions or contributions previously required for membership, with interest compounded annually.</p>
Social Security integration level	<p>Frozen at \$28,600 in 2008.</p>

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

Part A benefit, not former ACC participants	<p>The sum of:</p> <ul style="list-style-type: none"> (i) 1.18% of average final base pay, not exceeding Social Security integration level, times years of membership service prior to July 1, 2002 not in excess of 35 years; plus (ii) 1.54% of average final base pay in excess of Social Security integration level, times years of membership service prior to July 1, 2002 not in excess of 35 years; plus (iii) 1.45% of average final base pay times membership service prior to July 1, 2002 in excess of 35 years.
Part A benefit, former ACC participants	<p>The sum of:</p> <ul style="list-style-type: none"> (i) 1.15% of average final base pay up to Social Security integration level, times membership service prior to July 1, 2002 not in excess of 15 years; plus (ii) 1.5% of average final base pay in excess of Social Security integration level, times membership service prior to July 1, 2002 not in excess of 15 years; plus (iii) 1.25% of average final base pay, up to Social Security integration level, times years of membership service prior to July 1, 2002 in excess of 15 years, but not in excess of 35 years; plus (iv) 1.6% of average final base pay in excess of Social Security integration level, times membership service prior to July 1, 2002 in excess of 15 years, but not in excess of 35 years; plus (v) 1.6% of average final base pay times membership service prior to July 1, 2002 in excess of 35 years.
Part A minimum benefit	Member's accrued benefit as of June 30, 2002.
Part B benefit	1.45% of average final base pay times membership service accrued beginning July 1, 2002.
Monthly pension benefit	One-twelfth of the Part A benefit plus Part B benefit, not less than Part A minimum benefit.
NOVA transferees	Participants who terminated employment with ARCO Chemical Company and immediately commenced employment with NOVA Chemicals, Inc. due to the sale of ARCO Chemical Company's plastic business to NOVA Chemicals, Inc. on September 30, 1996. All such employees are fully vested in their plan benefit at September 30, 1996.

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

Supplemental pension benefit for ACC participants	For retirements on or before June 30, 2002 or for transition participants, if participant commences benefits early, and does not terminate from the plan before reaching age 55, participant is entitled to a supplemental pension payable until first eligible for Social Security. The supplemental payment is 0.5% of average final base pay as of June 30, 2002 up to the Social Security integration level times years of membership service prior to July 1, 2002.
Eligibility for benefits	
Normal retirement	Retirement at or after age 65.
Early retirement	Retirement before age 65 after both attaining age 55 and completing ten years of membership service.
Deferred vested	Termination for reasons other than death or retirement after becoming fully vested. Eligible for commencement at age 65 or age 55 with ten or more years of service.
Deferred survivor benefit	Death while not eligible for normal or early retirement benefits, with five or more years of vesting service and with a surviving spouse or with children under age 18.
Survivor benefit	Death while eligible for normal or early retirement, with a surviving spouse or children under age 18.
Plan benefits	
Normal retirement	Monthly pension benefit determined as of retirement date.
Early retirement	For benefits paid as a monthly annuity: the sum of (a) and (b), minimum (c) (a) Monthly Part A benefit reduced 5/12 of 1% for each month that the member's early retirement date precedes age 60; (b) Monthly Part B benefit reduced 4/12 of 1% for each month that the member's early retirement date precedes age 65 for the first five years, and 3/12 of 1% for the next five years; (c) Monthly Part A minimum benefit reduced 5/12 of 1% for each month that the member's early retirement date precedes age 60.

