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), 6057(b), 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

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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;
- [ ] 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 HOURLY EMPLOYEES OF LOUISVILLE, KENTUCKY FACILITY

1b Three-digit plan number (PN) ▶ 028

1c Effective date of plan 02/01/1990

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

BASF CORPORATION

100 PARK AVENUE
FLORHAM PARK, NJ 07932

2b Employer Identification Number (EIN) 16-1090809

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.	10/10/2012	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 CORPORATION

100 PARK AVENUE
FLORHAM PARK, NJ 07932

3b Administrator's EIN
16-1090809

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
BASF CATALYSTS, LLC

4b EIN
22-1586002

4c PN
017

5	Total number of participants at the beginning of the plan year	**5**	194
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**	70
b	Retired or separated participants receiving benefits	**6b**	77
c	Other retired or separated participants entitled to future benefits	**6c**	29
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	176
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	20
f	Total. Add lines **6d** and **6e**	**6f**	196
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	0
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	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

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

▶ **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 HOURLY EMPLOYEES OF LOUISVILLE, KENTUCKY FACILITY

B Three-digit plan number (PN) ▶ 028

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

D Employer Identification Number (EIN)
16-1090809

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 2011

2 Assets:

a	Market value	**2a**	9029467
b	Actuarial value	**2b**	9029467

3 Funding target/participant count breakdown:

			(1) Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	96	5144070
b	For terminated vested participants	**3b**	32	406350
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		322039
	(2) Vested benefits	**3c(2)**		3314756
	(3) Total active	**3c(3)**	69	3636795
d	Total	**3d**	197	9187215

4 If the plan is in at-risk status, check the box and complete lines (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 in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**	

5	Effective interest rate	**5**	6.21 %
6	Target normal cost	**6**	13544

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

09/20/2012
Signature of actuary — Date

WILLIAM J. NICKEL, F.S.A., E.A.
11-07016
Type or print name of actuary — Most recent enrollment number

TOWERS WATSON PENNSYLVANIA INC.
215-246-4293
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 (line 13 from prior year)	1492082	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	102991	0
9	Amount remaining (line 7 minus line 8)	1389091	0
10	Interest on line 9 using prior year's actual return of 13.98%	194195	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of 6.64 % except as otherwise provided (see instructions)		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	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	1583286	0

Part III Funding percentages

14	Funding target attainment percentage	14	81.04 %
15	Adjusted funding target attainment percentage	15	81.04 %
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	98.52 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

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

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
			Totals ► 18(b)	0	18(c) 0

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

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:	
3.78%	6.31%	6.57 %	☐ 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 contributions for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	13544
b Excess assets, if applicable, but not greater than 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	1741034	237846
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 (lines 31a - 31b + 32a + 32b - 33)	**34**	251390

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	251390		251390

36 Additional cash requirement (line 34 minus line 35)	**36**	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	0
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	**38a**	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:

a Schedule elected ☐ 2 plus 7 years ☒ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☒ 2011

42 Amount of acceleration adjustment	**42**	69260
43 Excess installment acceleration amount to be carried over to future plan years	**43**	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

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
PENSION PLAN FOR HOURLY EMPLOYEES OF LOUISVILLE, KENTUCKY FACILITY

B Three-digit plan number (PN) ▶ 028

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

D Employer Identification Number (EIN)
16-1090809

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 CORP PENSION 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	8994412

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)

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
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b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
PENSION PLAN FOR HOURLY EMPLOYEES OF LOUISVILLE, KENTUCKY FACILITY

B Three-digit plan number (PN) ▶ 028

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

D Employer Identification Number (EIN)
16-1090809

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)		
(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)	9029467	8994412
(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	9029467	8994412
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	16624	1912
k	Total liabilities (add all amounts in lines 1g through1j)	1k	16624	1912
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	9012843	8992500

Part II Income and Expense Statement

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

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

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		601898
(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		601898
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	622241	
(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)		622241
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		622241
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-20343
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 (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? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **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

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
PENSION PLAN FOR HOURLY EMPLOYEES OF LOUISVILLE, KENTUCKY FACILITY

B Three-digit plan number (PN) ▶ 028

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

D Employer Identification Number (EIN)
16-1090809

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): 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** 0

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 (include any prior year accumulated funding deficiency not waived) **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 or other authority 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. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☒ **No**

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

J.H. COHN LLP
Accountants and Consultants since 1919

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 Hourly Employees of Louisville, Kentucky Facility

We were engaged to audit the accompanying statements of net assets available for benefits of Pension Plan for Hourly Employees of Louisville, Kentucky Facility (the Plan) as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years 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 BNY Mellon, N.A., the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the Trustee as of and for years ended December 31, 2011 and 2010, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

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

J.H. Cohn LLP

Roseland, New Jersey
September 10, 2012

Schedule SB - Statement by Enrolled Actuary

Plan Sponsor	BASF Corporation
EIN/PN	16-1090809/028
Plan Name	Pension Plan for Hourly Employees of Louisville, Kentucky Facility
Valuation Date	January 1, 2011
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.

