

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 <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information						
1a Name of plan RETIREMENT PLAN FOR HOURLY PAID BARGAINING EMPLOYEES OF WITCO CORPORATION PERTH AMBOY	<table border="1"> <tr> <td>1b Three-digit plan number (PN) ►</td> <td><u>019</u></td> </tr> <tr> <td>1c Effective date of plan</td> <td><u>01/01/1976</u></td> </tr> </table>	1b Three-digit plan number (PN) ►	<u>019</u>	1c Effective date of plan	<u>01/01/1976</u>		
1b Three-digit plan number (PN) ►	<u>019</u>						
1c Effective date of plan	<u>01/01/1976</u>						
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) CHEMTURA CORPORATION 199 BENSON RD MIDDLEBURY, CT 06749	<table border="1"> <tr> <td>2b Employer Identification Number (EIN)</td> <td><u>52-2183153</u></td> </tr> <tr> <td>2c Sponsor's telephone number</td> <td><u>800-573-3070</u></td> </tr> <tr> <td>2d Business code (see instructions)</td> <td><u>325100</u></td> </tr> </table>	2b Employer Identification Number (EIN)	<u>52-2183153</u>	2c Sponsor's telephone number	<u>800-573-3070</u>	2d Business code (see instructions)	<u>325100</u>
2b Employer Identification Number (EIN)	<u>52-2183153</u>						
2c Sponsor's telephone number	<u>800-573-3070</u>						
2d Business code (see instructions)	<u>325100</u>						

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	<u>10/11/2012</u>	<u>RUTH CUSACK</u>
	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

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") CHEMTURA CORPORATION 199 BENSON RD MIDDLEBURY, CT 06749	3b Administrator's EIN 52-2183153 3c Administrator's telephone number 800-573-3070
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	124
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	39
b Retired or separated participants receiving benefits.....	6b	51
c Other retired or separated participants entitled to future benefits.....	6c	17
d Subtotal. Add lines 6a , 6b , and 6c	6d	107
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	12
f Total. Add lines 6d and 6e	6f	119
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

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

1A 1D 1G

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

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor

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

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)

(2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

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

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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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 <u>RETIREMENT PLAN FOR HOURLY PAID BARGAINING EMPLOYEES OF WITCO CORPORATION PERTH AMBOY</u>	B Three-digit plan number (PN) ▶ <u>019</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>CHEMTURA CORPORATION</u>	D Employer Identification Number (EIN) <u>52-2183153</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2011</u>
2	Assets:
a	Market value 2a <u>8197166</u>
b	Actuarial value 2b <u>7740393</u>
3	Funding target/participant count breakdown:
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>63</u> <u>4356091</u>
b	For terminated vested participants 3b <u>19</u> <u>786768</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>27305</u>
(2)	Vested benefits 3c(2) <u>3441561</u>
(3)	Total active 3c(3) <u>42</u> <u>3468866</u>
d	Total 3d <u>124</u> <u>8611725</u>
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 <u>6.19 %</u>
6	Target normal cost 6 <u>145774</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>10/08/2012</u>
Signature of actuary	Date
<u>ALICE PEGEL STUART, F.S.A.</u>	<u>11-05939</u>
Type or print name of actuary	Most recent enrollment number
<u>TOWERS WATSON PENNSYLVANIA INC.</u>	<u>203-326-5400</u>
Firm name	Telephone number (including area code)
<u>1 STAMFORD PLAZA</u> <u>263 TRESSER BLVD.</u> <u>STAMFORD, CT 06901-3226</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2011
v.012611

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)	1502322	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	153392	0
9	Amount remaining (line 7 minus line 8)	1348930	0
10	Interest on line 9 using prior year's actual return of <u>14.89</u> %	200856	0
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 <u>6.60</u> % 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	698773	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	851013	0

Part III		Funding percentages	
14	Funding target attainment percentage	14	80.00 %
15	Adjusted funding target attainment percentage	15	80.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	98.05 %
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? ☒ Yes ☐ No			
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No			
c If 20a is "Yes," see instructions and complete the following table as applicable:			
Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 3.78%	2nd segment: 6.31%	3rd segment: 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	145774	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	1722345	283377	
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	429151	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	429151		429151
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		
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		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 <u>RETIREMENT PLAN FOR HOURLY PAID BARGAINING EMPLOYEES OF WITCO CORPORATION PERTH AMBOY</u>	B Three-digit plan number (PN) ▶ <u>019</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CHEMTURA CORPORATION</u>	D Employer Identification Number (EIN) <u>52-2183153</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

CARON & BLETZER, PLLC

51 CHURCH STREET
KINGSTON, NH 03848

04-3499945

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	8000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☒

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

PBGC

PO BOX 77000
DETROIT, MI 48277

52-1042410

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
23 73 50	NONE	7796	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 <hr/> 2011 <hr/> This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>RETIREMENT PLAN FOR HOURLY PAID BARGAINING EMPLOYEES OF WITCO CORPORATION</u> <u>PERTH AMBOY</u>	B Three-digit plan number (PN) ►	<u>019</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>CHEMTURA CORPORATION</u>	D Employer Identification Number (EIN) <u>52-2183153</u>	

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: MASTER RETIREMENT TRUST

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

c EIN-PN <u>06-1148490-002</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>8630504</u>
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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)
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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)
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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)
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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)
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For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