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

Early retirement (continued)	<p>For benefits paid as a lump sum: (a), but not less than (b)</p> <p>(a) Actuarial present value of the monthly pension benefit (transition participants receive present value of subsidized early retirement benefit for Part A);</p> <p>(b) Actuarial present value of the monthly Part A minimum benefit reduced 5/12 of 1% for each month that the member's early retirement date precedes age 60.</p>																								
Deferred vested benefit for non-transition participants	<p>Less than 10 years of service:</p> <p>For benefits paid as a monthly annuity:</p> <p>Monthly pension benefit payable at age 65.</p> <p>For benefits paid as a lump sum:</p> <p>Actuarial present value of the Part A minimum benefit payable at age 65. Any residual benefits to be paid as a monthly annuity.</p> <p>More than 10 years of service:</p> <p>For benefits paid as a monthly annuity: the sum of (a) and (b), minimum (c):</p> <p>(a) Monthly Part A benefit</p> <p>(b) Monthly Part B benefit</p> <p>(a) and (b) are reduced using the following factors based on age at commencement:</p> <table data-bbox="727 1157 915 1629"> <thead> <tr> <th><u>Age</u></th><th><u>Factor</u></th></tr> </thead> <tbody> <tr><td>55</td><td>40%</td></tr> <tr><td>56</td><td>44</td></tr> <tr><td>57</td><td>48</td></tr> <tr><td>58</td><td>52</td></tr> <tr><td>59</td><td>57</td></tr> <tr><td>60</td><td>62</td></tr> <tr><td>61</td><td>68</td></tr> <tr><td>62</td><td>75</td></tr> <tr><td>63</td><td>82</td></tr> <tr><td>64</td><td>91</td></tr> <tr><td>65</td><td>100</td></tr> </tbody> </table>	<u>Age</u>	<u>Factor</u>	55	40%	56	44	57	48	58	52	59	57	60	62	61	68	62	75	63	82	64	91	65	100
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Schedule SB, Part V – Summary of plan provisions (continued)

Deferred vested benefit for non-transition participants (continued)	<p>(c) Monthly Part A minimum benefit determined as of early retirement date, reduced 5/12 of 1% for each month that the member's early retirement date precedes age 60.</p> <p>For benefits paid as a lump sum: Actuarial present value of the Part A minimum benefit reduced 5/12 of 1% for each month that the member's early retirement date precedes age 60. Any residual benefits to be paid as a monthly annuity.</p>																								
Deferred vested benefit for transition participants	<p>Less than 10 years of service: For benefits paid as a monthly annuity: Monthly pension benefit payable at age 65. For benefits paid as a lump sum: Actuarial present value of the benefit payable at age 65.</p> <p>More than 10 years of service: For benefits paid as a monthly annuity: the sum of (a) and (b), minimum (c):</p> <p>(a) Monthly Part A benefit reduced 5/12 of 1% for each month that the member's early retirement date precedes age 60;</p> <p>(b) Monthly Part B benefit reduced using the following factors based on age at commencement:</p> <table data-bbox="727 1171 914 1646"> <thead> <tr> <th><u>Age</u></th><th><u>Factor</u></th></tr> </thead> <tbody> <tr><td>55</td><td>40%</td></tr> <tr><td>56</td><td>44</td></tr> <tr><td>57</td><td>48</td></tr> <tr><td>58</td><td>52</td></tr> <tr><td>59</td><td>57</td></tr> <tr><td>60</td><td>62</td></tr> <tr><td>61</td><td>68</td></tr> <tr><td>62</td><td>75</td></tr> <tr><td>63</td><td>82</td></tr> <tr><td>64</td><td>91</td></tr> <tr><td>65</td><td>100</td></tr> </tbody> </table>	<u>Age</u>	<u>Factor</u>	55	40%	56	44	57	48	58	52	59	57	60	62	61	68	62	75	63	82	64	91	65	100
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Schedule SB, Part V – Summary of plan provisions (continued)

Deferred vested benefit for transition participants (continued)	<p>(c) Monthly Part A minimum benefit determined as of early retirement date, reduced 5/12 of 1% for each month that the member's early retirement date precedes age 60.</p> <p>For benefits paid as a lump sum: the sum of (a) and (b), minimum (c)</p> <p>(a) Actuarial present value of the Part A benefit reduced 5/12 of 1% for each month that the member's early retirement date precedes age 60.</p> <p>(b) Actuarial present value of the monthly Part B benefit</p> <p>(c) Actuarial present value of the monthly Part A minimum benefit reduced 5/12 of 1% for each month that the member's early retirement date precedes age 60.</p>
Disability benefit	<p>Disability before July 1, 2002</p> <p>Normal retirement benefit determined as of the earlier of a participant's recovery from disability if they are not reemployed with LyondellBasell, or their benefit at normal retirement date.</p> <p>Disability on or after July 1, 2002</p> <p>Normal retirement benefit determined as of the earlier of a participant's recovery from disability if they are not reemployed with LyondellBasell, or their benefit determined one year from the date of disability.</p>
Death with deferred survivor benefit	<p>The amount the member's spouse would have received if the member had terminated employment on the date of death, survived to the earliest date that a deferred allowance could have commenced, retired with a 50% joint and survivor annuity with the spouse as beneficiary, and died the next day. Benefits are payable to the spouse for life or to any children until attainment of age 18.</p>
Death with survivor benefit	<p>The amount the member's spouse would have received if the member had retired on the date of death and elected an immediate 50% joint and survivor annuity with the member's spouse as beneficiary, and then died the next day. Benefits are payable to the spouse for life or to any children until attainment of age 18.</p>