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

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

▮ **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 Hourly Employees of Louisville, Kentucky Facility

B Three-digit plan number (PN) ▮ 028

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

BASF Corporation

D Employer Identification Number (EIN)

16-1090809

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 2011

2	Assets:			
a	Market value		**2a**	9,029,467
b	Actuarial value		**2b**	9,029,467
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	96	5,144,070
b	For terminated vested participants	**3b**	32	406,350
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		322,039
	(2) Vested benefits	**3c(2)**		3,314,756
	(3) Total active	**3c(3)**	69	3,636,795
d	Total	**3d**	197	9,187,215
4	If the plan is in at-risk status, check the box and complete lines (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 in at-risk status for fewer than five consecutive years and disregarding loading factor		**4b**	
5	Effective interest rate		**5**	6.21 %
6	Target normal cost		**6**	13,544

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

9/20/2012

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 (line 13 from prior year)	1,492,082	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	102,991	0
9	Amount remaining (line 7 minus line 8)	1,389,091	0
10	Interest on line 9 using prior year's actual return of 13.98 %	194,195	
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38 from prior year)		0
	b Interest on (a) using prior year's effective rate of 6.64 % except as otherwise provided (see instructions)		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	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	1,583,286	0

Part III Funding percentages

14	Funding target attainment percentage	14	81.04 %
15	Adjusted funding target attainment percentage	15	81.04 %
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	98.52 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and liquidity shortfalls

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

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
			Totals • 18(b)	0	18(c) 0

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

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:	
3.78 %	6.31 %	6.57 %	☐ 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 contributions for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	13,544
b Excess assets, if applicable, but not greater than 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	1,741,034	237,846
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 (lines 31a - 31b + 32a + 32b - 33)	**34**	251,390

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	251,390		251,390

36 Additional cash requirement (line 34 minus line 35)	**36**	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	0
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	**38a**	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:

a Schedule elected ☐ 2 plus 7 years ☒ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☒ 2011

42 Amount of acceleration adjustment	**42**	69,260
43 Excess installment acceleration amount to be carried over to future plan years	**43**	0

Pension Plan for Hourly Employees of Louisville, Kentucky Facility
2011 Schedule SB, Line 22 – Description of Weighted Average Retirement Age
EIN: 16-1090809; PN: 028

(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	0.000	1.0000	0.0000	0.00
51	0.000	1.0000	0.0000	0.00
52	0.000	1.0000	0.0000	0.00
53	0.000	1.0000	0.0000	0.00
54	0.000	1.0000	0.0000	0.00
55	0.050	0.9500	0.0500	2.75
56	0.050	0.9025	0.0475	2.66
57	0.050	0.8574	0.0451	2.57
58	0.050	0.8145	0.0429	2.49
59	0.050	0.7738	0.0407	2.40
60	0.100	0.6964	0.0774	4.64
61	0.100	0.6268	0.0696	4.25
62	0.500	0.3134	0.3134	19.43
63	0.500	0.1567	0.1567	9.87
64	0.500	0.0784	0.0783	5.01
65	1.000	0.0000	0.0784	5.10
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: 61.17

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.

2011 Schedule SB, Line 25 – Change in Method
Pension Plan for Hourly Employees of Louisville, Kentucky Facility

EIN: 16-1090809

Plan Number: 028

The minimum funding requirement shown here reflects BASF's election to amortize the 2011 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) – 2011 Plan Year
Schedule SB, Part V – Summary of Plan Provisions
Pension Plan for Hourly Employees of Louisville, Kentucky Facility
EIN: 16-1090809 PN: 028

Plan Provisions - Louisville	
Effective Date	October 1, 1969 (last amended July 1, 2010)
Covered Employees	Hourly Employees of the Louisville, KY facility represented by Local 663 of the International Chemical Workers Union hired prior to July 1, 2010.
Participation Date	The later of the effective date or employment date
Definitions	
Vesting service	A plan year in which a participant completed at least 1,000 hours of service.
Benefit service	A calendar year in which a participant completed at least 1,800 hours of service. A participant with less than 1,800 hours will be credited with 1/10 of one year of service for each 180 hours worked.
Normal retirement date (NRD)	Age 65
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. No additional monthly benefits are accrued for periods after June 2010.
Monthly preretirement spouse benefit	50% of the monthly pension benefit as of the date of death reduced for the 50% joint and survivor option and reduced for early payment assuming payment on the earliest date the participant would have been eligible to commence his benefits had he terminated on the date of death. (i.e. as early as age 55 except for disabled participants, for whom this benefit would be payable immediately). The minimum monthly benefit is $40 prorated for less than 10 years of credited service.
Eligibility for Benefits	
Normal retirement	Retire at NRD
Early retirement	Retire before NRD and on or after both attaining age 55 and completing 10 years of service
Postponed retirement	Retire after NRD
Deferred vested	Terminate for reasons other than death or retirement after completing five years of service
Preretirement spouse benefit	Spouse of active participants who die after having completed five years of credited service
Disability benefit	Totally and permanently disabled and after completing 10 years of service.

