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).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
PENSION PLAN FOR NON-SALARIED EMPLOYEES AT MCINTOSH, AL

1b Three-digit plan number (PN) ▶ 005

1c Effective date of plan 01/01/1952

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

BASF CORPORATION

100 CAMPUS DRIVE
FLORHAM PARK, NJ 07932

2b Employer Identification Number (EIN)
13-3904291

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

2d Business code (see instructions)
325100

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2011	GEORGE H. MUSKAL, EMPLOYEE BENEFITS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")

BASF PERFORMANCE PRODUCTS, LLC
BASF CORPORATION
100 CAMPUS DRIVE
FLORHAM PARK, NJ 07932

3b Administrator's EIN
13-3904291

3c Administrator's telephone number
973-245-6000

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	835
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**	206
b	Retired or separated participants receiving benefits	**6b**	428
c	Other retired or separated participants entitled to future benefits	**6c**	86
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	720
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	90
f	Total. Add lines **6d** and **6e**	**6f**	810
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	1
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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)	X	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)	X	Trust
(4)		General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

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

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

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

A Name of plan
PENSION PLAN FOR NON-SALARIED EMPLOYEES AT MCINTOSH, AL

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
BASF PERFORMANCE PRODUCTS, LLC

D Employer Identification Number (EIN)
13-3904291

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2010			
2	Assets:			
a	Market value	**2a**		57168133
b	Actuarial value	**2b**		60597288
3	Funding target/participant count breakdown		**(1)** Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	501	44076932
b	For terminated vested participants	**3b**	99	2767868
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		252187
	(2) Vested benefits	**3c(2)**		26136800
	(3) Total active	**3c(3)**	235	26388987
d	Total	**3d**	835	73233787
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**		6.63 %
6	Target normal cost	**6**		753440

Statement by Enrolled Actuary

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

SIGN HERE

Signature of actuary

Date
11-07016

WILLIAM J. NICKEL, F.S.A., E.A.

Type or print name of actuary

Most recent enrollment number
215-246-4293

TOWERS WATSON PENNSYLVANIA INC.

Firm name

Telephone number (including area code)

1500 MARKET STREET
PHILADELPHIA, PA 19102-4790

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)	8200472	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	2429661	0
9	Amount remaining (Item 7 minus item 8)	5770811	0
10	Interest on item 9 using prior year's actual return of 19.68 %	1135696	
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 8.29 %		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	4896249	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12)	2010258	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	93.39 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/14/2010	607416				
03/31/2011	6125300				
09/12/2011	452300				
			Totals ► 18(b)	7185016	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	6018174
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	639206

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

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

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

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
5.03 %	6.73 %	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** 753440

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	11717406	1896024
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** 2649464

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	2010258	0	2010258

36 Additional cash requirement (item 34 minus item 35)..... **36** 639206

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)..... **37** 639206

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

39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)..... **39** 0

40 Unpaid minimum required contribution for all years **40** 0

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

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

A Name of plan
PENSION PLAN FOR NON-SALARIED EMPLOYEES AT MCINTOSH, AL

B Three-digit plan number (PN) ▶ 005

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
BASF PERFORMANCE PRODUCTS, LLC

D Employer Identification Number (EIN)
13-3904291

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE: BASF CORPORATION MASTER TRUST

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
16-1090809-101	M	60400940

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

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a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

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

A Name of plan
PENSION PLAN FOR NON-SALARIED EMPLOYEES AT MCINTOSH, AL

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
BASF PERFORMANCE PRODUCTS, LLC

D Employer Identification Number (EIN)
13-3904291

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		6577600
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	57168133	60400940
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	57168133	66978540
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	94924	36135
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	94924	36135
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	57073209	66942405

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)	7185016	
	(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)		7185016
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)		7467224
(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		14652240
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4783044	
(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)		4783044
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		4783044
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		9869196
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

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

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i		X	
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k	X		
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

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

A Name of plan
PENSION PLAN FOR NON-SALARIED EMPLOYEES AT MCINTOSH, AL

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
BASF PERFORMANCE PRODUCTS, LLC

D Employer Identification Number (EIN)
13-3904291

Part I Distributions

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

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

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

EIN(s): 04-3275867

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** 2

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

J.H. COHN LLP
Accountants and Consultants since 1919

www.jhcohn.com ▪ 888-542-6461 ▪ fax 888-542-3291

Report of Independent Public Accountants

BASF Corporation as Plan Sponsor
and Plan Administrator and Participants in the
Pension Plan for Non-Salaried Employees of Ciba Corporation at McIntosh, Alabama:
PACE, Local 3-562

We were engaged to audit the accompanying statements of net assets available for benefits of Pension Plan for Non-Salaried Employees of Ciba Corporation at McIntosh, Alabama: PACE, Local 3-562 (the Plan) as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the year then ended. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, The Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Mellon Bank N.A. and Northern Trust Company, the Trustees of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that Mellon Bank N.A. held the Plan's investment assets and executed investment transactions for the period from August 10, 2009 to December 31, 2010, and that Northern Trust Company held the Plan's investment assets and executed investment transactions for the period from January 1, 2009 to August 9, 2009. The Plan Administrator has obtained certifications from the Trustees as of and for years ended December 31, 2010 and 2009, that the information provided to the Plan Administrator by the Trustees is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the Trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

J.H. Cohn LLP

Roseland, New Jersey
September 30, 2011

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

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

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

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

A Name of plan

Pension Plan for Non-Salaried Employees at McIntosh, Alabama

B Three-digit plan number (PN) ▶ 005

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

BASF Performance Products, LLC

D Employer Identification Number (EIN)

13-3904291

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2010

2 Assets:

a	Market value	2a	57,168,133
b	Actuarial value	2b	60,597,288

3 Funding target/participant count breakdown

			(1) Number of participants	(2) Funding Target
a	For retired participants and beneficiaries receiving payment	3a	501	44,076,932
b	For terminated vested participants	3b	99	2,767,868
c	For active participants:			
	(1) Non-vested benefits	3c(1)		252,187
	(2) Vested benefits	3c(2)		26,136,800
	(3) Total active	3c(3)	235	26,388,987
d	Total	3d	835	73,233,787

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	6.63 %
6	Target normal cost	6	753,440

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 William J. Nickel (WJN) — Signature of actuary

10/07/2011 — Date

WILLIAM J. NICKEL, F.S.A., E.A. — Type or print name of actuary

11-07016 — Most recent enrollment number

Towers Watson Pennsylvania Inc. — Firm name

(215)246-4293 — Telephone number (including area code)

1500 MARKET STREET

PHILADELPHIA PA 19102-4790 — 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)	8,200,472	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	2,429,661	0
9	Amount remaining (Item 7 minus item 8)	5,770,811	0
10	Interest on item 9 using prior year's actual return of 19.68 %	1,135,696	
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 8.29 %		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	4,896,249	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	2,010,258	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	93.39 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/14/2010	607,416				
03/31/2011	6,125,300				
09/12/2011	452,300				
			Totals ► 18(b)	7,185,016	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	6,018,174
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	639,206

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

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

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

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
5.03 %	6.73 %	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** 753,440

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	11,717,406	1,896,024
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount **33**

34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33) **34** 2,649,464

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	2,010,258	0	2,010,258

36 Additional cash requirement (item 34 minus item 35) **36** 639,206

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c) **37** 639,206

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

39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37) **39** 0

40 Unpaid minimum required contribution for all years **40** 0

2010 Schedule SB, Line 19 – Discounted Employer Contributions
Pension Plan for Non-Salaried Employees of BASF Performance Products LLC at McIntosh, Alabama: USW, Local 9-562
USW, Local 9-562
EIN: 13-3904291 PN: 005