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

Forms of payment	<p>Survivor benefits may be paid in one of the following forms:</p> <ul style="list-style-type: none">(i) an annuity beginning at the member's earliest retirement age or later(ii) an actuarially equivalent single cash payment as soon as practicable after the date of death(iii) an annuity beginning as soon as practicable after the date of death <p>If a participant is unmarried, the benefit is payable to the beneficiary or estate only as an actuarially equivalent single cash payment as soon as administratively possible.</p> <p>The normal form of payment for monthly pension benefits is a life annuity with a 60-payment guarantee if the member has no spouse as of the date payments begin, or a 50% joint and survivor annuity if the member is married at the date payments begin.</p> <p>Optional forms of payment for members prior to July 1, 2002 include:</p> <ul style="list-style-type: none">(i) reserve benefit option(ii) joint & survivor annuity (100%, 75%, 50%, 25%)(iii) 120- or 240-months certain and life annuity or a life only annuity(iv) lump sum payment(v) level income option <p>Optional forms of payment for all other members include:</p> <ul style="list-style-type: none">(i) joint and survivor annuity (100%, 75%, 50%)(ii) life only annuity(iii) lump sum payment
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Schedule SB, Part V – Summary of plan provisions (continued)

Actuarial equivalence for alternative forms of payment Amount of an alternative form of benefit (other than a lump sum) which has a value equivalent to the benefit or benefits otherwise payable under the plan, computed using the factors in the following tables:

Age at benefit commencement	<u>100% J&S</u>	<u>75% J&S</u>	<u>50% J&S</u>	<u>25% J&S</u>
70 and older	.712	.767	.832	.9125
69	.719	.773	.837	.9150
68	.726	.780	.841	.9175
67	.734	.786	.846	.9200
66	.741	.793	.852	.9225
65	.749	.799	.857	.9250
64	.757	.806	.862	.9275
63	.765	.813	.867	.9300
62	.772	.819	.871	.9325
61	.779	.825	.876	.9350
60	.787	.831	.881	.9375
59	.793	.837	.885	.9400
58	.800	.842	.889	.9425
57	.807	.848	.893	.9450
56	.813	.853	.897	.9475
55	.819	.858	.900	.9500

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

Actuarial equivalence for alternative forms of payment (continued)	Age at benefit commencement	10-year Certain & Life	20-year Certain & Life	Social Security leveling income option
	70 and older	.900	.800	N/A
	69	.901	.800	N/A
	68	.910	.800	N/A
	67	.918	.800	N/A
	66	.927	.800	N/A
	65	.934	.800	1.00
	64	.941	.800	.92
	63	.948	.801	.84
	62	.954	.817	.76
	61	.959	.832	.68
	60	.963	.846	.60
	59	.967	.859	.56
	58	.970	.871	.52
	57	.973	.882	.48
	56	.976	.893	.44
	55	.978	.902	.40
If member is more than five years older than the joint annuitant, the retirement factor shall be decreased as follows for each year over five that the member is older than the joint annuitant's age:				
	<u>100% J&S</u>	<u>75% J&S</u>	<u>50% J&S</u>	<u>25% J&S</u>
Subtract:	.01	.0075	.0050	.0025
If joint annuitant is more than five years older than the member, the retirement factor shall be increased (but never greater than 1.0) as follows for each year over five that the joint annuitant is older than the member:				
	<u>100% J&S</u>	<u>75% J&S</u>	<u>50% J&S</u>	<u>25% J&S</u>
Add:	.01	.0075	.0050	.0025
Actuarial equivalence for lump sum	PPA mortality and interest rates equal to the average of the 3-tiered minimum present value segment rates for the third, fourth and fifth months immediately preceding the first day of the calendar quarter during which the lump sum payment occurs, reflecting the appropriate phase-ins.			