Monthly Benefits Paid Upon the Following Events

Normal retirement	Monthly pension benefit determined as of NRD
Early retirement	Normal pension accrued to early retirement date commencing at age 65, or reduced for earlier commencement. If participant has less than 25 years of credited service: Accrued Benefit reduced 3.6% per year prior to age 65. If the participant has 25 or more years of credited service, there is no reduction on or after age 62, and the accrued benefit is reduced 3.6% per year prior to age 62.
Postponed retirement	Monthly pension benefit determined as of actual retirement date
Deferred vested termination	Monthly pension benefit determined as of termination date but reduced for early retirement benefits if payments begin prior to age 65
Death with preretirement spouse benefits	Monthly preretirement spouse benefit
Disability	Credited service to date of disability times the pension multiplier in effect as of the disability date. This benefit ceases at age 65 (or after five years if the disability occurs after age 60), at which time the participant receives the normal retirement pension based on credited service at date of disability.
Forms of payment	Normal forms: Life annuity for single participants; actuarially reduced 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 I for actuarial equivalence basis used to adjust benefit amount for optional forms of payment.

Future Plan Changes

No future plan changes were recognized in determining minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

There have been no changes in benefits valued since the prior year.

Schedule SB Attachments (Form 5500) – 2011 Plan Year
Schedule SB, Part V – Summary of Plan Provisions
Pension Plan for Hourly Employees of Louisville, Kentucky Facility
EIN: 16-1090809 PN: 028

Summary of Pension Benefit Levels

Monthly Pension Benefit	Date of Retirement
$23.00	02/01/1991 – 01/31/1992
$24.00	02/01/1992 – 01/31/1993
$25.00	02/01/1993 – 12/31/1993
$27.00	01/01/1994 – 12/31/1995
$29.00	01/01/1996 – 01/31/1999
$30.00	02/01/1999 – 01/31/2000
$30.50	02/01/2000 – 01/31/2001
$31.00	02/01/2001 – 01/31/2002
$35.00	02/01/2002 – 01/31/2006
$37.50	02/01/2006 – 01/31/2009
$39.00	02/01/2009 and After

Appendix I - Pension Plan for Hourly Employees of Louisville, Kentucky Facility

Annuity Conversion Basis:

For any annuity form of payment:

(A) Mortality – The 1971 Group Annuity Mortality Table weighted 90% male and 10% female

(B) Interest – 8.0% 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 Attachments (Form 5500) – 2011 Plan Year
Schedule SB, Part V – Statement of Actuarial Assumptions and Methods
Pension Plan for Hourly Employees of Louisville, Kentucky Facility
EIN: 16-1090809 PN: 028

Actuarial Assumptions and Methods — Louisville

Economic Assumptions

Interest rate basis:

► Applicable month	September 2010
► Yield curve basis	Segment rates
► Transition from current liability rates	No

Interest rates:

► First segment rate	3.78%
► Second segment rate	6.31%
► Third segment rate	6.57%
► Effective interest rate	6.21%

Schedule SB Attachments (Form 5500) – 2011 Plan Year
Schedule SB, Part V – Statement of Actuarial Assumptions and Methods
Pension Plan for Hourly Employees of Louisville, Kentucky Facility
EIN: 16-1090809 PN: 028

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 and service:

	Years of Service	
Age	*<2*	*>2*
20	.298	.149
25	. 217	. 109
30	. 136	. 068
35	. 094	. 047
40	. 052	. 026
45	. 026	. 013
50	. 000	. 000

Disability: SOA 1980 rates of disability

Retirement: Rates varying by age and plan:

Age	*Rate*
to 59	5%
60-61	10%
62-64	50%
65-70	100%

Percent married: 85% of males; 55% 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, 40% are assumed to take a life annuity and 60% take 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%	40%
50% Contingent Annuity (QJSA)	0%	60%
100% Contingent Annuity	0%	0%
66 2/3% Contingent Annuity	0%	0%
50% Pop-up Annuity	0%	0%
10 year Certain and Life Annuity	0%	0%
Level Income Annuity	0%	0%
Deminimis lump sum	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).

Schedule SB Attachments (Form 5500) – 2011 Plan Year
Schedule SB, Part V – Statement of Actuarial Assumptions and Methods
Pension Plan for Hourly Employees of Louisville, Kentucky Facility
EIN: 16-1090809 PN: 028

Methods

Valuation date	First day of plan year
Funding target and target normal cost	Present value of accrued benefits
Actuarial value of assets	Actuarial value of assets is equal to the market value of assets on the valuation date (including any receivables).
Shortfall amortization	Alternative shortfall amortization (i.e. funding Relief) of 15 years elected (where applicable)
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 segment interest rates as of September 2009 to the segment interest rates as of September 2010. The minimum funding requirement shown here reflects BASF's election to amortize the 2011 shortfall amortization base (where applicable) as allowed by funding relief provisions of the Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act of 2010.