Effective interest rate	6.63%
Valuation date	1/1/2010

Date	Amount Paid by Employer	Days from Valuation Date	Present Value
4/14/2010	607,416	103	596,511
3/31/2011	6,125,300	454	5,655,224
9/12/2011	452,300	619	405,645

Total Contributions [line 18(b)]	7,185,016
Discounted Contributions [line 19(c)]	6,657,380

Pension Plan for Non-Salaried Employees of BASF Performance Products LLC at McIntosh, Alabama: USW, Local 9-562
2010 Schedule SB, Line 22 – Description of Weighted Average Retirement Age
EIN: 13-3904291; PN: 005

(1) Ages	(2) Rate of Retirement	(3) Remaining Active (3) at AGE-1 x (1-(2))	(4) Number Retiring (3) at AGE-1 minus (3) at AGE	(5) Ages * Number Retiring: (1) x (4)
		1.0000		
50	0.020	0.9800	0.0200	1.00
51	0.020	0.9604	0.0196	1.00
52	0.020	0.9412	0.0192	1.00
53	0.020	0.9224	0.0188	1.00
54	0.020	0.9040	0.0184	0.99
55	0.020	0.8859	0.0181	1.00
56	0.020	0.8682	0.0177	0.99
57	0.020	0.8508	0.0174	0.99
58	0.020	0.8338	0.0170	0.99
59	0.020	0.8171	0.0167	0.99
60	0.050	0.7762	0.0409	2.45
61	0.250	0.5822	0.1940	11.83
62	0.250	0.4367	0.1455	9.02
63	0.250	0.3275	0.1092	6.88
64	0.150	0.2784	0.0491	3.14
65	1.000	0.0000	0.2784	18.10
66	1.000	0.0000	0.0000	0.00
67	1.000	0.0000	0.0000	0.00
68	1.000	0.0000	0.0000	0.00
69	1.000	0.0000	0.0000	0.00
70	1.000	0.0000	0.0000	0.00
Average Retirement Age:				61.36

The determination of the average retirement age assumes employees continue in employment until reaching the first age of retirement eligibility with the required number of years of service. After this point, only the retirement decrement is recognized.

2010 Schedule SB, Line 25 – Change in Method

Pension Plan for Non-Salaried Employees of BASF Performance Products LLC at McIntosh, Alabama: USW, Local 9-562

EIN: 13-3904291

Plan Number: 005

The funding interest rates used to calculate the funding target and target normal cost were changed from the full corporate bond yield curve as of October 2008 to the segment interest rates as of September 2009.

The required mortality table used to calculate the funding target and target normal cost was changed from Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2024 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2016 using Scale AA) to Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, with generational projection) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, with generational projection)

The minimum funding requirement shown here reflects BASF's election to amortize the 2010 shortfall amortization base (where applicable) over 15 years, as allowed by funding relief provisions of the Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act of 2010.

Schedule SB Attachments (Form 5500) – 2010 Plan Year
Schedule SB, Line 26 - Schedule of Active Participant Data
Pension Plan for Non-Salaried Employees of BASF Performance Products LLC at McIntosh, Alabama: USW, Local 9-562
EIN: 13-3904291 PN: 005

Analysis of Active Participant Data by Age and Service - Pension Plan for Non-Salaried Employees of BASF Performance Products LLC at McIntosh, Alabama: USW, Local 9-562

Attained Age		COMPLETED YEARS OF SERVICE									
		Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up
Under 25	Count	0	0	0	0	0	0	0	0	0	0
25-29	Count	0	0	0	0	0	0	0	0	0	0
35-39	Count	0	0	0	2	0	0	0	0	0	0
40-44	Count	0	0	0	6	13	0	0	0	0	0
45-49	Count	0	0	0	1	12	1	6	0	0	0
50-54	Count	0	0	0	1	10	1	11	31	1	0
55-59	Count	0	0	0	0	7	4	6	38	7	2
60-64	Count	0	0	0	0	2	1	0	4	3	53
64-69	Count	0	0	0	0	0	0	0	0	0	11
70 & up	Count	0	0	0	0	0	0	0	0	0	1

AVERAGE AGE = 56.0 AVERAGE SERVICE = 31.7

Plan Provisions – BASF Performance Products LLC McIntosh

Effective Date	August 1, 1965. Restated effective January 1, 1997. Last amended in 2006 pursuant to union negotiation.
Covered Employees	Employees at McIntosh, Alabama, who are members of the collective bargaining unit represented by PACE, Local 3-562 and have completed at least 1,000 hours of service in an eligibility period.
Participation Date	The later of the effective date or employment date.
Definitions	
Continuous service	One year of continuous service is credited for each plan year with 1,000 or more hours of service.
Vesting service	See continuous service.
Credited service	For years prior to 1989, credited service that is credited under the plan in effect as of that date. After 1988, one year for each year of continuous service, plus 1/12 of a year credited for any month or fraction of a month while an active participant.
Normal retirement date (NRD)	The later of age 65 or five years after commencement of participation in the plan.
Monthly pension benefit	A monthly pension equal to the dollar amount as set forth in the summary of pension benefit levels, multiplied by the number of years of credited service.
Monthly preretirement spouse benefit	If the death occurs after early retirement eligibility, the beneficiary receives an amount equal to the benefit that the participant would have received had he retired on the day immediately preceding his death and elected the 100% contingent annuitant option. However, a participant can elect, upon eligibility for early retirement that the death benefit be payable as a five-year certain annuity. If the death occurs before early retirement eligibility, the beneficiary receives 50% of the amount that the participant would have received as a 50% contingent annuitant option, had he terminated on the day immediately preceding his death and elected to commence benefits on his earliest retirement date. Spouses can defer until participant's age 65, however, non-spouse beneficiaries must commence immediately. There is no charge for this coverage.

Eligibility for Benefits

Normal Retirement	Retire at NRD.
Early Retirement	Age 50 and 15 years of continuous service.
Postponed retirement	After Normal Retirement Age.
Deferred vested	Terminate for reasons other than death or retirement after completing five years of continuous service.
Preretirement spouse benefit	Beneficiaries of vested participants who die prior to commencement of benefit payments.
Disability benefit	Participants who become totally and permanently disabled according to the Employee Benefits Committee.

Monthly Benefits Paid Upon the Following Events

Normal retirement	Monthly pension benefit determined as of NRD.
Early retirement	Monthly pension benefit determined as of early retirement date reduced by 3% for each year that payment begins prior to age 65.
Postponed retirement	Monthly pension benefit determined as of actual retirement date.
Deferred vested termination	Monthly pension benefit payable at Normal Retirement date. Participants with 15 years of Continuous Service may elect to start benefits after attaining age 50, and receive an actuarially reduced benefit.
Death with preretirement spouse benefits	Monthly preretirement spouse benefit.
Disability	Monthly pension benefit, determined as of the date of disability, actuarially reduced for early commencement.
Forms of Payment	Normal forms: Life annuity for single participants; 50% J&S for married participants.
	Optional forms are also available. Refer to the Assumptions and Methods section for a list of all available forms. See Appendix XIII for actuarial equivalence basis used to adjust benefit amount for optional forms of payment.
Lump sum distributions	Based on interest rate and mortality assumptions prescribed by IRC Section 417(e), using the interest rates for the second calendar month preceding the plan year of distribution.
Future Plan Changes	No future plan changes were recognized in determining minimum and maximum contributions.

Change in Benefits Valued Since Prior Year

Towers Watson first performed the actuarial valuation of this plan as of January 1, 2010.

