# 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

**2012**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2004 and ending 06/30/2004

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

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

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

**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
HUNTSMAN INTERNATIONAL LLC DEFINED BENEFIT PENSION PLAN

**1b** Three-digit plan number (PN) ▶ 008

**1c** Effective date of plan 01/01/1982

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

HUNTSMAN INTERNATIONAL LLC

10003 WOODLOCH FOREST DR.
THE WOODLANDS, TX 77380

10003 WOODLOCH FOREST DR.
THE WOODLANDS, TX 77380

**2b** Employer Identification Number (EIN)
87-0630358

**2c** Sponsor's telephone number
281-719-4806

**2d** Business code (see instructions)
325900

**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. | 04/09/2013 | MARK CORDINGLY |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 04/09/2013 | MARK CORDINGLY |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 04/09/2013 | MARK CORDINGLY |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

**3a** Plan administrator's name and address [ ] Same as Plan Sponsor Name [X] Same as Plan Sponsor Address

HUNTSMAN BENEFITS COMMITTEE

**3b** Administrator's EIN
87-0533091

**3c** Administrator's telephone number
281-719-4806

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

**a** Sponsor's name

**4b** EIN

**4c** PN

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 121 |
| **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** | 0 |
| **b** | Retired or separated participants receiving benefits | **6b** | 0 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 0 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 0 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 0 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 0 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 0 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

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

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

**9a** Plan funding arrangement (check all that apply)

| | | |
|---|---|---|
| **(1)** | [ ] | Insurance |
| **(2)** | [ ] | Code section 412(e)(3) insurance contracts |
| **(3)** | [X] | Trust |
| **(4)** | [ ] | General assets of the sponsor |

**9b** Plan benefit arrangement (check all that apply)

| | | |
|---|---|---|
| **(1)** | [ ] | Insurance |
| **(2)** | [ ] | Code section 412(e)(3) insurance contracts |
| **(3)** | [X] | Trust |
| **(4)** | [ ] | General assets of the sponsor |

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

**a Pension Schedules**

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

**b General Schedules**

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

SCHEDULE B
(Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Actuarial Information

*This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974, referred to as ERISA, except when attached to Form 5500-EZ and, in all cases, under section 6059(a) of the Internal Revenue Code, referred to as the Code.*

▶ Attach to Form 5500 or 5500-EZ if applicable.
▶ See separate instructions.

Official Use Only
OMB No. 1210-0110
**2004**
This Form is Open to Public Inspection (except when attached to Form 5500-EZ).

*For calendar plan year 2004 or fiscal plan year beginning* 01/01/2004 *and ending* 06/30/2004

▶ 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
HUNTSMAN INTERNATIONAL DEFINED BENEFIT PENSION

B Three-digit plan number ▶ 008

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-EZ
HUNTSMAN INTERNATIONAL, LLC.

D Employer Identification Number 87-0630358

E Type of plan: (1) ☐ Multiemployer (2) ☒ Single-employer (3) ☐ Multiple-employer

F ☐ 100 or fewer participants in prior plan year

**Part I Basic Information** (To be completed by all plans)

1a Enter the actuarial valuation date: Month 01 Day 01 Year 2004

| | | | |
|---|---|---|---|
| b | Assets: | | |
| | (1) Current value of assets | b(1) | 4548064 |
| | (2) Actuarial value of assets for funding standard account | b(2) | 4751634 |
| c | (1) Accrued liability for plans using immediate gain methods | c(1) | 5149953 |
| | (2) Information for plans using spread gain methods: | | |
| | (a) Unfunded liability for methods with bases | c(2)(a) | |
| | (b) Accrued liability under entry age normal method | c(2)(b) | |
| | (c) Normal cost under entry age normal method | c(2)(c) | |

**Statement by Enrolled Actuary (see instructions before signing):**

To the best of my knowledge, the information supplied in this schedule and on the accompanying schedules, statements, and attachments, if any, is complete and accurate, and in my opinion each assumption, used in combination, represents my best estimate of anticipated experience under the plan. Furthermore, in the case of a plan other than a multiemployer plan, each assumption used (a) is reasonable (taking into account the experience of the plan and reasonable expectations) or (b) would, in the aggregate, result in a total contribution equivalent to that which would be determined if each such assumption were reasonable; in the case of a multiemployer plan, the assumptions used, in the aggregate, are reasonable (taking into account the experience of the plan and reasonable expectations).