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 2010 contributions that will be paid in 2011. 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) – 2011 Plan Year
Schedule SB, Line 32 – Schedule of Amortization Bases
Pension Plan for Hourly Employees of Louisville, Kentucky Facility
EIN: 16-1090809 PN: 028

Amortization Record for the Plan Year

Plan Year period:	1/1/2011 through 12/31/2011
Tax Year period:	1/1/2011 through 12/31/2011

	Date Established	Remaining Period	Outstanding Balance Beginning of Year	Amortization Charge or Credit
1. Net Shortfall Amortization				
	1/1/2011	15	1,741,034	237,846
Total Amortization Charges			1,741,034	237,846
2. Waiver Amortization				
Total Amortization Credits				

Amortization charge shown above includes a "cash flow rule" acceleration of $69,260 triggered by compensation paid to employees in the controlled group in excess of $1 million.

Schedule SB Attachments (Form 5500) –2011 Plan Year
Schedule SB, Line 26 - Schedule of Active Participant Data
Pension Plan for Hourly Employees of Louisville, Kentucky Facility
EIN: 16-1090809 PN: 028

Analysis of Active Participant Data by Age and Service - Pension Plan for Hourly Employees of Louisville, Kentucky Facility

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
30-34	Count	0	4	1	0	0	0	0	0	0	0
35-39	Count	0	0	2	0	0	0	0	0	0	0
40-44	Count	0	0	4	1	0	0	0	0	0	0
45-49	Count	1	3	2	1	7	2	0	0	0	0
50-54	Count	0	1	2	0	2	9	0	0	0	0
55-59	Count	0	0	3	0	1	1	0	0	2	0
60-64	Count	0	3	0	0	3	6	0	0	3	1
64-69	Count	0	0	0	0	0	0	0	0	1	0
70 & up	Count	0	0	0	0	0	0	0	0	0	1

AVERAGE AGE = 51.9 AVERAGE SERVICE = 16.2

* Does not include 2 active employees who have transferred within BASF and are no longer accruing benefits under this plan

PENSION PLAN FOR HOURLY EMPLOYEES
OF LOUISVILLE, KENTUCKY FACILITY
Financial Statements
December 31, 2011 and 2010

PENSION PLAN FOR HOURLY EMPLOYEES OF LOUISVILLE, KENTUCKY FACILITY

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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.

J.H. COHN LLP
Accountants and Consultants since 1919

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Report of Independent Public Accountants

BASF Corporation as Plan Sponsor
and Plan Administrator and Participants in the
Pension Plan for Hourly Employees of Louisville, Kentucky Facility

We were engaged to audit the accompanying statements of net assets available for benefits of Pension Plan for Hourly Employees of Louisville, Kentucky Facility (the Plan) as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years 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 BNY Mellon, N.A., the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the Trustee as of and for years ended December 31, 2011 and 2010, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

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

J.H. Cohn LLP

Roseland, New Jersey
September 10, 2012

PENSION PLAN FOR HOURLY EMPLOYEES OF LOUISVILLE, KENTUCKY FACILITY

Statements of Net Assets Available for Benefits
December 31, 2011 and 2010
(In thousands)

	2011	2010
Assets:		
Investment in the BASF Corporation Master Trust, at fair value	$ 8,994	$ 9,029
Liabilities:		
Accrued administrative expenses	2	16
Net assets available for benefits	$ 8,992	$ 9,013

See accompanying notes to financial statements.

PENSION PLAN FOR HOURLY EMPLOYEES OF LOUISVILLE, KENTUCKY FACILITY

Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2011 and 2010
(In thousands)

	2011	2010
Additions:		
Net investment income from the BASF Corporation Master Trust	$ 672	$ 1,148
Total additions	672	1,148
Deductions:		
Benefits paid to participants	622	615
Investment and administrative expenses	71	56
Total deductions	693	671
Net increase (decrease)	(21)	477
Net assets available for benefits:		
Beginning of year	9,013	8,536
End of year	$ 8,992	$ 9,013

See accompanying notes to financial statements.

(1) Description of the Plan

The following description of the Pension Plan for Hourly Employees of Louisville, Kentucky Facility (the Plan) is provided for general information purposes only. Participants should refer to the summary Plan description and Plan document, for a more complete description of the provisions of the Plan and detailed definitions of various Plan terms.