Summary of Pension Benefit Levels

If the last day of service is on or before January 28, 2002, the monthly benefit is calculated by multiplying years of Credited Service as of the retirement date by the applicable Monthly Benefit Rate shown in the following table:

Monthly Benefit Rate	Date of Retirement
$22	01/29/1988 – 01/28/1989
$24	01/29/1989 – 01/28/1991
$27	01/29/1991 – 01/28/1993
$29	01/29/1993 – 01/28/1995
$30	01/29/1995 – 01/28/1996
$31	01/29/1996 – 01/28/1997
$32	01/29/1997 – 01/28/1998
$36	01/29/1998 – 01/28/2002

Retirements after January 28, 2002 but before January 28, 2006: monthly benefit equals the sum of: years of Credited Service through January 28, 2002 times $38, plus years of Credited Service from January 29, 2002 forward multiplied by $42.

Retirements after January 28, 2006: monthly benefit equals the sum of: years of Credited Service through January 28, 2002 times $41, plus years of Credited Service from January 28, 2002 through the date of termination times $42.

Appendix I - Pension Plan for Non-Salaried Employees of BASF Performance Products LLC at McIntosh, Alabama: USW, Local 9-562

Sample Factors for 5-Year Certain form of annuity:

Participant Age	Factor
65	1.95
60	1.80
55	1.65
50	1.50

For any other annuity form of payment:

(A) Mortality – The 1971 TPF&C Forecast Mortality Table weighted 5/6 male and 1/6 female

(B) Interest – 6.0% per annum.

Lump Sum Conversion Basis:

For any lump sum option, the conversion factor is calculated using the applicable Mortality table established by the Internal Revenue Service under Code Section 417(e)(3) and the segment interest rates established by the IRS under 417(e) in effect for the September of the Plan Year immediately preceding the Plan Year in which payment is to be made.

Schedule SB - Statement by Enrolled Actuary

Plan Sponsor	BASF Performance Products, LLC
EIN/PN	13-3904291/005
Plan Name	Pension Plan for Non-Salaried Employees of BASF Performance Products LLC at McIntosh, Alabama: USW, Local 9-562
Valuation Date	January 1, 2010
Enrolled Actuary	William J. Nickel, F.S.A., E.A.
Enrollment Number	11-07016

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

PENSION PLAN FOR NON-SALARIED
EMPLOYEES OF
CIBA CORPORATION AT
MCINTOSH, ALABAMA: PACE, LOCAL 3-562
Financial Statements
December 31, 2010 and 2009

Pension Plan for Non-Salaried Employees of
Ciba Corporation at McIntosh, Alabama: PACE, Local 3-562

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

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Report of Independent Public Accountants

BASF Corporation as Plan Sponsor
and Plan Administrator and Participants in the
Pension Plan for Non-Salaried Employees of Ciba Corporation at McIntosh, Alabama:
PACE, Local 3-562

We were engaged to audit the accompanying statements of net assets available for benefits of Pension Plan for Non-Salaried Employees of Ciba Corporation at McIntosh, Alabama: PACE, Local 3-562 (the Plan) as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the year then ended. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, The Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Mellon Bank N.A. and Northern Trust Company, the Trustees of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that Mellon Bank N.A. held the Plan's investment assets and executed investment transactions for the period from August 10, 2009 to December 31, 2010, and that Northern Trust Company held the Plan's investment assets and executed investment transactions for the period from January 1, 2009 to August 9, 2009. The Plan Administrator has obtained certifications from the Trustees as of and for years ended December 31, 2010 and 2009, that the information provided to the Plan Administrator by the Trustees is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the Trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

J.H. Cohn LLP

Roseland, New Jersey
September 30, 2011

PENSION PLAN FOR NON-SALARIED
EMPLOYEES OF
CIBA CORPORATION AT
MCINTOSH, ALABAMA: PACE, LOCAL 3-562

Statements of Net Assets Available for Benefits
December 31, 2010 and 2009
(In thousands)

	2010	2009
Assets:		
Investment in the BASF Corporation Master Trust, at fair value	$ 60,401	$ 57,168
Employer Contribution receivable	6,577	-
Total assets	66,978	57,168
Liabilities:		
Accrued administrative expenses	36	95
Net assets available for benefits	$ 66,942	$ 57,073

See accompanying notes to financial statements.

PENSION PLAN FOR NON-SALARIED
EMPLOYEES OF
CIBA CORPORATION AT
MCINTOSH, ALABAMA: PACE, LOCAL 3-562

Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2010 and 2009
(In thousands)

	2010	2009
Additions:		
Net investment income from the BASF Corporation Master Trust	$ 7,709	$ 4,219
Net investment income from the Ciba Coporation Master Pension Plan Trust		6,536
Employer contributions	7,185	
Total additions	14,894	10,755
Deductions:		
Benefits paid to participants	4,783	5,228
Investment and administrative expenses	242	443
Total deductions	5,025	5,671
Net change	9,869	5,084
Net assets available for benefits:		
Beginning of year	57,073	51,989
End of year	$ 66,942	$ 57,073

See accompanying notes to financial statements.

PENSION PLAN FOR NON-SALARIED
EMPLOYEES OF
CIBA CORPORATION AT
MCINTOSH, ALABAMA: PACE, LOCAL 3-562

Notes to Financial Statements
December 31, 2010
(In thousands)

(1) Description of the Plan

The following brief description of the Pension Plan for Non-Salaried Employees of Ciba Corporation at McIntosh, Alabama: Paper, Allied Industrial, Chemical and Energy Workers (PACE) Local 3-562 (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

a) General

In 2009, BASF Corporation acquired Ciba Holding AG (Ciba), Basel, Switzerland. As of August 2009, BASF Corporation (the Company, the Sponsor) administers the Plan through its Pension and Savings Plan Committee (the Plan Administrator) under the authority of the Pension and Benefits Committee of the Sponsor's Board of Directors. The Plan has an agreement with Mellon Bank, N.A. (the Trustee) whereby all of the assets of the Plan are held in the BASF Corporation Master Trust (the Master Trust). The Master Trust was established by the Sponsor and is administered by the Trustee. The trust fund distributes the benefits to participants in accordance with the provisions of the Plan.

The Plan is a defined benefit pension plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan participated along with two other pension plans in the Ciba Corporation Master Pension Plan Trust (the "Ciba Master Trust") until August 2009, when the assets were transferred to the Master Trust.

Newly hired non-salaried employees at the McIntosh, Alabama location of the Company become eligible to participate in the Plan on the first day of the month coinciding with the completion of a year of service, provided that the employee completes 1,000 hours of service.

b) Sponsor Contributions

The Plan is noncontributory on the part of the employees. The Company contributes such amounts as are necessary on an actuarial basis to provide the Plan with assets sufficient to meet the benefits to be paid to Plan participants. This is accomplished by funding the Plan's annual or normal cost for the current year and funding, over a fixed number of years, the estimated unfunded prior service cost. The yield (interest, dividends, and net realized and unrealized gains and losses) on investments of the Plan serves to reduce future contributions that would otherwise be required to provide for the defined level of benefits under the Plan. The Company contributed $7,185 for the Plan year ended December 31, 2010. No contributions for 2009 were deemed necessary based on the January 1, 2009 valuation report prepared by Hewitt Associates and the Sponsor met or exceeded the minimum funding requirements of ERISA.

(1) Description of the Plan (continued)

c) Distributions

Normal retirement age is the later of the participant's 65th birthday or the fifth anniversary of Plan participation. If an employee reaches normal retirement age after January 28, 2002, the employee's monthly pension will be the sum of the following amounts: (a) the years of credited service through January 28, 2002 multiplied by $38; plus (b) the years of credited service from January 29, 2002 forward multiplied by $42.