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

Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective.
Special provisions for NOVA transferees	NOVA transferees are credited with service with NOVA for vesting and retirement eligibility purposes only. Their average final base pay calculated as of September 30, 1996 shall be increased by 3% on October 1, 1997 and each October thereafter, provided they are employed by NOVA.
Changes in plan provisions since prior year	Maximum compensation and maximum benefits were updated from 2009 to 2010.

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

Following is a summary of the major plan provisions used to determine the plan's financial position for cash balance participants. All provisions are the same as for Frozen Benefit – Salaried participants except as noted below. This summary should not be used in determining plan benefits.

Cash balance participants

Eligible employees	All persons employed by Lyondell Chemical Company; Equistar Chemicals, LP; Basell USA Inc. and Houston Refining LP, except: (i) project and leased employees, (ii) any division or group of employees excluded by the Board of Directors, and (iii) employees represented by any collective bargaining agent.																								
Participation date	Later of January 1, 2009 and hire date. Later of January 1, 2010 and hire date for active participants of HRO Non-Represented																								
Grandfathered members	Any eligible employee of the Company as of December 31, 2008, including non-union employees of Basell USA Inc. and Equistar Chemicals, LP. Also, any eligible non-union employee of Houston Refining LP as of December 31, 2009.																								
Quarterly base pay	The portion of a Member's Annual Base Pay paid during a Plan Year quarter.																								
Pay credits	Equal to 5% of the Member's Quarterly Base Pay.																								
Transition credits	Based on attained age and Benefit Service on December 31, 2008 for Grandfathered Members only:																								
	<table> <tr> <th><u>Age plus benefit service</u></th><th><u>Transition credit percentage</u></th></tr> <tr> <td>Less than 40</td><td>1.0%</td></tr> <tr> <td>40 – 44</td><td>1.5%</td></tr> <tr> <td>45 – 49</td><td>2.0%</td></tr> <tr> <td>50 – 54</td><td>2.5%</td></tr> <tr> <td>55 – 59</td><td>3.0%</td></tr> <tr> <td>60 – 64</td><td>3.5%</td></tr> <tr> <td>65 – 69</td><td>4.0%</td></tr> <tr> <td>70 – 74</td><td>4.5%</td></tr> <tr> <td>75 – 79</td><td>5.0%</td></tr> <tr> <td>80 – 84</td><td>5.5%</td></tr> <tr> <td>85 or more</td><td>6.0%</td></tr> </table>	<u>Age plus benefit service</u>	<u>Transition credit percentage</u>	Less than 40	1.0%	40 – 44	1.5%	45 – 49	2.0%	50 – 54	2.5%	55 – 59	3.0%	60 – 64	3.5%	65 – 69	4.0%	70 – 74	4.5%	75 – 79	5.0%	80 – 84	5.5%	85 or more	6.0%
<u>Age plus benefit service</u>	<u>Transition credit percentage</u>																								
Less than 40	1.0%																								
40 – 44	1.5%																								
45 – 49	2.0%																								
50 – 54	2.5%																								
55 – 59	3.0%																								
60 – 64	3.5%																								
65 – 69	4.0%																								
70 – 74	4.5%																								
75 – 79	5.0%																								
80 – 84	5.5%																								
85 or more	6.0%																								