BASF Corporation (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 BNY Mellon, N.A. (the Trustee) whereby 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 assets of the Plan are managed by the Trustee and several investment managers of the Sponsor.

a) General

The Plan is a defined benefit pension Plan providing retirement benefits to the Sponsor's eligible bargaining unit hourly employees of BASF Americas Corporation (the Company) or any of its subsidiaries or affiliates which have adopted the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Plan was created on February 1, 1990 and has been amended since that time.

Effective June 30, 2010, the Plan has ceased all accruals of future benefits for employees. No employee shall become a participant in the Plan after June 30, 2010.

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. No contributions for 2011 or 2010 were deemed necessary based on the January 1, 2011 and 2010 valuation report prepared by Towers Watson (the Actuary) and the Sponsor met or exceeded the minimum funding requirements of ERISA.

c) Distributions

Normal retirement is at age 65. The monthly benefit is calculated based on an amount per month, as specified in the Plan for each year of credited service. Early retirement is available at age 55 with 10 years of credited service. If the participant has less than 25

(1) Description of the Plan (continued)

years of credited service, the reduction amount is 3/10 of 1% per month for every month retired prior to attaining age 65. Otherwise, the reduction amount is 3/10 of 1% per month for every month retired prior to attaining age 62.

The normal form of retirement benefit payment is a life annuity. However, if an employee is married on the date their benefit payments commence, their retirement benefit is paid in the form of a 50% joint and survivor annuity – 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: Social Security adjusted, 10-year period certain, Restoration Joint and Survivor Annuity (50% only), and Joint and Survivor Annuity 100%, 75%, 66-2/3%, and 50% contingent annuities. According to the Plan document, under the 100%, 75%, 66-2/3%, and 50% contingent annuity option, the participant designates another person (usually a spouse) to receive a continued monthly pension, after his death and for the life of the other person (the contingent annuitant), in the selected percentage. The participant's benefit is reduced to reflect payout over two lifetimes. The greater the continuation percentage, the greater the reduction will be. Further details on these optional payment methods can be found in the Plan documents.

Any member whose service is terminated other than by death or retirement and who has completed 5 years of service is eligible to receive a vested retirement allowance commencing at age 65. Total and permanent disability benefits are provided for any qualified participant with 10 years of credited service. The monthly payment is equal to $39.00 for each year of credited service to date at disability for the employee ceasing active service on or after February 1, 2009. The disability pension ceases at age 65, at which time the employee receives the normal retirement pension based on credited service to date of disability. Automatic death benefits are payable to the surviving spouse of an employee who dies in active service and who has completed 5 years of active service. The monthly benefit is equal to 50% of the normal benefit accrued to date of death. Benefit commences immediately if the participant is age 55 or older, or when the participant would have reached 55.

d) Vesting

Benefits become vested after five years of service to the Sponsor.

(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 has been presented at fair value, which has been determined based on the fair value of the underlying investments of the 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 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.

(2) Summary of Significant Accounting Policies (continued)

g) Administrative Costs

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) Reclassification

Certain amounts in the 2010 financial statements have been reclassified to conform with the 2011 presentation.

j) Subsequent Events

The Plan has evaluated events through September 10, 2012, 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

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

information is presented (the valuation date) and the corresponding monthly benefit amount does include future Plan increases.

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, 2011 and 2010 were as follows:

Discount Rate	5.50% at January 1, 2011 and 5.75% as of January 1, 2010
Mortality rate	RP-2000 Mortality Table
Actuarial cost method	Projected Unit Credit Cost Method
Average retirement age	61

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 for 2011 and 2010, 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, 2011 and 2010 is:

	2011	2010
Vested benefits:		
Participants / beneficiaries currently receiving payments	$ 4,469	$ 4,756
Other participants	2,991	2,368
	7,460	7,124
Nonvested benefits	292	360
Total actuarial present value of accumulated plan benefits	$ 7,752	$ 7,484

(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, 2010	$	7,484
(Decrease) Increase attributable to:		
Benefits accumulated		401
Interest in the discount period		557
Benefits paid		(615)
Assumption changes and plan amendments		(75)
Actuarial present value of accumulated plan benefits as of January 1, 2011	$	7,752

(4) Federal Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated October 13, 2011, 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 2008.

(5) Interest in the Master Trust

The Plan has an agreement with the Trustee whereby substantially all 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 1% as of December 31, 2011 and December 31, 2010.

As of December 31, 2011, the following benefit plans participated in the Master Trust:

Cognis Corporation Consolidated Union Retirement Plan

(5) Interest in the Master Trust (continued)

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-Paid Employees of BASF Corporation in Northern Ohio

Pension Plan for Hourly Employees of Louisville, Kentucky Facility

Pension Plan for Hourly Employees at Quincy, Florida Works

Pension Plan for New Jersey Hourly-Paid Employees of BASF Corporation Represented by Local UAW# 1668, 1668A and 1668B

Pension Plan for Hourly-Paid Workers Represented by Local 4-406 of the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union

Pension Plan for Hourly Employees at Vidalia, Louisiana Facility

BASF Corporation Consolidated Bargaining Unit Employees' Pension Plan

BASF Corporation Salaried Employees' Pension Plan

BASF Corporation Pension Plan for Non-Salaried Employees at McIntosh, Alabama

BASF Corporation Pension Plan for Non-Salaried Employees at 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:

(6) Fair Value Measurements (continued)

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. There have been no changes in the methodologies used at December 31, 2011 and 2010.