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

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

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

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

SCHEDULE H (Form 5500) 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 <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan RETIREMENT PLAN FOR HOURLY PAID BARGAINING EMPLOYEES OF WITCO CORPORATION PERTH AMBOY	B Three-digit plan number (PN) ►	<u>019</u>
C Plan sponsor's name as shown on line 2a of Form 5500 CHEMTURA CORPORATION	D Employer Identification Number (EIN) <u>52-2183153</u>	

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)	<u>8197166</u>	<u>8630504</u>
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	8197166	8630504

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	8197166	8630504
---	-----------	---------	---------

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)		
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)		
(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)		
(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)		

		(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)		
(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)		925236
(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		925236

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	468781	
(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)		468781
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)	23117	
(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)		23117
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		491898

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		433338
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):
 (1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

c Enter the name and EIN of the accountant (or accounting firm) below:
 (1) Name: **CARON AND BLETZER, PLLC** (2) EIN: **04-3499945**

d The opinion of an independent qualified public accountant is **not attached** because:
 (1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

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

5b(1) Name of plan(s)

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>RETIREMENT PLAN FOR HOURLY PAID BARGAINING EMPLOYEES OF WITCO CORPORATION</u> <u>PERTH AMBOY</u>	B Three-digit plan number (PN) ▶ <u>019</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CHEMTURA CORPORATION</u>	D Employer Identification Number (EIN) <u>52-2183153</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>36-1561860</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>0</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (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
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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: 47.2% Investment-Grade Debt: 51.4% High-Yield Debt: 0.0% Real Estate: 0.0% Other: 1.4%

- 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):

**RETIREMENT PLAN FOR
HOURLY PAID BARGAINING UNIT
EMPLOYEES OF WITCO CORPORATION
(PERTH AMBOY, NJ PLANT)**

FINANCIAL STATEMENTS

December 31, 2011 and 2010 and
For the Years Then Ended

**RETIREMENT PLAN FOR
HOURLY PAID BARGAINING UNIT EMPLOYEES
OF WITCO CORPORATION (PERTH AMBOY, NJ PLANT)**

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Notes to Financial Statements	4 – 16

Schedules (as required by Section 103(c)(5) of the Employee Retirement Income Security Act of 1974) are omitted because of the absence of conditions under which they are required.

FINANCIAL STATEMENTS TO ACCOMPANY
THE 2011 FORM 5500 ANNUAL REPORT OF
EMPLOYEE BENEFIT PLAN
UNDER ERISA OF 1974





Independent Auditors' Report

The Board of Directors of
Chemtura Corporation:

We were engaged to audit the financial statements of the Retirement Plan for Hourly Paid Bargaining Unit Employees of Witco Corporation (Perth Amboy, NJ Plant) (the "Plan") as of December 31, 2011 and 2010 and for the years then ended, as listed in the accompanying table of contents. The 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 Northern Trust Company, 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 certification from the trustee as of December 31, 2011 and 2010 and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, has been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, is 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.

Kingston, NH

DATE

**RETIREMENT PLAN FOR
HOURLY PAID BARGAINING UNIT EMPLOYEES
OF WITCO CORPORATION (PERTH AMBOY, NJ PLANT)**

Statements of Net Assets Available for Benefits

December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Assets:		
Plan interest in Master Trust, at fair value (note 4)	\$ <u>8,630,504</u>	\$ <u>8,197,166</u>
Net assets available for benefits	\$ <u><u>8,630,504</u></u>	\$ <u><u>8,197,166</u></u>

See accompanying notes to financial statements.

**RETIREMENT PLAN FOR
HOURLY PAID BARGAINING UNIT EMPLOYEES
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Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Plan interest in net investment income of Master Trust (note 4)	\$ 925,236	\$ 1,079,642
Employer Contributions	—	200,000
Benefit payments	(468,781)	(415,243)
Administrative expenses	<u>(23,117)</u>	<u>(29,205)</u>
Net increase	433,338	835,194
Net assets available for benefits at beginning of year	<u>8,197,166</u>	<u>7,361,972</u>
Net assets available for benefits at end of year	<u><u>\$ 8,630,504</u></u>	<u><u>\$ 8,197,166</u></u>

See accompanying notes to financial statements.

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December 31, 2011 and 2010

(1) Description of the Plan

On July 1, 2005, Crompton Corporation and Great Lakes Chemical Corporation combined their businesses by merging a wholly-owned subsidiary of Crompton with and into Great Lakes. The Company changed its name to Chemtura Corporation (the "Company").

The investments of the Retirement Plan for Hourly Paid Bargaining Unit Employees of Witco Corporation (Perth Amboy, NJ Plant) (the "Plan") were combined with and managed in conjunction with the assets of various other retirement plans of Chemtura Corporation and participating subsidiaries in the Witco Corporation Retirement Plan Trust (the "Witco Master Trust").

On November 1, 2005, the assets of the Witco Master Trust were combined with the assets of the Chemtura Corporation Defined Benefit Master Trust (the "Master Trust") and were maintained at State Street Corporation. Investment income/(loss) and certain expenses are allocated to the Plan based upon the percentage of the Plan's assets to the total assets of the Master Trust. Benefit payments and other non-allocated expenses are specifically identified and charged to each plan participating in the Master Trust.

On January 1, 2007 the assets of the Master Trust were transferred from State Street Corporation to Northern Trust Company.

The following description of the plan provides only general information. Further information about the Plan is included in the Plan document, which is available from the Chemtura Corporation Human Resources Department.