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

Interest credits	Interest on the Account Balance as of the end of the prior quarter is added to the Account Balance at the end of each quarter. The rate credited is based on the 30-year U.S. Treasury constant maturity yields.
Account balance	The sum of Pay Credits, Transition Credits, and Interest Credits credited to date of determination.
Participant contributions	None allowed.
Vesting	Three years of Vesting Service.
Forms of payment	<p>Benefits may begin at any time after termination of employment with vested benefits for any reason other than death.</p> <p>Optional forms of payment are lump sum, single life annuity, and joint and survivor annuity (50% or 100%).</p> <p>Normal form of payment for married participants is 50% joint and survivor annuity.</p> <p>All forms of payment are calculated as the Actuarial Equivalent of the participant's account balance.</p>
Actuarial equivalence	PPA mortality and interest rates equal to the average of the three-tiered minimum present value segment rates for the third, fourth, and fifth months immediately preceding the first day of the calendar quarter during which the payment occurs, reflecting the appropriate phase-in.
Normal retirement benefit	Single life annuity which is actuarially equivalent to the Account Balance at the time of payment.
Early retirement benefit	Same as retirement at Normal Retirement Date, based on Account Balance at commencement date.
Death with survivor benefit	The spouse of a deceased member of the plan may receive the member's entire Account Balance as a lump sum or as a monthly single life annuity equal to the survivor portion of a 50% joint and survivor annuity, whichever is greater. Other beneficiaries may receive the Account Balance only as a lump sum.
Cost of living supplements	None.
Changes in plan provisions since the prior year	Plan coverage was expanded as of January 1, 2010 to include non-represented employees of Houston Refining LP.

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

Lake Charles Hourly participants

Covered employees	All hourly collectively bargained employees of Lyondell Chemical Company at the Lake Charles Plant, excluding leased employees.							
Plan eligibility	Date of hire.							
Definitions								
Benefit service	All service from January 1, 1997 or hire date (transfer date of Olin transferees) if later.							
Vesting service	One year for each calendar year in which 1,000 hours are worked. Past service with Olin will also be recognized. Participants are fully vested upon completion of five years of vesting service.							
Accrued benefit	Years of benefit service multiplied by benefit rates as follows:							
		Retirement on or after						
	Pension group	7/1/1997	7/1/1998	7/1/1999	7/1/2000	7/1/2003	7/1/2007	7/1/2008
	1	\$30.00	\$31.00	\$33.00	\$36.00	\$40.00	\$42.00	\$42.50
	2	30.50	31.50	33.50	36.50	40.50	42.50	43.00
	3	31.00	32.00	34.00	37.00	41.00	43.00	43.50
	4	31.50	32.50	34.50	37.50	41.50	43.50	44.00
	5	32.00	33.00	35.00	38.00	42.00	44.00	44.50
	6	32.50	33.50	35.50	38.50	42.50	44.50	45.00
Eligibility for benefits								
Normal retirement	Retirement at or after age 65.							
Early retirement	Retirement before age 65 after both attaining age 55 and completing 15 years of service.							
Deferred vested	Termination for reasons other than death or retirement after becoming fully vested. Eligible for commencement at age 65 or age 55 with 15 or more years of service.							
Deferred survivor benefit	Death while not eligible for normal or early retirement benefits, with five or more years of vesting service and a surviving spouse.							
Survivor benefit	Death while eligible for normal or early retirement, with a surviving spouse.							

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

Plan benefits	
Normal retirement	Accrued benefit determined at retirement.
Early retirement	Accrued benefit at early retirement date reduced by 1/3 of 1% for each month that the member's early retirement date precedes age 62.
Deferred vested	Accrued benefit at date of termination payable at age 65 or as early as early retirement date with an actuarial reduction.
Death with deferred survivor benefit	The amount the member's spouse would have received had the member terminated employment at the earlier of date of death or actual termination date, survived to the earliest date a deferred benefit could have commenced, retired with a 50% joint and survivor option, and died the next day. Payments to the spouse begin on the earliest date a deferred benefit could have commenced.
Death with survivor benefit	The amount the member's spouse would have received if the member had retired on the date of death and elected the 50% joint and survivor option with the spouse as beneficiary, and died the next day.
Normal form of payment	Life annuity subject to an automatic actuarially equivalent 50% joint and survivor option.
Optional forms of payment	<ul style="list-style-type: none"> ▪ 100%, 75%, 50%, or 25% joint and survivor options. ▪ 5 or 10 years certain and continuous options. ▪ Level income option.
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective.
Changes in plan provisions since prior year	Maximum compensation and maximum benefits were updated from 2009 to 2010.