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.

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.

(6) Fair Value Measurements (continued)

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, 2011 and 2010:

Assets at Fair Value as of December 31, 2011

	Level 1	Level 2	Level 3	Total
Corporate Stock:				
Common Stock:				
Aerospace & Defense	$ 4,808	$ —	$ —	$ 4,808
Capital Goods	12,535	—	—	12,535
Chemicals	9,970	—	—	9,970
Communucations & Technology	57,559	—	—	57,559
Consumer Products	15,638	—	—	15,638
Consumer Services	18,317	—	—	18,317
Electronics	4,108	—	—	4,108
Energy, Oil & Gas	43,305	—	—	43,305
Entertainment & Travel	16,881	—	—	16,881
Financial Services	20,721	—	—	20,721
Food & Beverage	12,371	—	—	12,371
Healthcare & Pharamceuticals	35,028	—	—	35,028
Industrial & Machinery	11,581	—	—	11,581
Insurance	3,653	—	—	3,653
Other	27,953	—	—	27,953
Real Estate	4,814	—	—	4,814
Retail	10,535	—	—	10,535
Total Common Stock	309,777	—	—	309,777
Preferred Stock:				
Banking & Finance	3,740	1,478	—	5,218
Oil & Gas	1,024	—	—	1,024
Other	713	—	—	713
Total Preferred Stock	5,477	1,478	—	6,955
Total Corporate Stock	315,254	1,478	—	316,732
Corporate Debt				
AAA	—	4,337	—	4,337
AAA (sf)	—	14	—	14
AA	—	398	—	398
AA-	—	293	—	293
A+	—	3,067	—	3,067
A	—	5,172	—	5,172
A-	—	30,182	—	30,182
BBB+	—	71,034	—	71,034
BBB+ (sf)	—	176	—	176
BBB	—	62,880	—	62,880

(6) Fair Value Measurements (continued)

Assets at Fair Value as of December 31, 2011 (continued)

	Level 1	Level 2	Level 3	Total
Corporate Debt (continued)				
BBB-	—	36,017	—	36,017
BB	—	6,318	—	6,318
BB+	—	3,928	—	3,928
B+	—	139	—	139
B	—	285	—	285
B-	—	1,455	—	1,455
CCC+	—	593	—	593
CCC	—	2,203	—	2,203
CC	—	468	—	468
C	—	52	—	52
D	—	2,413	—	2,413
D_NR	—	380	—	380
NR	—	4,042	—	4,042
Total Corporate Debt	—	235,846	—	235,846
Preferred Corporate Debt				
AAA	—	29,545	—	29,545
AAA_NR	—	403	—	403
AA+	—	34,032	—	34,032
AA	—	34,317	—	34,317
AA-	—	18,088	—	18,088
A+	—	33,004	—	33,004
A	—	54,983	—	54,983
A-	—	101,129	—	101,129
BBB+	—	12,052	—	12,052
BBB	—	9,117	—	9,117
BB+	—	178	—	178
BBsf	—	32	—	32
B	—	542	—	542
B- (sf)	—	5	—	5
NR	—	5,497	—	5,497
Total Preferred Corporate Debt	—	332,924	—	332,924
Government Securities				
AAA	97,009	—	—	97,009
AA+	480,840	138,759	—	619,599
A1+	580	—	—	580
A	—	13,178	—	13,178
NR	—	633	—	633
Total Government Securities	578,429	152,570	—	730,999

(6) Fair Value Measurements (continued)

Assets at Fair Value as of December 31, 2011 (continued)

	Level 1	Level 2	Level 3	Total
Mutual Funds				
Emerging Markets	113,395	—	—	113,395
Large Blend	76,170	—	—	76,170
Total Mutual Funds	189,565	—	—	189,565
103-12 Investments	—	143,993	325	144,318
Common/Collective Trust	—	521,637	17	521,654
Money Market	—	2,798	—	2,798
Partnership/Joint Venture	—	166,526	161,841	328,367
Real Estate	—	—	21,856	21,856
Other	774	133,606	837	135,217
TOTAL INVESTMENTS	$ 1,084,022	$ 1,691,378	$ 184,876	$ 2,960,276

(6) Fair Value Measurements (continued)

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	37,668	—	—	37,668
Real Estate	6,167	—	—	6,167
Retail	10,337	—	—	10,337
Total Common Stock	398,087	—	—	398,087
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	402,947	2,694	—	405,641
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	—	179,285	155,890	335,175
Real Estate	—	—	28,570	28,570
Other	57	73,356	679	74,092
TOTAL INVESTMENTS	$ 1,158,681	$ 1,449,029	$ 185,526	$ 2,793,236