General

The Plan is a non-contributory defined benefit pension plan. It is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The Plan sponsor is Chemtura Corporation.

Participation and Service

The Plan covers certain hourly paid bargaining unit employees of the Company employed at the plant located in Perth Amboy, New Jersey who have reached the age of 21 and who have at least one year of service. Employees are credited for all years of membership service. A minimum of five years of vesting service or attainment of age 55 is required to receive benefits.

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Retirement Benefits

The pension formula for all participants is either the sum of the past service benefit and the future service benefit or the minimum retirement income, as defined in the Plan. The pension formula is equal to the sum of the past service benefit and 1.1% of the participant's yearly earnings between \$600 and \$3,000 plus 1.65% of participant's earnings in excess of \$3,000. The minimum annual amount of pension benefit is \$168 times the years of credited service while an employee is a Plan participant.

Effective October 31, 2006 plan benefit accruals were frozen for active participants who were under age 50 and had under 20 years of service or who elected to have their benefit frozen to join a defined contribution plan.

Normal retirement is age 65. Early retirement is available to employees who are at least age 55 with benefits reduced for each month prior to age 65.

If an employee terminates with five years of vesting service or attains age 55, a vested pension based upon the above formula is payable at age 65, or age 55, reduced as in early retirement.

Death and Disability Benefits

A participant may elect to receive a reduced amount of retirement income which would continue after the participant's lifetime in accordance with various options provided in the Plan.

In the case of death of an active participant with at least five years of vesting service prior to retirement or attainment of age 55, there is a benefit payable to the surviving spouse equal to 50% of the benefit the participant had accrued prior to the date of death, payable at early retirement under the Qualified Joint and Survivor Annuity Option.

Disability retirement income benefits equal to the participant's accrued benefit are payable at age 50 to participants disabled with at least fifteen years of vesting service.

Administration of the Plan

The Plan is administered by the Employee Benefits Committee of Chemtura Corporation.

Funding Policy

The contribution to provide benefits under the Plan is made by the Company based upon an amount determined by Towers Watson, the consulting actuary. It is the Company's policy to comply with the minimum funding requirements of ERISA, and such policy has been complied with for the years ended December 31, 2011 and 2010.

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA.

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December 31, 2011 and 2010

(2) Significant Accounting Policies

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management of the Plan to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The fair value of investments held by the Master Trust and the Plan are determined based upon the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. See Note 5 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The Master Trust and the Plan account for the change in the difference between the fair value and the cost of investments as unrealized appreciation/ (depreciation) in the fair value of investments. Realized appreciation/ (depreciation) in the fair value of investments is the difference between the proceeds received and the average cost of investments sold. Investment advisors are used to manage the Master Trust's and the Plan's investments. Net investment income/(loss) of the Master Trust includes interest and dividend income and realized and unrealized appreciation or depreciation in the fair value of the Master Trust's investments, less allocated administrative expenses.

Benefits

Benefit payments are recorded when paid.

Expenses of the Plan

All expenses of the Plan are paid with Plan funds. Expenses incurred that are not plan-specific are allocated to the Plan based on the percentage of Plan assets to the total assets of the Master Trust.

Risks and Uncertainties

Contributions to the Plan and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee compensation and demographics. Due to the changing nature of these assumptions, it is at least reasonably possible that changes in these assumptions will occur in the near term and, due to the uncertainties inherent in setting assumptions, that the effect of such changes could be material to the financial statements.

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The Master Trust invests in a combination of stocks, bonds, fixed income securities, and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for plan benefits. A decline in the fair value of the Plan's investments negatively impacts the funding status of the Plan.

(3) Actuarial Methods and Assumptions

Actuarial Cost Method

Actuarial valuations are determined using the projected unit credit actuarial cost method.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments 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 deceased employees, and (c) present employees or their beneficiaries.

Accumulated plan benefits for active employees are based on their final average compensation, when applicable, preceding the valuation date. 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 actuarial present value of accumulated plan benefits is determined by an actuary from Towers Watson and 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, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The actuarial present value of accumulated plan benefits consists of the following:

	January 1, 2011
Vested benefits:	
Participants currently receiving payments	\$ 4,652,722
Other participants	5,033,468
	<u>9,686,190</u>
Non-vested benefits	3,326
Total actuarial present value of accumulated plan benefits	<u><u>\$ 9,689,516</u></u>

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The net increase in actuarial present value of accumulated plan benefits can be attributed to the following:

	Year ended January 1, 2011
Actuarial present value of accumulated plan benefits, beginning of year	\$ 8,588,006
Increase(decrease) during the year attributable to:	
Increase in benefits accumulated during the year	143,752
Increase for interest due to decrease in discount period	477,846
Benefits paid	(415,242)
Change in assumptions	870,776
Actuarial experience	24,378
Net increase	<u>1,101,510</u>
Actuarial present value of accumulated plan benefits, end of year	<u>\$ 9,689,516</u>

The significant actuarial assumptions underlying the January 1, 2010 valuation are:

Discount rate	5.10%
Mortality	RP-2000 mortality
	RP-2000 used for current liabilities

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

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(4) Investments

The investments of the Master Trust, at fair value, are summarized as follows at December 31:

	<u>2011</u>	<u>2010</u>
Short term investments	\$ 1,797,254	\$ 1,958,741
Debt instruments	375,967,946	295,701,696
Mutual funds	116,101,629	147,608,456
Corporate common stock	103,614,913	142,488,817
Corporate preferred stock	873,414	1,526,764
Limited partnerships	38,027	36,287
Common collective trusts	<u>136,524,490</u>	<u>107,326,862</u>
Total investments of Master Trust	734,917,673	696,647,623
Interest and dividend receivable, other receivables, net	<u>2,291,439</u>	<u>3,040,545</u>
Total assets of Master Trust	<u>\$ 737,209,112</u>	<u>\$ 699,688,168</u>
Plan interest in Master Trust	<u>\$ 8,630,504</u>	<u>\$ 8,197,166</u>
Plan percentage interest in Master Trust	1%	1%

Net investment income for the Master Trust is as follows for the years ended December 31:

	<u>2011</u>	<u>2010</u>
Net appreciation/(depreciation) in fair market value of investments:		
Short term investments	\$ 39,603	\$ (50,914)
Debt instruments	88,193,767	20,897,246
Mutual funds	(10,289,890)	30,776,033
Corporate common stock	(7,218,706)	13,201,391
Corporate preferred stock	(416,603)	(54,250)
Limited partnerships	1,740	39,990
Common collective trusts	<u>(4,772,414)</u>	<u>10,923,346</u>
Net appreciation	65,537,497	75,732,842
Interest and dividend income	16,213,195	15,436,779
Administrative and investment expenses	<u>(2,700,072)</u>	<u>(2,058,135)</u>
Net investment income of Master Trust	<u>\$ 79,050,620</u>	<u>\$ 89,111,486</u>
Plan interest in net investment income of Master Trust	<u>\$ 925,236</u>	<u>\$ 1,079,642</u>

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(5) Fair Value Measurements

Accounting standards establish a framework for measuring fair value. That framework sets forth a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring 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 are described below.

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; or other inputs that are observable or can be corroborated by observable market data for substantially the full terms of the assets or liabilities.

Level 3 - Inputs to the valuation methodology that are unobservable and supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Following is a description of the valuation methodologies used by the Master Trust. There have been no changes in the methodologies used at December 31, 2010 and 2009.

Marketable securities (including corporate common and preferred stock) - Valued based on quotations obtained from national securities exchanges.

Debt instruments - Valued by the custodian at the last reported sales price on the last business day of the plan year, as determined by pricing vendors using observable inputs.

Mutual funds - Valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end.

Short term investments - Valued based on quotations obtained from service firms.

Common collective trusts - Valued at net asset value based on information reported by the investment advisor using the audited financial statements of the collective trusts at year end or based on information reported by the custodian with reference to the market value of the trust's underlying assets at year end.

Limited partnerships - Estimated fair market value is determined by the plan administrator based upon financial information provided by the investment manager for each fund with reference to the underlying investments. The limited partnerships invest in real estate and are audited annually.

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Future contracts (as further described in derivatives footnote 6) - Valued at fair value as determined on the futures exchange at the date the contract is entered into, which is typically zero. The plan utilizes a margin account and collateral to account for the daily fluctuations in the value of the futures contract. The change in market value is recorded as appreciation/(depreciation).

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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

Description	2011			
	Total	Level 1	Level 2	Level 3
Short term investments	\$ 1,797,254	\$ -	\$ 1,797,254	\$ -
Debt instruments:				
Basic materials	26,639,636	-	26,639,636	-
Consumer goods	16,038,874	-	16,038,874	-
Conglomerates	8,309,974	-	8,309,974	-
Financial	34,612,438	-	34,612,438	-
Healthcare	15,440,849	-	15,440,849	-
Industrial goods	5,637,464	-	5,637,464	-
Services	25,869,144	-	25,869,144	-
Technology	36,812,245	-	36,812,245	-
U.S. government securities	171,988,330	171,988,330	-	-
Utilities	28,668,502	-	28,668,502	-
Communication services	3,514,026	-	3,514,026	-
Consumer defensive	780,911	-	780,911	-
Energy	1,655,553	-	1,655,553	-
Total debt instruments	375,967,946	171,988,330	203,979,616	-
Mutual funds:				
Diversified emerging markets	26,427,886	26,427,886	-	-
Foreign small/mid value	14,727,756	14,727,756	-	-
Large value	21,759,886	21,759,886	-	-
Real estate	38,043,178	38,043,178	-	-
Small value	15,142,923	15,142,923	-	-
Total mutual funds	116,101,629	116,101,629	-	-
Corporate common stock:				
Automotive	1,632,879	1,632,879	-	-
Basic materials	10,730,612	10,730,612	-	-
Consumer goods	15,549,678	15,549,678	-	-
Financial	12,905,051	12,905,051	-	-
Healthcare	13,340,758	13,340,758	-	-
Industrial goods	4,142,753	4,142,753	-	-
Machinery and equipment	1,533,441	1,533,441	-	-
Retailers	1,231,046	1,231,046	-	-
Services	9,984,706	9,984,706	-	-
Transportation	383,343	383,343	-	-
Technology	25,839,628	25,839,628	-	-
Utilities	3,620,611	3,620,611	-	-
Communication services	649,753	649,753	-	-
Energy	570,945	570,945	-	-
Consumer defensive	1,499,709	1,499,709	-	-
Total corporate common stock	103,614,913	103,614,913	-	-
Corporate preferred stock:				
Natural resources	81,370	81,370	-	-
Telecommunications	113,863	113,863	-	-
Consumer goods	129,924	129,924	-	-
Basic materials	548,257	548,257	-	-
Total corporate preferred stock	873,414	873,414	-	-
Limited partnerships	38,027	-	-	38,027
Common collective trusts:				
Short-term investment	10,670,625	-	10,670,625	-
International	19,419,688	-	19,419,688	-
Equity	106,434,177	-	106,434,177	-
Total common collective trusts	136,524,490	-	136,524,490	-
Total investment of Master Trust	<u>\$ 734,917,673</u>	<u>\$ 392,578,286</u>	<u>\$ 342,301,360</u>	<u>\$ 38,027</u>