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

Benefits included or excluded – effective January 1, 2010

Unless noted below, all benefits provided by the plan, as restated and amended through the Adoption Agreement Between Lyondell Chemical Company and Houston Refining LP, signed on December 22, 2009, are included in this valuation.

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

Schedule SB, Line 24 – Change in actuarial assumptions

- Interest discounts and mortality rates were updated from 2009 to 2010 in accordance with the PPA and the sponsor changed their interest rate election from full yield curve with a 2-month lookback to segment rates with a 4-month lookback.
- The salary increase assumption was changed from 4.50% to 4.00%.
- The cash balance interest accumulation rate was changed from 5.00% to 4.75%.

Schedule SB, Line 26 – Schedule of active participant data

Distribution of active participants – Cash balance formula participants.

Age	Years of benefit service as of January 1, 2010										Total
	< 1	1 - 4	5 - 9	10 - 14	15 - 19	20 - 24	25 - 29	30 - 34	35 - 39	40+	
< 25	3	63									66
	*	65,652									*
	*	3,900									*
25 - 29	15	232	6								253
	*	73,102	*								*
	*	4,359	*								*
30 - 34	25	331	63	5							424
	88,942	76,230	91,001	*							*
	192	4,552	5,669	*							*
35 - 39	53	375	81	44	15	1					569
	95,461	83,219	97,268	93,566	*	*					*
	67	5,378	6,791	6,712	*	*					*
40 - 44	45	482	98	79	73	18					795
	94,555	88,401	108,979	104,323	93,495	*					*
	75	6,349	8,121	8,034	7,668	*					*
45 - 49	47	585	83	86	93	47	7	1			949
	102,615	91,670	102,753	104,115	96,993	99,036	*	*			*
	0	7,393	7,901	8,645	8,624	9,337	*	*			*
50 - 54	55	658	83	84	120	106	34	24	2		1,166
	102,207	92,194	97,047	103,313	97,729	97,198	133,704	94,585	*		*
	204	8,242	7,692	8,617	8,422	9,758	13,983	10,046	*		*
55 - 59	32	471	50	52	67	51	25	36	10	2	796
	95,829	93,175	107,825	103,071	100,983	90,844	114,114	104,809	*	*	*
	0	8,966	8,896	9,018	8,801	8,916	12,722	11,741	*	*	*
60 - 64	9	145	19	20	17	22	5	16	2	4	259
	*	90,767	*	114,801	*	106,190	*	*	*	*	*
	*	8,731	*	*	*	10,905	*	*	*	*	*
65 - 69		15	2	2		1			1	1	22
		*	*	*		*			*	*	*
		*	*	*		*			*	*	*
70+							1	1			2
							*	*			*
							*	*			*
Total	284	3,357	485	372	385	246	72	78	15	7	5,301
	*	*	*	*	*	*	*	*	*	*	91,879
	*	*	*	*	*	*	*	*	*	*	7,076

In each cell, the top number is the count of active and transfers/LTD/LOA participants for each age/service combination, the middle number is average projected base pay for

2010 limited to \$245,000, and the bottom number is the average cash balance amount as of December 31, 2009. Average pay and cash balance are not shown for cells with fewer than 20 participants.

Schedule SB, Line 26 – Schedule of active participant data (continued)

Distribution of active participants – Hourly (Lake Charles) participants

Age	Years of benefit service as of January 1, 2010										Total
	< 1	1 - 4	5 - 9	10 - 14	15 - 19	20 - 24	25 - 29	30 - 34	35 - 39	40+	
< 25											
25 - 29											
30 - 34											
35 - 39											
40 - 44											
45 - 49											
50 - 54				3							3
55 - 59				8							8
60 - 64				3							3
65 - 69											
70+											
Total				14							14

In each cell, the top number is the count of active and transfers/LTD/LOA participants for each age/service combination.

Schedule SB, Line 32 – Schedule of amortization bases

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

Shortfall bases				
Year established		Outstanding balance	Years remaining	Installment
2010	\$	70,831,102	7	\$ 11,920,314
Total	\$	70,831,102		\$ 11,920,314

Plan Name	LyondellBasell Retirement Plan	EIN:	95-4160558
Plan Sponsor's Name	Lyondell Chemical Company	PN:	002

[illegible]