(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, 2011 and 2010:

For the Year Ended December 31, 2011

	Common Collective Trusts	Partnership Joint Venture Interests	Real Estate	103-12 Investment	Other	Total
Opening Balance	$ 27	$ 155,890	$28,570	$ 360	$ 679	$ 185,526
Acquisitions	-	31,611	5,591	(4)	21	37,219
Dispositions	-	(42,508)	(19,149)	(26)	-	(61,683)
Realized Gain/Loss	-	(17,594)	5,075	(245)	-	(12,764)
Unrealized Gain/Loss	(10)	34,442	1,769	240	137	36,578
Closing Balance	$ 17	$ 161,841	$21,856	$ 325	$ 837	$ 184,876

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

(6) Fair Value Measurements (continued)

The following table represents the Master Trust's investments with reported NAV at December 31, 2011:

	Fair Value	Unfunded Commitment	Redemption Frequency (If Currently Eligible)	Redemption Notice Period
OCM Expanded High Yield Fund	$ 143,993	$ -	Monthly	10 business days before month-end
OCM Opportunities Fund III L.P	325	-	N/A	N/A
Total 103-12 Investments	144,318			
Ashmore Emerging Markets Debt Fund	149,355	-	Monthly	30 business days
Collective US Government STIF	174,719	-	Daily Liquidity	None
JP Morgan Commingled Pension	48,801	-	Daily Liquidity	None
Pyramis Select International Fund	92,380	11,579	Daily Liquidity	5 business days
Wellington Equity Research Trust	56,382	-	The 1st business day of month	Must be received by the 22nd calendar day of the proceeding month
A&Q Diversified Neutral Alpha	17	-	End of any calendar quarter	Last business day of the first month of such quarter
Total Common/Collective Trust	521,654			
AEW Value Investors LP	10,817	-	N/A	N/A
AEW VIF II REIT, LP	10,524	7,220	N/A	N/A
All Weather Portfolio	117,414	-	Monthly	5 business days
Amaranth International Limited	948	-	Liquidating Failed Hedge Fund	Full Redemption Requested
Ashmore Global Special Situations	20,284	-	N/A	N/A
Bridgewater Pure Alpha Fund Ltd	39,896	-	Monthly	5 business days
Credit Suisse First Boston International	236	183	N/A	N/A
Currency Selection Special Ltd	9,216	-	Daily Liquidity	5 business days
Fortress Credit Opps Fund B LP	28,858	12,185	N/A	N/A
Galen Partners IV LP	2,216	98	N/A	N/A
Morgan Stanley Global Emerging	935	4,501	N/A	N/A
Olympus II Real Estate Fund LP	777	180	N/A	N/A
PIMCO Distressed Mortgage Fund	17,060	-	N/A	N/A
RCG Longview Debt Fund IV LP	19,892	7,310	N/A	N/A
Rockwood Capital Real Estate V	3,881	-	N/A	N/A
Rockwood Capital Real Estate VI	13,875	2,736	N/A	N/A
Rockwood Capital Real Estate VII	9,280	-	N/A	N/A
TCW Energy Fund X NL LP	3,874	-	N/A	N/A
TCW Energy XIV	18,384	5,204	N/A	N/A
Total Partnership/Joint Ventures	328,367			
BASF Rockwood Capital Fund III	211	-	N/A	N/A
Equitable Real Estate Value	1,804	-	N/A	N/A
JPM Secondary Fund	14,657	13,965	N/A	N/A
KB/Opportunity Fund IV LP	80	653	N/A	N/A
Value Enhancement Fund IV LP	5,066	-	N/A	N/A
Rockwood Capital Real Estate IV	38	-	N/A	N/A
Total Real Estate	21,856			
Totals	$ 1,016,195	$ 65,814		

(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
All Weather Portfolio	129,289	-	Monthly	5 business days
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	-	Daily Liquidity	5 business days
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
OCM Principal Opportunities	29	-	N/A	N/A
Total Partnership/Joint Ventures	335,175			
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	$ 906,187	$ 70,660		

(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.

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

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.

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.

All Weather Portfolio - The fund holds investments in different asset classes that have different biases to economic conditions. The asset classes include, but are not limited to, the currency, fixed-income, and inflation linked bond, equity, and commodity markets.

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.

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.

(6) Fair Value Measurements (continued)

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.

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. This fund is being fully liquidated.

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 invested 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.

(6) Fair Value Measurements (continued)

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 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. This fund is being fully liquidated.

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,

(6) Fair Value Measurements (continued)

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.