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Description	2010			
	Total	Level 1	Level 2	Level 3
Short term investments	\$ 1,958,741	\$ -	\$ 1,958,741	\$ -
Debt instruments:				
Basic materials	22,396,496	-	22,396,496	-
Consumer goods	10,134,145	-	10,134,145	-
Conglomerates	6,783,860	-	6,783,860	-
Financial	34,959,375	-	34,959,375	-
Healthcare	12,915,560	-	12,915,560	-
Industrial goods	4,419,672	-	4,419,672	-
Services	20,730,063	-	20,730,063	-
Technology	29,863,390	-	29,863,390	-
U.S. government securities	121,800,242	121,800,242	-	-
Utilities	24,962,501	-	24,962,501	-
Communication services	2,828,198	-	2,828,198	-
Consumer defensive	939,813	-	939,813	-
Consumer cyclical	232,910	-	232,910	-
Energy	1,939,648	-	1,939,648	-
Real estate	795,823	-	795,823	-
Total debt instruments	295,701,696	121,800,242	173,901,454	-
Mutual funds:				
Diversified emerging markets	34,741,338	34,741,338	-	-
Foreign small/mid value	22,517,032	22,517,032	-	-
Large value	28,991,198	28,991,198	-	-
Real estate	34,917,858	34,917,858	-	-
Small blend	12,822,699	12,822,699	-	-
Small value	13,618,331	13,618,331	-	-
Total mutual funds	147,608,456	147,608,456	-	-
Corporate common stock:				
Automotive	3,014,086	3,014,086	-	-
Basic materials	16,539,664	16,539,664	-	-
Conglomerates	838,095	838,095	-	-
Consumer goods	15,517,294	15,517,294	-	-
Financial	22,036,897	22,036,897	-	-
Healthcare	13,039,862	13,039,862	-	-
Industrial goods	6,746,073	6,746,073	-	-
Machinery and equipment	1,823,719	1,823,719	-	-
Retailers	1,450,945	1,450,945	-	-
Services	13,544,380	13,544,380	-	-
Transportation	499,832	499,832	-	-
Technology	37,235,691	37,235,691	-	-
Utilities	4,684,848	4,684,848	-	-
Consumer cyclical	2,562,929	2,562,929	-	-
Energy	922,177	922,177	-	-
Consumer defensive	2,032,325	2,032,325	-	-
Total corporate common stock	142,488,817	142,488,817	-	-
Corporate preferred stock:				
Natural resources	225,139	225,139	-	-
Telecommunications	224,138	224,138	-	-
Consumer goods	281,372	281,372	-	-
Financial	180,713	180,713	-	-
Basic materials	615,402	615,402	-	-
Total corporate preferred stock	1,526,764	1,526,764	-	-
Limited partnerships	36,287	-	-	36,287
Common collective trusts:				
Short-term investment	9,653,765	-	9,653,765	-
International	22,878,405	-	22,878,405	-
Equity	74,794,692	-	74,794,692	-
Total common collective trusts	107,326,862	-	107,326,862	-
Total investment of Master Trust	<u>\$ 696,647,623</u>	<u>\$ 413,424,279</u>	<u>\$ 283,187,057</u>	<u>\$ 36,287</u>

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The short-term investment common collective trust held by the Master Trust is designed to maintain a \$1 per unit value and invests primarily in corporate and government bonds, certificates of deposit, commercial paper, and corporate notes. Redemptions of this common collective trust are allowed daily with no restrictions. The international common collective trust's strategy is to invest primarily in international equity securities. Redemptions are allowed only on the first day of each month for this common collective trust. The equity common collective trusts mirror the S&P 500 Index and attempt to produce slightly higher returns than that index. Redemptions of these common collective trusts are allowed daily with no restrictions. There are no unfunded commitments for any common collective trusts.

The table below sets forth a summary of changes in fair value of the Master Trust's level three investment assets for the years ended December 31:

	<u>2011</u>	<u>2010</u>
	<u>Limited Partnerships</u>	<u>Limited Partnerships</u>
Balance at beginning of year	\$ 36,287	\$ 223,907
Unrealized gains (losses) relating to instruments still held at reporting date	1,740	(187,620)
Purchases, issuances and settlements (net)	<u>-</u>	<u>-</u>
Balance at end of year	<u>\$ 38,027</u>	<u>\$ 36,287</u>

(6) Derivatives

The Master Trust may make use of several investment strategies involving limited use of derivative investments. The Master Trust's management, as a matter of policy and with risk management as their primary objective, monitors risk indicators such as duration and counter-party credit risk, both for the derivatives themselves and for the investment portfolios holding the derivatives. Investment managers are allowed to use derivatives for strategies such as portfolio structuring, return enhancement, and hedging against deterioration of investment holdings from market and interest rate changes. Derivatives are also used as a hedge against foreign currency fluctuations. The Investment Committee does not allow investment managers for the Master Trust to use leveraging for any investment purchase. Derivative investments are stated at estimated fair market values as determined by quoted market prices. Gains and losses on such investments are included in net investment appreciation (depreciation) in the statements of changes in participating plans' net assets of the Master Trust.