The automatic form of payment is a life annuity for unmarried employees and an equivalent 50% joint and survivor annuity for married employees – unless the member elects not to receive it in this form, and has obtained the spouse's written consent. There are also several optional forms of retirement benefit payments, all of which are actuarial equivalents to the life annuity. These optional forms of payment include: a monthly life income, 50% participant and joint annuity, 100% and 50% contingency, Social Security adjusted annuities and 75% qualified survivor annuity.

Early retirement is available any month after attaining age 50 with fifteen years of continuous service with the Company. The employee's monthly pension will be reduced by 3% for each year that he or she is less than age 65 when payments begin.

Active participants who become totally or permanently disabled may elect to take their benefits under the Plan. If benefits begin before normal retirement age, they will be actuarially reduced by a greater factor than the early retirement factors above for each year that the benefit commencement date precedes normal retirement, unless they qualify for early retirement prior to becoming disabled. Death benefits are payable to the surviving spouse or designated beneficiary of an employee who dies in active service. For participants that are post eligibility, there are two optional forms of retirement benefit payments, a reduced monthly benefit that would have been payable to the participant if they had retired immediately and elected 100% contingent annuity or 60 monthly payments based on the participant accrued benefit and multiplied by a factor based on the participants age. For participants that have not reached eligibility to retire, the monthly benefit is equal to 50% of the amount of the reduced annuity which would have been payable to the participant in the form of 50% contingent annuitant option based on the participants' accrued benefit. The benefit commences immediately and no later than the date the participant would have attained their normal retirement date.

d) Vesting

Employees become vested upon completion of five years of credited service. Employees terminated before rendering five years of service forfeit the right to receive their accumulated plan benefits.

(2) Summary of Significant Accounting Policies

a) Basis of Accounting

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

b) Valuation of Investments

The Plan's investment in the Master Trust and Ciba Master Trust have been presented at fair value, which has been determined based on the fair value of the underlying investments of the Master Trust and Ciba Master Trust. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between the market participants at the measurement date. See "Note 6 Fair Value Measurements" for discussion of fair value measurement.

c) Security Transactions

Purchases and sales of securities are recorded on a trade date basis. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

d) Investment Income

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

e) Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

f) Payment of Benefits

Benefit payments to participants are recorded upon distribution.

g) Administrative Costs

Through August 9, 2009, audit and accounting fees are specifically identified by Plan and all other administrative expenses of the Plan were paid for by the assets of the Ciba Master Trust and allocated to the Plan based on the Plan's pro-rata participation in the Ciba Master Trust's net assets.

(2) Summary of Significant Accounting Policies (continued)

After August 9, 2009, all administrative expenses of the Master Trust, such as trustee, custodian and accounting services are paid by the Master Trust and then allocated to the participating plans.

h) Risk and Uncertainties

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

Plan contributions are made and the actuarial present value of accumulated plan benefits are 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 estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

i) Reclassifications

Certain amounts in the 2009 financial statements have been reclassified to conform with the 2010 presentation.

j) Subsequent Events

The Plan has evaluated events through September 30, 2011, the date the financial statements were available to be issued.

(3) Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. The accumulated plan benefits for active employees are based on the number of credited service years ending on the date the benefit information is presented (the valuation date) and the corresponding monthly benefit amount does include future Plan increases.

(3) Actuarial Present Value of Accumulated Plan Benefits (continued)

Benefits payable under all circumstances (retirement, death, disability, and termination of employment) are included to the extent they are deemed attributable to employee service rendered to the valuation date.

The significant actuarial assumptions used in determining the present value of accumulated Plan benefits as of January 1, 2010 and 2009 were as follows:

Discount Rate	5.75% at January 1, 2010 and 6.00% as of January 1, 2009
Mortality rate	RP-2000 Mortality Table for 2010 and Static Mortality Table for 2009
Actuarial cost method	Projected Unit Cost Method
Average retirement age	61 for 2010 and 62 for 2009

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

The actuarial present value of accumulated plan benefits, determined by Towers Watson and Hewitt Associates (the Actuaries) for 2010 and 2009 respectively, is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, withdrawal, or retirement) between the valuation date and the expected date of payment.

The status of the estimated actuarially determined present value of the accumulated benefits under the Plan as of January 1, 2010 and 2009 is:

	2010	2009
Vested benefits:		
Participants / beneficiaries currently receiving payments	$ 40,298	$ 45,229
Other participants	25,328	30,112
	65,626	75,341
Nonvested benefits	227	241
Total actuarial present value of accumulated plan benefits	$ 65,853	$ 75,582

(3) Actuarial Present Value of Accumulated Plan Benefits (continued)

The changes in the actuarial present value of accumulated plan benefits were:

Actuarial present value of accumulated plan benefits as of January 1, 2009	$	75,582
(Decrease) Increase attributable to:		
Benefits Accumulated		2,263
Interest Decrease in the Discount Period		4,396
Benefits paid		(5,228)
Assumption changes and plan amendments		(11,160)
Actuarial present value of accumulated plan benefits as of January 1, 2010	$	65,853

(4) Federal Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated April 24, 2003, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes that the Plan is being operated in compliance with the application requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax exempt.

The Plan Administrator believes it is no longer subject to income tax examinations for the years prior to 2007.

(5) Interest in the Master Trust and Ciba Master Trust

As of December 31, 2010 and for the period from August 9, 2009 through December 31, 2010, the Plan has an agreement with the Trustee whereby substantially all of the assets of the Plan are held in the Master Trust. The assets are maintained in a commingled account by the Trustee and are not separately identified as to ownership. The value of the plan's interest in the Master Trust is based on the beginning of year value of the plan's interest in the Trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. Investment income and administrative expenses relating to the Master Trust are allocated to the individual plans based upon average monthly balances invested by each Plan. The Plan had a percentage interest in the Master Trust of approximately 2% as of December 31, 2010 and December 31, 2009.

(5) Interest in the Master Trust and Ciba Master Trust (continued)

As of December 31, 2010, the following benefit plans participated in the Master Trust:

Pension Plan for Hourly Employees of Gordon, Georgia Facility

Pension Plan for Hourly Employees of Attapulgus, Georgia Facility

Pension Plan for Hourly Employees of McIntyre, Georgia Facility

Pension Plan for Hourly Employees in Northern Ohio

Pension Plan for Hourly Employees of Louisville, Kentucky Facility

Pension Plan for Hourly Employees at Quincy, Florida Facility

Pension Plan for Hourly-Paid Employees of BASF Catalysts LLC (Formerly of Engelhard-CLAL LP) Represented by Local 1668, Local 1668A and Local 1668B of the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America (UAW)

Pension Plan for Hourly Employees at East Newark, New Jersey Facility

Pension Plan for Hourly Employees at Vidalia, Louisiana Facility

BASF Corporation Consolidated Bargaining Unit Employees' Pension Plan

BASF Corporation Salaried Employees' Pension Plan

Pension Plan for Non-Salaried Employees of Ciba Specialty Chemical Corporation of Ciba Specialty Chemicals Corporation at McIntosh, Alabama

Pension Plan for Non-Salaried Employees of Ciba Specialty Chemicals Corporation of West Memphis, Arkansas

(6) Fair Value Measurements

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

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

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

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

Corporate stocks: Securities traded on national securities exchanges are valued at the last reported sales price on the last business day of the year. Securities traded in the over-the-counter market and listed securities for which no sales were reported on that date are valued at the last reported bid price.