SIGN HERE

Signature of actuary

3/17/2005
Date

THOMAS F. MARTINI
Type or print name of actuary

G 02-05181
Most recent enrollment number

TOWERS PERRIN
Firm name

303-628-4000
Telephone number (including area code)

1515 ARAPAHOE ST, TWR 3, STE 800
DENVER CO 80202-2123
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-EZ

v7.2

Schedule B (Form 5500) 2004

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Schedule B (Form 5500) 2004 Page 2

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1d Information on current liabilities of the plan:

| | | |
|---|---|---|
| (1) Amount excluded from current liability attributable to pre-participation service (see instructions) | d(1) | 0 |
| (2) "RPA '94" information: | | |
| (a) Current liability | d(2)(a) | 4943492 |
| (b) Expected increase in current liability due to benefits accruing during the plan year | d(2)(b) | 189382 |
| (c) Current liability computed at highest allowable interest rate (see instructions) | d(2)(c) | 4943492 |
| (d) Expected release from "RPA '94" current liability for the plan year | d(2)(d) | |
| (3) Expected plan disbursements for the plan year | d(3) | 81646 |

2 Operational information as of beginning of this plan year:

a Current value of the assets (see instructions) 2a 4548064

b "RPA '94" current liability:

| | (1) No. of Persons | (2) Vested Benefits | (3) Total Benefits |
|---|---|---|---|
| (1) For retired participants and beneficiaries receiving payments | 11 | 1749219 | 1749219 |
| (2) For terminated vested participants | 26 | 298461 | 298461 |
| (3) For active participants | 84 | 2205199 | 2895812 |
| (4) Total | 121 | 4252879 | 4943492 |

c If the percentage resulting from dividing line 2a by line 2b(4), column (3), is less than 70%, enter such percentage 2c %

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

| (a) Month-Day-Year | (b) Amount paid by employer | (c) Amount paid by employees | (a) Month-Day-Year | (b) Amount paid by employer | (c) Amount paid by employees |
|---|---|---|---|---|---|
| 10/22/2004 | 100000 | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | 3 Totals ▶ (b) | 100000 | (c) 0 |

4 Quarterly contributions and liquidity shortfall(s):

a Plans other than multiemployer plans, enter funded current liability percentage for preceding year (see instructions) 4a 107.5 %

b If line 4a is less than 100%, 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 |
| | | | |

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Schedule B (Form 5500) 2004 Page 3

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5 Actuarial cost method used as the basis for this plan year's funding standard account computation:

a ☐ Attained age normal b ☐ Entry age normal c ☒ Accrued benefit (unit credit)

d ☐ Aggregate e ☐ Frozen initial liability f ☐ Individual level premium

g ☐ Individual aggregate h ☐ Other (specify) ▶

i Has a change been made in funding method for this plan year? ☐ Yes ☒ No

j If line i is "Yes," was the change made pursuant to Revenue Procedure 2000-40? ☐ Yes ☐ No

k If line i is "Yes," and line j is "No" enter the date of the ruling letter (individual or class) approving the change in funding method Month Day Year