The Plan uses forward contracts as a type of foreign exchange contract. A foreign exchange forward contract ("forward contract") is a commitment to purchase or sell a foreign currency at a future settlement date and at a negotiated rate. Forward contracts are traded on the over-the-counter market. Foreign currency exchange rate movements create a degree of risk by affecting the U.S. dollar value of instruments denominated in foreign currencies. Forward contracts are utilized by the investment managers to hedge a portion of the currency exposure that results from the Plan's holdings of fixed income securities denominated in foreign currency. Forward contracts are marked-to-market at the prevailing forward exchange rate of the underlying currencies and the difference between the contract value and market value

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is included in net appreciation of investments. As of December 31, 2011 and 2010 the Master Trust had no open foreign exchange contracts.

(7) Compliance and ERISA

The Plan Administrator has elected the method of compliance permitted under 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. Accordingly, no auditing procedures with respect to information certified as complete and accurate by Northern Trust Company, the trustee of the Plan, were performed by the independent auditors except for comparing the information to the financial statements. This information included investments held at December 31, 2011 and 2010, investment earnings and other investment-related transactions of the Plan for the years then ended.

(8) Plan Termination

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

- a. Benefits attributable to employee contributions, if any, taking into account those paid out before termination.
- b. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.
- c. Other vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC") (a U.S. government agency) up to the applicable limitations (discussed below).
- d. All other vested benefits (that is, vested benefits not insured by the PBGC).
- e. All non-vested benefits.

Certain benefits under the Plan are insured by the 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. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees. That ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or plan termination (whichever comes later). For younger annuitants or for those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceilings are actuarially adjusted downward.

**RETIREMENT PLAN FOR
HOURLY PAID BARGAINING UNIT EMPLOYEES
OF WITCO CORPORATION (PERTH AMBOY, NJ PLANT)**

Notes to Financial Statements

December 31, 2011 and 2010

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

(9) Party-In-Interest Transactions

Certain investments of the Master Trust are shares of registered investment companies managed by entities related to the trustees of the Plan and therefore, transactions involving these investments qualify as party-in-interest.

(10) Income Tax Status

The Company obtained its latest determination letter for the Plan on February 26, 2002 in which the Internal Revenue Service ("IRS") stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, Chemtura Corporation and its tax counsel believe that the Plan is currently designed and is being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting standards require recording uncertain income tax positions that exist in the Plan's financial statements. Plan management has determined there are no uncertain tax positions and believes there is no adjustment or disclosure required in the Plan's financial statements. The Plan did not recognize any interest and penalty expense for the years ended December 31, 2011 and 2010. The Form 5500 remains subject to examination by the IRS for the years ended December 31, 2008 through December 31, 2011.

(11) Subsequent Events

The Company has evaluated subsequent events through **DATE**, the date these financial statements were available for issuance.

Chemtura Corporation

Retirement Plan for Hourly Paid Bargaining Unit Employees of Witco Corporation (Perth Amboy, NJ)

Schedule SB, Line 26 - Schedule of Active Participant Data

EIN / PN: 52-2183153 / 019

Analysis of Active Participant Data by Age and Service

		----- Completed Years of Service -----							
Age Last Birthday		0 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	Over 34
<25	Number	0	0	0	0	0	0	0	0
25 to 29	Number	0	0	0	0	0	0	0	0
30 to 34	Number	0	0	0	0	0	0	0	0
35 to 39	Number	0	0	0	0	0	0	0	0
40 to 44	Number	0	0	0	2	1	0	0	0
45 to 49	Number	0	1	2	1	3	0	0	0
50 to 54	Number	0	1	0	1	4	2	1	0
55 to 59	Number	0	0	1	4	1	1	0	5
60 to 64	Number	0	0	0	0	2	1	0	8
65 to 69	Number	0	0	0	0	0	0	0	0
70 & up	Number	0	0	0	0	0	0	0	0

Chemtura Corporation

Retirement Plan for Hourly Paid Bargaining Unit Employees of Witco Corporation (Perth Amboy, NJ)

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

EIN / PN: 52-2183153 / 019

Assumptions and methods for contribution purposes

Interest rate basis:

- ▶ Applicable month
- ▶ Yield curve basis

September 2010

Segment Rates

Interest rates:

- | | |
|---------------------------|-------|
| ▶ First segment rate | 3.78% |
| ▶ Second segment rate | 6.31% |
| ▶ Third segment rate | 6.57% |
| ▶ Effective interest rate | 6.19% |

Annual rates of increase:

- | | |
|-------------------------------------|-------|
| ▶ Compensation | 4.00% |
| ▶ Future Social Security wage bases | 3.50% |
| ▶ Statutory limits on compensation | 3.00% |

Chemtura Corporation

Retirement Plan for Hourly Paid Bargaining Unit Employees of Witco Corporation (Perth Amboy, NJ)