(6) Fair Value Measurements (continued)

Money Market: Valued at amortized cost, which approximates fair value.

U.S. Government Securities: U.S. Government securities are normally valued using a model that incorporates market observable data such as reported sales of similar securities, broker quotes, yields, bids, offers and reference data. Certain securities are valued principally using dealer quotations.

Mutual Funds: Valued by the Trustee at net asset value per unit/share at year-end.

Corporate Debt: Corporate bond securities traded on national securities exchanges are valued at the last reported sales price on the last business day of the year. Securities traded in the over-the-counter market and listed securities for which no sales were reported on that date are valued at the last reported bid price.

Common Collective Trusts and 103-12 Investments: The Plan's interest in the common collective trusts and 103-12 investments are valued based on information reported by the investment advisor using the audited financial statements of the common/collective trusts at year end. The net asset value is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding.

Real Estate and Partnerships/Joint Ventures: The Plan's interest in real estate and partnerships/joint venture funds is valued based on information reported by the investment advisor using the audited financial statements of the funds at year end. The net asset value is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding.

Futures Contracts: Valued at the last sale price (or, if there is no sale on the valuation day, bid price) in the market where such contracts are principally traded.

Repurchase Agreements: Short-term agreement to sell and buy back securities in the future which is valued based on the value of the underlying asset.

Swap Agreement: Valued based on the net present value of all estimated future cash flows. Swaps may be valued in terms of bond prices or as portfolio of forwards contracts.

(6) Fair Value Measurements (continued)

The following tables set forth by level, within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2010 and 2009:

Assets at Fair Value as of December 31, 2010

	Level 1	Level 2	Level 3	Total
Corporate Stock:				
Common Stock:				
Aerospace & Defense	$ 6,475	$ —	$ —	$ 6,475
Capital Goods	22,540	—	—	22,540
Chemicals	14,032	—	—	14,032
Communications & Technology	63,877	—	—	63,877
Consumer Products	24,251	—	—	24,251
Consumer Services	23,794	—	—	23,794
Energy, Oil & Gas	59,514	—	—	59,514
Entertainment & Travel	18,279	—	—	18,279
Financial Services	40,429	—	—	40,429
Food & Beverage	10,338	—	—	10,338
Healthcare & Pharmaceuticals	38,600	—	—	38,600
Industrial & Machinery	17,240	—	—	17,240
Insurance	4,546	—	—	4,546
Other	166,957	—	—	166,957
Real Estate	6,167	—	—	6,167
Retail	10,337	—	—	10,337
Total Common Stock	527,376	—	—	527,376
Preferred Stock:				
Banking & Finance	3,500	1,535	—	5,035
Oil & Gas	1,360	—	—	1,360
Other	—	1,159	—	1,159
Total Preferred Stock	4,860	2,694	—	7,554
Total Corporate Stock	532,236	2,694	—	534,930
Corporate Debt				
AAA	—	13,947	—	13,947
AA+	—	624	—	624
AA	—	7,847	—	7,847
AA-	—	1,857	—	1,857
A	—	13,959	—	13,959
A-	—	21,453	—	21,453
BBB+	—	64,800	—	64,800
BBB	—	42,900	—	42,900
BBB_NR	—	27	—	27
BBB-	—	36,581	—	36,581
BB	—	2,116	—	2,116
BB+	—	7,829	—	7,829

(6) Fair Value Measurements (continued)

Assets at Fair Value as of December 31, 2010 (continued)

	Level 1	Level 2	Level 3	Total
Corporate Debt (continued)				
BB-	—	607	—	607
B+	—	198	—	198
B	—	1,114	—	1,114
B-	—	555	—	555
CCC+	—	611	—	611
CCC	—	2,203	—	2,203
CC	—	88	—	88
D	—	1,838	—	1,838
D_NR	—	452	—	452
Total Corporate Debt	—	221,606	—	221,606
Preferred Corporate Debt				
AAA	—	42,003	—	42,003
AAA_NR	—	336	—	336
AA+	—	27,781	—	27,781
AA	—	32,688	—	32,688
AA-	—	31,396	—	31,396
A+	—	26,844	—	26,844
A	—	50,252	—	50,252
A-	—	69,522	—	69,522
BBB+	—	6,949	—	6,949
B-	—	6	—	6
Total Preferred Corporate Debt	—	287,777	—	287,777
Government Securities				
AAA	496,580	128,118	—	624,698
A	—	10,507	—	10,507
Total Government Securities	496,580	138,625	—	635,205
Mutual Funds				
Emerging Markets	190,876	—	—	190,876
Large Blend	68,158	—	—	68,158
Capital Management	43	—	—	43
Other	20	—	—	20
Total Mutual Funds	259,097	—	—	259,097
103-12 Investments	—	136,513	360	136,873
Common/Collective Trust	—	405,542	27	405,569
Money Market	—	3,631	—	3,631
Partnership/Joint Venture	—	49,996	155,890	205,886
Real Estate	—	—	28,570	28,570
Other	57	73,356	679	74,092
TOTAL INVESTMENTS	$ 1,287,970	$ 1,319,740	$ 185,526	$ 2,793,236

(6) Fair Value Measurements (continued)

Assets at Fair Value as of December 31, 2009

	Level 1	Level 2	Level 3	Total
Corporate Stock:				
Common Stock:				
Aerospace & Defense	$ 6,616	$ —	$ —	$ 6,616
Capital Goods	22,385	—	—	22,385
Chemicals	11,357	—	—	11,357
Communications & Technology	58,301	—	—	58,301
Consumer Products	23,273	—	—	23,273
Consumer Services	19,073	—	—	19,073
Energy, Oil & Gas	52,752	—	—	52,752
Entertainment & Travel	18,386	—	—	18,386
Financial Services	38,173	—	—	38,173
Food & Beverage	10,425	—	—	10,425
Healthcare & Pharmaceuticals	37,154	—	—	37,154
Industrial & Machinery	11,298	—	—	11,298
Insurance	3,420	—	—	3,420
Other	138,770	—	—	138,770
Real Estate	5,445	—	—	5,445
Retail	8,207	—	—	8,207
Total Common Stock	465,035	—	—	465,035
Preferred Stock:				
Banking & Finance	4,479	—	—	4,479
Consumer Services	31	—	—	31
Oil & Gas	1,441	—	—	1,441
Other	931	—	—	931
Total Preferred Stock	6,882	—	—	6,882
Total Corporate Stock	471,917	—	—	471,917
Corporate Debt				
AAA	—	2,617	—	2,617
AA	—	8,370	—	8,370
AA-	—	932	—	932
A+	—	6,336	—	6,336
A	—	25,962	—	25,962
A-	—	54,837	—	54,837
BBB+	—	48,005	—	48,005
BBB	—	46,414	—	46,414
BBB-	—	33,694	—	33,694
BB	—	8,908	—	8,908
BB+	—	1,708	—	1,708
BB-	—	467	—	467

(6) Fair Value Measurements (continued)

Assets at Fair Value as of December 31, 2009 (continued)