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 the net investment income of the Master Trust included in the accompanying financial statements were supplied by the Trustee and are unaudited. The Plan Administrator has obtained certifications from the Trustee of the Plan 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, 2011 and 2010, certified by the Trustee, is summarized as follows:

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

	Unaudited	
Assets	**December 31, 2011**	**December 31, 2010**
Investments:		
Interest Bearing Cash	$ 2,798	$ 3,631
U.S. Government Securities (includes securities on loan of $11 and $33)	730,999	635,205
Corporate Debt Instruments (includes securities on loan of $43 and $58):		
Preferred	332,924	287,777
All Other	235,846	221,606
Corporate Stocks (includes securities on loan of $931 and $1,716):		
Preferred	6,955	7,554
Common	309,777	398,087
Partnership/Joint Venture Interests	328,367	335,175
Real Estate	21,856	28,570
Common/Collective Trusts	521,654	405,569
103-12 Investment Entities	144,318	136,873
Mutual Funds	189,565	259,097
Other	135,217	74,092
Investment of securities lending collateral	1,009	1,863
Total Investments	2,961,285	2,795,099
Receivables:		
Other	233,350	97,703
Liabilities:		
Other	(265,417)	(188,508)
Payable for collateral on securities loaned	(1,009)	(1,863)
Total Nets Assets	$ 2,928,209	$ 2,702,431
Plan's Investment in the Master Trust	$ 8,994	$ 9,029
Plan's Investment in the Master Trust as a percentage of total	0.31%	0.33%

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

	Unaudited	
	2011	**2010**
Collective US Government STIF	$ 174,719	$ -
Ashmore Emerging Markets Debt Fund	149,355	140,020
OCM Expanded High Yield Fund	-	136,513

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

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.

The Master Trust enters into a securities lending program with the Trustee, in its corporate capacity as a lending agent. The program allows the Trustee to loan securities, which are assets of the Master Trust, to approved brokers (the "Borrowers"). The Trustee requires Borrowers, pursuant to a security loan agreement, to deliver collateral to secure each loan. The collateral is required to equal at least 102 percent of the fair value of U.S. securities borrowed and 105 percent for non-U.S. securities borrowed. The Master Trust bears the risk of loss with respect to the unfavorable change in fair value of the invested cash collateral. However, the Borrower bears the risk of loss related to the decrease in the fair value of the securities collateral and, therefore, will have to deliver additional securities to maintain the required collateral. In the event of default by the Borrowers, the Trustee shall indemnify the Master Trust by purchasing replacement securities equal to the number of unreturned loaned securities or, if replacement securities are not able to be purchased, the Trustee shall credit the Master Trust for the market value of the unreturned securities. In each case, the Trustee would apply the proceeds from the collateral for such a loan to make the Master Trust whole.

The market value of the securities on loan to Borrowers at December 31, 2011 and 2010 was $985 and $1,807, respectively. Cash collateral of $997 and $1,863 was received for securities on loan at December 31, 2011 and 2010, respectively, and was invested in the Collateral Fund, which is a fund affiliated with the Trustee. Noncash collateral of $12 and $0 received for securities on loan at December 31, 2011 and 2010, respectively, consisted of U.S. government and agency securities held by the Trustee on behalf of the Master Trust. The Master Trust may not repledge or relend the noncash collateral. A portion of the income generated upon investment of cash collateral is remitted to the Borrowers, and the remainder is allocated between the Master Trust and the Trustee in its capacity as a security agent. Securities lending income allocated to the Master Trust amounted to $18 and $70 for 2011 and 2010, respectively. Securities lending income allocated to the Trustee amounted to $10 and $37 for 2011 and 2010, respectively.

At December 31, 2011 and 2010, the Master Trust held foreign currency forward contracts for other than trading purposes.

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

Investment income for the Master Trust is as follows:

	Unaudited	
	2011	2010
Net appreciation (depreciation) in fair value of investments:		
Mutual funds	$ (38,709)	$ 29,645
Corporate stock	34,958	69,779
US Government securities	117,106	41,354
Corporate debt instruments	19,569	26,177
Other	(17,859)	35,142
Net appreciation (depreciation) in estimated fair value of investments:		
Partnership and joint ventures	36,888	37,592
Real estate	(17,585)	(12,074)
Common/collective trusts	5,134	39,003
103-12 Investment Entities	(5,066)	3,866
Total appreciation	134,436	270,484
Interest Income	50,402	55,170
Dividend Income	28,752	27,648
Total investment income	$ 213,590	$ 353,302
Plan's investment income from the Master Trust	$ 672	$ 1,148

(8) Party-in-Interest Transactions

Certain Plan investments are shares or units of funds managed by BNY Mellon, N.A., the Plan's Trustee, as of December 31, 2011 and 2010. 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 statement of changes in net assets available for benefits per the financial statements for the year ended December 31, 2011 to Form 5500:

	Per Financial Statements	Reclass for Form 5500 Purposes	Per Form 5500
Net investment income from BASF Corporation Master Trust	$ 672	$ (71)	$ 601
Administrative fees	71	(71)	—