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

EIN / PN: 52-2183153 / 019

Inclusion date	The valuation date coincident with or next following the date on which the employee becomes a participant
New or rehired employees	It was assumed there will be no new or rehired employees.
Mortality	
▶ Healthy	Separate rates for non-annuitants (based on RP-2000 “Employees” table without collar or amount adjustments, projected to 2026 using Scale AA) and annuitants (based on RP-2000 “Healthy Annuitants” table without collar or amount adjustments, projected to 2018 using Scale AA)
▶ Disabled	Separate rates for non-annuitants (based on RP-2000 “Employees” table without collar or amount adjustments, projected to 2026 using Scale AA) and annuitants (based on RP-2000 “Healthy Annuitants” table without collar or amount adjustments, projected to 2018 using Scale AA)
Termination	Rates varying by age

Representative Termination Rates

Percentage leaving during the year	
Attained Age	Rate
20	10.0%
25	10.0%
30	8.0%
35	7.0%
40	6.0%
45	5.0%
50	4.5%
55	0.0%
60	0.0%
65	0.0%

No schedule was used for Gretna Hourly, Memphis Hourly, OSi Retirement, Newark Hourly, Nutley Hourly, Uniroyal Plan A, and Marshall Hourly as there are no active participants in these locations.

Chemtura Corporation

Retirement Plan for Hourly Paid Bargaining Unit Employees of Witco Corporation (Perth Amboy, NJ)

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

EIN / PN: 52-2183153 / 019

Disability

Rates varying by age and location

Representative Disability Rates

Percentage becoming disabled during the year		
Age	Chemtura Pension and Perth Amboy Hourly	Uniroyal Plan B and Uniroyal Plan C
25	0.09%	0.206%
30	0.10%	0.203%
35	0.13%	0.211%
40	0.20%	0.237%
45	0.33%	0.289%
50	0.58%	0.380%
55	1.02%	0.529%
60	1.60%	0.762%
65	2.28%	0.000%

No disability rates are assumed for the Great Lakes location.

No schedule was used for Gretna Hourly, Memphis Hourly, OSi Retirement, Newark Hourly, Nutley Hourly, Uniroyal Plan A, and Marshall Hourly as there are no active participants in these locations.

Chemtura Corporation

Retirement Plan for Hourly Paid Bargaining Unit Employees of Witco Corporation (Perth Amboy, NJ)

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

EIN / PN: 52-2183153 / 019

Retirement

Rates varying by age, average age 61

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age are shown below.

Percentage retiring during the year	
Age	Rate
55	8.0%
56	10.0%
57	10.0%
58	10.0%
59	10.0%
60	15.0%
61	15.0%
62	22.0%
63	20.0%
64	20.0%
65	30.0%
66	40.0%
67	30.0%
68	30.0%
69	30.0%
70	100.0%

Benefit commencement date:

- ▶ Preretirement death benefit The later of the death of the active participant or the date the participant would have attained age 55
- ▶ Deferred vested benefit The later of age 65 or termination of employment; age 60 for Morgantown; age 62 for Perth Amboy Hourly; age 62 for Chemtura Pension if service at termination is 25 years or greater
- ▶ Disability benefit The later of age 65 or incidence of disablement; age 50 and 15 years of service for Chemtura Pension and Perth Amboy Hourly; 15 years of service for Morgantown, Mapleton, and Uniroyal Plan C
- ▶ Retirement benefit Upon termination of employment

Chemtura Corporation

Retirement Plan for Hourly Paid Bargaining Unit Employees of Witco Corporation (Perth Amboy, NJ)

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

EIN / PN: 52-2183153 / 019

Form of payment	<u>Type of Annuity</u>	<u>Percent Electing</u>
	Life Annuity	100%
	25% Joint and Survivor	0%
	50% Joint and Survivor	0%
	66-2/3% Joint and Survivor	0%
	75% Joint and Survivor	0%
	100% Joint and Survivor	0%
	5 Year Certain and Life	0%
	10 Year Certain and Life	0%
	5 Year Certain and Life & 100% Joint and Survivor	0%
	5 Year Certain and Life & 50% Joint and Survivor	0%
	5 Year Certain with Extended 5 Year Certain and Life	0%
	5 Year Certain with Extended 10 Year Certain and Life	0%
	5 Year Certain with Extended 15 Year Certain and Life	0%
	Social Security Level Income Option	0%
Percent married	85% of males; 75% of females. Used to value pre-retirement surviving spouse benefits and in determining the optional forms expected to be elected at commencement.	
Spouse age	Wife three years younger than husband	
Covered pay	The base rate of pay on the valuation date	
Administrative expenses	\$19,000	
Valuation date	First day of plan year	
Funding target	Present value of accrued benefits	
Target normal cost	Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year	

Chemtura Corporation

Retirement Plan for Hourly Paid Bargaining Unit Employees of Witco Corporation (Perth Amboy, NJ)

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

EIN / PN: 52-2183153 / 019

Actuarial value of assets

Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2010 plan year).