	Level 1	Level 2	Level 3	Total
Corporate Debt (continued)				
B	—	418	—	418
B-	—	724	—	724
CCC+	—	229	—	229
CCC	—	895	—	895
CCC-	—	327	—	327
C	—	1,610	—	1,610
D	—	271	—	271
Total Corporate Debt	—	242,724	—	242,724
Preferred Corporate Debt				
AAA	—	49,304	—	49,304
AA+	—	21,220	—	21,220
AA	—	22,503	—	22,503
AA-	—	37,311	—	37,311
A+	—	39,470	—	39,470
A	—	86,381	—	86,381
A-	—	9,663	—	9,663
BBB+	—	2,045	—	2,045
BBB	—	696	—	696
BB-	—	15	—	15
B+	—	477	—	477
B-	—	6	—	6
Total Preferred Corporate Debt	—	269,091	—	269,091
Government Securities				
AAA	—	511,453	—	511,453
A	—	9,016	—	9,016
Total Government Securities	—	520,469	—	520,469
Mutual Funds				
Emerging Markets	161,207	—	—	161,207
Growth	107	—	—	107
Capital Management	32	—	—	32
Other	243	—	—	243
Total Mutual Funds	161,589	—	—	161,589
103-12 Investments	—	125,750	391	126,141
Common/Collective Trust	—	473,591	54,973	528,564
Money Market	—	12,060	—	12,060
Partnership/Joint Venture	—	43,049	158,102	201,151
Real Estate	—	—	33,853	33,853
Other	—	32,222	11,748	43,970
TOTAL INVESTMENTS	$ 633,506	$ 1,718,956	$ 259,067	$ 2,611,529

(6) Fair Value Measurements (continued)

The following tables set forth a summary of changes in the fair value of the Master Trust's Level 3 assets for the years ended December 31, 2010 and 2009:

For the Year Ended December 31, 2010

	Common Collective Trusts	Partnership Joint Venture Interests	Real Estate	103-12 Investment	Other	Total
Opening Balance	$ 54,973	$ 158,102	$33,853	$ 391	$ 11,748	$ 259,067
Acquisitions	-	40,687	6,946	255	-	47,888
Dispositions	(54,879)	(43,991)	(153)	-	(11,523)	(110,546)
Realized Gain/Loss	-	8,907	19	-	66	8,992
Unrealized Gain/Loss	(67)	(7,815)	(12,095)	(286)	388	(19,875)
Closing Balance	$ 27	$ 155,890	$28,570	$ 360	$ 679	$ 185,526

For the Year Ended December 31, 2009

	Common Collective Trusts	Partnership Joint Venture Interests	Real Estate	103-12 Investment	Other	Total
Opening Balance	$ 314,715	$ 234,084	$43,057	$ 85,857	$ 29,465	$ 707,178
Transfer Out	(233,757)	(7,704)	-	(85,250)	(36,215)	(362,926)
Transfer In	23	22,825	2,837	-	348	26,033
Acquisitions	-	(9,692)	(1,403)	(152)	11,400	153
Dispositions	(36,260)	(39,520)	(766)	-	6,750	(69,796)
Realized Gain/Loss	(92,288)	(2,061)	(137)	(64)	-	(94,550)
Unrealized Gain/Loss	102,540	(39,830)	(9,735)	-	-	52,975
Closing Balance	$ 54,973	$ 158,102	$33,853	$ 391	$ 11,748	$ 259,067

(6) Fair Value Measurements (continued)

The following table represents the Master Trust's investments with reported NAV at December 31, 2010:

	Fair Value	Unfunded Commitment	Redemption Frequency (If Currently Eligible)	Redemption Notice Period
OCM Expanded High Yield Fund	$ 136,513	$ -	Monthly	10 business days before month-end
OCM Opportunities Fund III L.P	360	-	N/A	N/A
Total 103-12 Investments	136,873			
Ashmore Emerging Markets Debt Fund	140,020	-	Monthly	30 business days
Collective US Government STIF 2	50,949	-	Daily	None
JP Morgan Commingled Pension	54,063	-	Daily	None
Pyramis Select International Fund	104,989	-	Daily Liquidity	5 business days
Wellington Equity Research Trust	55,522	-	The 1st business day of month	Must be received by the 22nd calendar day of the proceeding month
A&Q Diversified Neutral Alpha	26	-	N/A	N/A
Total Common/Collective Trust	405,569	-		
AEW Value Investors LP	10,664	-	N/A	N/A
AEW VIF II REIT, LP	6,900	11,137	N/A	N/A
Amaranth International Limited	968	-	Liquidating Failed Hedge Fund	Full Redemption Requested
Ashmore Global Special Situations	27,650	-	N/A	N/A
Bridgewater Pure Alpha Fund Ltd	39,018	-	Monthly	5 Business Days
Credit Suisse First Boston International	209	-	N/A	N/A
Currency Selection Special Ltd	10,978	-	Monthly	Before Month End
Fortress Credit Opps Fund B LP	26,781	21,028	N/A	N/A
Galen Partners II Copy LP	178	-	N/A	N/A
Galen Partners IV LP	3,191	-	N/A	N/A
Koll Bren Fund V LP	435	-	N/A	N/A
Morgan Stanley Global Emerging	985	-	N/A	N/A
Olympus II Real Estate Fund LP	794	-	N/A	N/A
PIMCO Distressed Mortgage Fund	22,189	-	N/A	N/A
RCG Longview Debt Fund IV LP	9,887	16,068	N/A	N/A
Rockwood Capital Real Estate V	5,154	783	N/A	N/A
Rockwood Capital Real Estate VII	5,399	-	N/A	N/A
Rockwood Capital Real Estate VI	9,426	2,949	N/A	N/A
TCW Energy Fund X NL LP	6,785	-	N/A	N/A
TCW Energy XIV	18,266	-	N/A	N/A
OMC Principal Opportunities	29	-	N/A	N/A
Total Partnership/Joint Ventures	205,886			
BASF Rockwood Capital Fund III	393	-	N/A	N/A
Equitable Real Estate Value	7,027	-	N/A	N/A
JPM Secondary Fund	8,723	18,695	N/A	N/A
KB/Opportunity Fund IV LP	754	-	N/A	N/A
Value Enhancement Fund IV LP	11,459	-	N/A	N/A
Rockwood Capital Real Estate IV	214	-	N/A	N/A
Total Real Estate	28,570			
Totals	$ 776,898	$ 70,660		

(6) Fair Value Measurements (continued)

The following table represents the Master Trust's investments with reported NAV at December 31, 2009:

	Fair Value	Unfunded Commitment	Redemption Frequency (If Currently Eligible)	Redemption Notice Period
OCM Expanded High Yield Fund	$ 123,429	-	Monthly	10 business days before month-end
OCM Opportunities Fund III L.P	391	-	N/A	N/A
WAMCO Opportunistic International	2,321	-	Daily	None
Total 103-12 Investments	126,141			
Ashmore Emerging Markets Debt Fund	117,922	-	Monthly	30 business days
BGI Alpha Tilts Fund	77,911	-	Monthly	Daily - end of day sweep
Collective US Government STIF 2	133,669	-	Daily	None
JP Morgan Commingled Pension	54,879	-	N/A	N/A
Pyramis Select International Fund	95,702	-	Daily Liquidity	5 business days
Wellington Equity Research Trust	48,387	-	The 1st business day of month	Must be received by the 22nd calendar day of the proceeding month
Sigma Liquidating Pool	70	-	N/A	N/A
A&Q Diversified Neutral Alpha	24	-	N/A	N/A
Total Common/Collective Trust	528,564			
AEW Value Investors LP	10,526	-	N/A	N/A
AEW VIF II REIT, LP	3,800	15,361	N/A	N/A
Amaranth International Limited	870	-	Liquidating Failed Hedge Fund	Full Redemption Requested
Ashmore Global Special Situations	30,484	-	N/A	N/A
Bridgewater Pure Alpha Fund LTD	34,309	-	Monthly	5 Business Days
Credit Suisse First Boston International	399	-	N/A	N/A
Crossroad Capital	19	-	N/A	N/A
Currency Selection Special LTD	8,741	-	Monthly	Before Month End
Fortress Credit Opps Fund B LP	34,923	13,706	N/A	N/A
Galen Partners II Copy LP	180	-	N/A	N/A
Galen Partners IV LP	3,679	-	N/A	N/A
Koll Bren Fund V LP	6,138	-	N/A	N/A
Morgan Stanley Global Emerging	1,052	-	N/A	N/A
Olympus II Real Estate Fund LP	869	-	N/A	N/A
PIMCO Distressed Mortgage Fund	16,366	-	N/A	N/A
RCG Longview Debt Fund I LP	7,513	20,200	N/A	N/A
Rockwood Capital Real Estate V	3,957	1,739	N/A	N/A
Rockwood Capital Real Estate VII	3,424	-	N/A	N/A
Rockwood Capital Real Estate VI	9,460	2,949	N/A	N/A
TCW Energy Fund X NL LP	7,472	-	N/A	N/A
TCW Energy XIV	15,515	-	N/A	N/A
OMC Principal Opportunities	26	-	N/A	N/A
Ramius Fund II	1,429	-	N/A	N/A
Total Partnership/Joint Ventures	201,151			
BASF Rockwood Capital Fund III	7,705	-	N/A	N/A
Equitable Real Estate Value	6,874	-	N/A	N/A
JPM Secondary Fund	4,079	22,195	N/A	N/A
KB/Opportunity Fund IV LP	4,214	-	N/A	N/A
Value Enhancement Fund IV LP	10,734	-	N/A	N/A
Rockwood Capital Real Estate IV	247	-	N/A	N/A
Total Real Estate	33,853			
Totals	$ 889,709	$ 76,150		