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment 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 RETIREMENT PLAN FOR HOURLY PAID BARGAINING EMPLOYEES OF WITCO CORPORATION PERTH AMBOY		B Three-digit plan number (PN) ▶ 019
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF CHEMTURA CORPORATION		D Employer Identification Number (EIN) 52-2183153
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information			
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2011</u>			
2 Assets:			
a Market value		2a	8197166
b Actuarial value		2b	7740393
3 Funding target/participant count breakdown:		(1) Number of participants (2) Funding Target	
a For retired participants and beneficiaries receiving payment		3a	63 4356091
b For terminated vested participants		3b	19 786768
c For active participants:			
(1) Non-vested benefits		3c(1)	27305
(2) Vested benefits		3c(2)	3441561
(3) Total active		3c(3)	42 3468866
d Total		3d	124 8611725
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	6.19 %
6 Target normal cost		6	145774

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	ALICE PEGEL STUART 	10/08/2012
Signature of actuary		Date
ALICE PEGEL STUART, F.S.A.		11-05939
Type or print name of actuary		Most recent enrollment number
TOWERS WATSON PENNSYLVANIA INC.		203-326-5400
Firm name		Telephone number (including area code)
1 STAMFORD PLAZA 263 TRESSER BLVD. STAMFORD CT 06901-3226		
Address of the firm		

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

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

Schedule SB (Form 5500) 2011
v.012611

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)	1502322	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	153392	0
9 Amount remaining (line 7 minus line 8)	1348930	0
10 Interest on line 9 using prior year's actual return of <u>14.89</u> %	200856	0
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 <u>6.60</u> % 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	698773	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	851013	0

Part III Funding percentages

14 Funding target attainment percentage	14	80.00 %
15 Adjusted funding target attainment percentage	15	80.00 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	98.05 %
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?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year

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

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

21 Discount rate:			
a Segment rates:	1st segment: 3.78 %	2nd segment: 6.31 %	3rd segment: 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	145774	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:			
a Net shortfall amortization installment	Outstanding Balance	Installment	
	1722345	283377	
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	429151	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	429151		429151
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		
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		
43 Excess installment acceleration amount to be carried over to future plan years	43		

Schedule SB, Line 22 - Description of Weighted Average Retirement Age
Retirement Plan for Hourly Paid Bargaining Unit Employees of Witco Corporation (Perth Amboy, NJ)

EIN: 52-2183153 Plan Number: 019

<u>Age</u>	<u>Rate of Retirement</u>	<u>Population Survivorship</u>	<u>Number Retiring</u>	<u>Weighted Retirement by Age</u>	<u>Average Retirement Age</u>
55	0.0800	100,000	8,000	440,000	
56	0.1000	92,000	9,200	515,200	
57	0.1000	82,800	8,280	471,960	
58	0.1000	74,520	7,452	432,216	
59	0.1000	67,068	6,707	395,701	
60	0.1500	60,361	9,054	543,251	
61	0.1500	51,307	7,696	469,459	
62	0.2200	43,611	9,594	594,854	
63	0.2000	34,017	6,803	428,609	
64	0.2000	27,213	5,443	348,330	
65	0.3000	21,771	6,531	424,527	
66	0.4000	15,239	6,096	402,321	
67	0.3000	9,144	2,743	183,787	
68	0.3000	6,401	1,920	130,571	
69	0.3000	4,480	1,344	92,744	
70	1.0000	<u>3,136</u>	<u>3,136</u>	<u>219,539</u>	
Total		693,068	100,000	6,093,068	60.9

Plan Provisions – Perth Amboy Hourly

Plan name:	Retirement Plan for Hourly Paid Bargaining Unit Employees of Witco Corporation (Perth Amboy, NJ)	Plan effective: 7/1/42
Type of plan:	Career Pay	Last change effective: 1/1/89 Next change effective: N/A
Normal form:	Life annuity	
Membership service:	The January 1 or July 1 following the attainment of age 21 and the completion of one year of vesting service.	
Credited service:	From date of membership. Benefits were frozen as of October 31, 2006 for employees who were under age 50 and under 20 years of service or who elected to have their benefit frozen and join a defined contribution plan. For those employees whose benefits were frozen, no credited service is granted for employment after October 31, 2006.	
Vesting service:	A year of vesting is credited for each year in which the employee completes 1,000 hours of service.	
Pension earnings:	Base pay. Benefits were frozen as of October 31, 2006 for employees who were under age 50 and under 20 years of service or who elected to have their benefit frozen and join a defined contribution plan. For those employees whose benefits were frozen, no earnings are granted for employment after October 31, 2006.	
Accrued benefit:	Past service benefit plus, for each year after 8/1/87, 1.1% of earnings between \$600 and \$3,000 and 1.65% of earnings over \$3,000. This benefit shall be no less than \$168 times credited service.	

Benefit	Age	Vest Svc	Description
Normal retirement:	65		Accrued benefit payable immediately.
Early:	55		Prior to age 62, accrued benefit reduced 20% plus 5/9% for each month from 60 to 62 and 5/18% for each month from 55 to 60. Otherwise, unreduced accrued benefit payable immediately.
Disability:*	50 and	15	Accrued benefit payable immediately.
Postponed:	>65		Accrued benefit payable immediately.
Vesting:	55 or	5	Accrued benefit payable unreduced at 62. For commencement prior to age 62, use early retirement reductions.
Pre-ret death:**	55 or	5	If married, reduced 50% joint & survivor early retirement benefit if attained age 55 or 50% joint & survivor benefit for all others reduced to be payable at 55.

* Participant must be disabled for at least 6 months.

** Participants may elect a designated beneficiary option in lieu of the pre-retirement death benefit described above.

Future Plan Changes

No future plan changes were recognized in determining pension cost or in determining minimum and maximum contributions. Towers Watson is not aware of any future plan changes which are required to be reflected.

Changes in Benefits Valued Since Prior Year

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

Plan Name	Retirement Plan for Hourly Paid Bargaining Unit Employees of Witco Corporation (Perth Amboy, NJ)	EIN:	52-2183153
Plan Sponsor's Name	Chemtura Corporation	PN:	019

[illegible]