(6) Fair Value Measurements (continued)

OCM Expanded High Yield Fund - The fund invests in junk bonds. This fund is liquid. The strategy is to carefully avoid the lower quality securities and minimize defaults.

OCM Opportunities Fund III LP - A private equity fund which invested in distressed debt. The fund dates to 1998 and has almost been completely liquidated. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 1 year.

WAMCO Opportunistic Intl - Invests in non-US dollar denominated debt.

Ashmore Emerging Mkts Debt Fund - This fund invests in emerging market debt.

BGI Alpha Tilts Fund - A liquid US equity fund. The strategy is quantitative.

Collective US Govt STIF 2 - A short-term investment fund (STIF). This is where all Pension Trust money resides when not invested in other vehicles.

JP Morgan Commingled Pension - An international stock fund, which invests in stocks of developed countries in Europe and Asia.

Pyramis Select Intl Fund - An international stock fund, which invests in stocks of developed countries in Europe and Asia.

Wellington Equity Research Trust - A US equity fund. It is liquid.

Sigma ERISA Liquidating Pool - A security (SIGMA) that when held in Securities Lending Pool was a loss. The security was segregated from the Pool.

A&Q Diversified Neutral Alpha LTD CLASS S - This is the remaining portion not yet returned from fully redeemed hedge fund. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 4 years.

AEW Value Investors LP - A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 4 years.

(6) Fair Value Measurements (continued)

AEW VIF II REIT, LP - A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 7 years.

Amaranth International Limited - A failed hedge fund. Highly levered investments in energy brought the fund down in 2006. BASF requested full redemption of the remaining investment in 2006. Less than $1 million remains to be paid to the BASF Pension Trust.

Ashmore Global Special Situations - The fund invests in emerging market private equity. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 7 years.

Bridgewater Pure Alpha Fund Ltd - A global macro hedge fund.

Credit Suisse First Boston International - A fund which invested in private equity (buyouts, etc.) in emerging markets. This fund dates to 1998 and is almost fully liquidated. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 1 year.

Crossroad Capital - This is a fully liquidated venture capital limited partnership dating to 1986.

Currency Selection Special LTD - This fund invests in currencies. The fund is very risk-controlled.

Fortress Credit Opps Fund B LP - The fund invests in distressed debt - residential and commercial mortgages, commercial debt, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 8 years.

Galen Partners II Copy LP - This is a fund which invests in mid-stage medical equipment private equity. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 1 year.

Galen Partners IV LP - A fund which invests in mid-stage medical equipment private equity. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 2 years.

(6) Fair Value Measurements (continued)

Koll Bren Fund V LP - A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 1 year.

Morgan Stanley Global Emerging - A fund which invested in private equity (buyouts, etc.) in emerging markets. This fund dates to 1998 and is almost fully liquidated. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 1 year.

Olympus II Real Estate Fund LP - A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 1 year.

PIMCO Distressed Mortgage Fund - A fund which purchased distressed home residential mortgages in US. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 4 years.

RCG Longview Debt Fund IV LP - This fund provides subordinate financing (mezzanine debt) to commercial real estate investors, mainly in the New York metro area. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 6 years.

Rockwood Capital Real Estate V - A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 2 years.

Rockwood Capital Real Estate VII - A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets

(6) Fair Value Measurements (continued)

of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 7 years.

Rockwood Capital Real Estate VI - A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 4 years.

TCW Energy Fund X NL LP - A fund that provides debt financing to oil, gas and other energy producers with proven reserves. Return on investment is interest on debt as well as royalties, if investments perform well. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 4 years.

TCW Energy XIV - A fund that provides debt financing to oil, gas and other energy producers with proven reserves. Return on investment is interest on debt as well as royalties, if investments perform well. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 6 years.

OCM Principal Opportunities - This is an almost fully liquidated distressed debt partnership dating to 1998. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 1 year.

Ramius Fund II - Fully redeemed hedge fund.

BASF Rockwood Capital Fund III - A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 1 year.

Equitable Real Estate Value - A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 1 year.

(6) Fair Value Measurements (continued)

JPM Secondary Fund - A fund which buys limited partnership interests from distressed sellers such as endowment funds, which have over invested in illiquid investments. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 9 years.

KB/Opportunity Fund IV LP - A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 1 year.

Value Enhancement Fund IV LP - A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 2 years.

Rockwood Capital Real Estate IV - A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund will be liquidated within 1 year.

(7) Certification by the Plan Trustee (Unaudited)

The investment in the Master Trust and net investment income from the Master Trust and net investment income from the Ciba Master Trust included in the accompanying financial statements were supplied by the Trustee and Northern Trust Company and are unaudited. The Plan Administrator has obtained certifications from the Trustee and Northern Trust Company that such Plan information, as prepared and furnished to the Plan Administrator, is complete and accurate. Information regarding the commingled assets of the Master Trust as of December 31, 2010 and 2009 certified by the Trustees, is summarized as follows:

Notes to Financial Statements
December 31, 2010 and 2009
(In thousands)

(7) Certification by the Plan Trustee (Unaudited)(continued)

	Unaudited	
Assets	**December 31, 2010**	**December 31, 2009**
Investments:		
Interest Bearing Cash	$ 3,631	$ 12,060
U.S. Government Securities	635,205	520,469
Corporate Debt Instruments:		
Preferred	287,777	269,091
All Other	221,606	242,724
Corporate Stocks:		
Preferred	7,554	6,882
Common	527,376	465,035
Partnership/Joint Venture Interests	205,886	201,151
Real Estate	28,570	33,853
Common/Collective Trusts	405,569	528,564
103-12 Investment Entities	136,873	126,141
Mutual Funds	259,097	161,589
Other	74,092	43,970
Total Investments	2,793,236	2,611,529
Receivables:		
Other	97,703	55,163
Liabilities:		
Other	(188,508)	(80,032)
Total Net Assets	$ 2,702,431	$ 2,586,660
Plan's Investment in the Master Trust	$ 60,401	$ 57,168
Plan's Investment in the Master Trust as a percentage of total	2.24%	2.21%

(7) Certification by the Plan Trustee (Unaudited) (continued)

Investment income for the Master Trust is as follows:

	Unaudited	
	2010	**2009**
Net appreciation (depreciation) in fair value of investments:		
Mutual funds	$29,645	($15,424)
Corporate stock	89,437	343,134
US Government securities	41,354	(26,407)
Corporate debt instruments	26,177	61,300
Other	35,142	(256,741)
Net appreciation (depreciation) in estimated fair value of investments:		
Partnership and joint ventures	17,934	(38,350)
Real estate	(12,074)	(9,872)
Common/collective trusts	39,003	166,453
103-12 Investment Entities	3,866	29,821
Total appreciation	270,484	253,914
Interest Income	55,170	46,201
Dividend Income	27,648	19,550
Total investment income	$353,302	$319,665
Plan's investment income from the Master Trust	$ 7,709	$ 4,219

(7) Certification by the Plan Trustee (Unaudited) (continued)

Investment income for the Ciba Master Trust is as follows:

	Unaudited 2009
Net appreciation (depreciation) in fair value of investments:	
Corporate obligations	$ 4
Common stock	6,432
Common/collective trusts	10,147
Registered investment company	6,196
Other miscellaneous	(1,610)
Total appreciation	21,169
Registered investment company distributions	209
Common/collective trust distributions	27
Dividend income	282
Other miscellaneous	471
Total investment income	$ 22,158
Plan's investment income from the Ciba Master Trust	$ 6,536

The fair value of individual investments that represent five percent or more of the net assets of the Master Trust are as follows:

	Unaudited	
	2010	2009
Ashmore Emerging Markets Debt Fund	$ 140,020	$ -
OCM Expanded High Yield Fund	136,513	
Collective US Government STIF	-	133,669

The Master Trust assets include limited investments in derivative financial instruments. These investments are in accordance with guidelines established by the Sponsor. Such contracts are entered into to manage market risks associated with the Master Trust's investment portfolio, to lower transaction costs or to enhance returns on investments in the Master Trust. The Master Trust does not enter into any leverage or complex derivative instruments.

At December 31, 2010 and 2009, the Master Trust held foreign currency forward contracts for other than trading purposes.

(8) Party-in-Interest Transactions

Certain Plan investments are shares or units of funds managed by Mellon Bank N.A., the Plan's Trustee, as of December 31, 2010. In addition, certain Plan investments are shares or units of funds managed by Northern Trust Company, the Plan's Trustee until August 2009, when the assets were transferred to the Master Trust. See Note 1 for discussion. Transactions in these funds qualify as permitted party-in-interest transactions.

(9) Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of Plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder and the Plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal-age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

(10) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of certain line items on the changes in net assets available for the benefits per the financial statements for the year ended December 31, 2010 to Form 5500:

	Per Financial Statements	Reclass for Form 5500 Purposes	Per Form 5500
Net investment income from BASF Corporation Master Trust	$7,709	$(242)	$7,467
Administration fees	242	(242)	-

Actuarial Assumptions and Methods – BASF Performance Products McIntosh

Economic Assumptions

Return on assets	8.00%*
Funding interest rate basis:	
▸ Applicable month	September 2009
▸ Yield curve basis	Segment rates
▸ Transition from current liability rates	No
Funding interest rates:	
▸ First segment rate	5.03%
▸ Second segment rate	6.73%
▸ Third segment rate	6.82%
▸ Effective interest rate	6.63%

* Expected return on asset assumption is limited by the third segment rate for asset smoothing purposes as required by PPA. The 2009 expected return is limited to 6.82%

Demographic Assumptions

Mortality

- Healthy: Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, with generational projection) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, with generational projection)
- Disabled: Alternative disabled life mortality tables as defined under Revenue Ruling 96-7

Termination: Rates varying by age:

Age	*Male*	*Female*
20	.0655	.1495
25	.0550	.1180
30	.0445	.0865
35	.0340	.0550
40	.0260	.0370
45	.0180	.0190
50	.0130	.0105
55	.0080	.0020
60	.0030	.0000
63	.0000	.0000

Disability: None

Retirement: Rates varying by age:

Age	*Rate*
to 59	2%
60	5%
61-63	25%
64	15%
65+	100%

Percent married: 80% of males; 80% of females

Spouse age	Wives 3 years younger than husbands
Administrative expenses	Noninvestment expenses paid from the Trust are assumed to be 0.15% of the Fair Value of assets
Form of payment:	For single employees, a Life annuity
	For married employees, a 50% contingent annuity
	The table below shows full detail on the percentage of participants assumed to elect each of the available optional forms of benefit payment under the plan.

Form of Payment	Single	Married
Single Life Annuity	100%	0%
100% Contingent Annuity	0%	0%
50% Contingent Annuity (QJSA)	0%	100%
50% Participant and Joint Annuitant	0%	0%
Level Income Annuity	0%	0%
Single lump sum if less than $1,000	0%	0%

Since all annuity forms are actuarially equivalent, no explicit assumption is made for annuity forms other than the Single Life Annuity and 50% Contingent Annuity Option (QJSA).

Methods

Valuation date	First day of plan year
Funding target and target normal cost	Present value of accrued benefits
Actuarial value of assets	Average of market values (adjusted for contributions, benefits/expense payments, and expected investment returns) as of the valuation date and prior two valuation dates
Benefits Not Valued	All benefits described in the summary of plan provisions were valued.
Change in Assumptions and Methods Since Prior Valuation	The funding interest rate was changed from the full corporate bond yield curve as of October 2008 to the segment interest rates as of September 2009. The required mortality table used to calculate the funding target and target normal cost was changed from Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2024 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2016 using Scale AA) to Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, with generational projection) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, with generational projection) The minimum funding requirement shown here reflects BASF's election to amortize the 2010 shortfall amortization base (where applicable) over 15 years, as allowed by funding relief provisions of the Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act of 2010. Towers Watson did not perform the valuation of the Performance Products Plans prior to January 1, 2010, and we have relied on the information included in the prior actuaries January 1, 2009 actuarial valuation report to the prior year's assumptions and methods shown in this section.

Data Sources

Towers Watson used asset data supplied by the trustee. BASF and the plan administrator furnished participant data as of the valuation date. The company provided the dates and amounts of the 2009 contributions that will be paid in 2010 and the balance sheet accounts as of January 1, 2010. Data were reviewed for reasonableness and consistency, but no audit was performed. Based on discussions with the company, assumptions or estimates were made when data were not available, and the data was adjusted to reflect any significant events that occurred between the date the data was collected and the measurement date. We are not aware of any errors or omissions in the data that would have a significant effect on the results of our calculations.

Schedule SB Attachments (Form 5500) – 2010 Plan Year
Schedule SB, Line 32 – Schedule of Amortization Bases
Pension Plan for Non-Salaried Employees of BASF Performance Products LLC at McIntosh, Alabama: USW, Local 9-562
EIN: 13-3904291 PN: 005

Amortization Record for the Plan Year

Plan Year period: 1/1/2010 through 12/31/2010
Tax Year period: 1/1/2010 through 12/31/2010

	Date Established	Remaining Period	Outstanding Balance Beginning of Year	Amortization Charge or Credit
1. Net Shortfall Amortizatior				
	1/1/2009	6	8,010,136	1,521,240
	1/1/2010	15	3,707,270	374,784
Total Amortization Charges			11,717,406	1,896,024
2. Waiver Amortization				
Total Amortization Credits				

Amortization charge shown above includes a "cash flow rule" acceleration of $4,958 triggered by compensation paid to employees in the controlled group in excess of $1 million.