6 Checklist of certain actuarial assumptions:

| | | | | | | |
|---|---|---|---|---|---|---|
| a | Interest rates for "RPA '94" current liability | | 6a | 6.55 % | | ☐ N/A |
| b | Weighted average retirement age | | 6b | 61 | | ☐ N/A |
| | | | | Pre-retirement | Post-retirement | |
| c | Rates specified in insurance or annuity contracts | ☒ N/A | 6c | ☐ Yes ☐ No | ☐ Yes ☐ No | ☒ N/A |
| d | Mortality table code for valuation purposes: | | | | | |
| | (1) Males | | d(1) | 9 | 9 | |
| | (2) Females | | d(2) | 9 | 9 | |
| e | Valuation liability interest rate | ☐ N/A | 6e | 8.50 % | 8.50 % | ☐ N/A |
| f | Expense loading | ☒ N/A | 6f | % | % | ☒ N/A |
| | | | | Male | Female | |
| g | Annual withdrawal rates: | | | Rate Code | Rate Code | |
| | (1) Age 25 | | g(1) | U 5.19 % | U 5.19 % | |
| | (2) Age 40 | | g(2) | U 3.67 % | U 3.67 % | |
| | (3) Age 55 | | g(3) | U 0.00 % | U 0.00 % | |
| h | Salary scale | ☐ N/A | 6h | 5.00 % | 5.00 % | ☐ N/A |
| i | Estimated investment return on actuarial value of assets for the year ending on the valuation date | | 6i | 7.4 % | | |

7 New amortization bases established in the current plan year:

| (1) Type of Base | (2) Initial Balance | (3) Amortization Charge/Credit |
|---|---|---|
| 1 | 128847 | 14944 |
| | | |
| | | |
| | | |
| | | |
| | | |

8 Miscellaneous information:

a If a waiver of a funding deficiency or an extension of an amortization period has been approved for this plan year, enter the date of the ruling letter granting the approval Month Day Year

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8b If one or more alternative methods or rules (as listed in the instructions) were used for this plan year, enter the appropriate code in accordance with the instructions ▶

c Is the plan required to provide a Schedule of Active Participant Data? (see instructions) If "Yes," attach schedule ..... ☒ Yes ☐ No

| | | | | | |
|---|---|---|---|---|---|
| 9 | Funding standard account statement for this plan year: | | | | |
| | **Charges to funding standard account:** | | | | |
| a | Prior year funding deficiency, if any | | | 9a | 0 |
| b | Employer's normal cost for plan year as of valuation date | | | 9b | 138284 |
| c | Amortization charges as of valuation date: | Outstanding Balance | | | |
| | (1) All bases except funding waivers ▶ | ($ 698218) | | c(1) | 94673 |
| | (2) Funding waivers ▶ | ($ 0) | | c(2) | 0 |
| d | Interest as applicable on lines 9a, 9b, and 9c | | | 9d | 9617 |
| e | Additional interest charge due to late quarterly contributions, if applicable | | | 9e | |
| f | Adjusted additional funding charge from Part II, line 12q, if applicable ☐ N/A | | | 9f | 0 |
| g | Total charges. Add lines 9a through 9f | | | 9g | 242574 |
| | **Credits to funding standard account:** | | | | |
| h | Prior year credit balance, if any | | | 9h | 299091 |
| i | Employer contributions. Total from column (b) of line 3 | | | 9i | 100000 |
| | | Outstanding Balance | | | |
| j | Amortization credits as of valuation date ▶ | ($ 0) | | 9j | 0 |
| k | Interest as applicable to end of plan year on lines 9h, 9i, and 9j | | | 9k | 12348 |
| l | Full funding limitation (FFL) and credits | | | | |
| | (1) ERISA FFL (accrued liability FFL) | l(1) | 1082169 | | |
| | (2) "RPA '94" override (90% current liability FFL) | l(2) | 0 | | |
| | (3) FFL credit | | | l(3) | 0 |
| m | (1) Waived funding deficiency | | | m(1) | 0 |
| | (2) Other credits | | | m(2) | 0 |
| n | Total credits. Add lines 9h through 9k, 9l(3), 9m(1), and 9m(2) | | | 9n | 411439 |
| o | Credit balance: If line 9n is greater than line 9g, enter the difference | | | 9o | 168865 |
| p | Funding deficiency: If line 9g is greater than line 9n, enter the difference | | | 9p | 0 |
| | **Reconciliation account:** | | | | |
| q | Current year's accumulated reconciliation account: | | | | |
| | (1) Due to additional funding charges as of the beginning of the plan year | q(1) | 0 | | |
| | (2) Due to additional interest charges as of the beginning of the plan year | q(2) | 808 | | |
| | (3) Due to waived funding deficiencies: | | | | |
| | (a) Reconciliation outstanding balance as of valuation date | q(3)(a) | 0 | | |
| | (b) Reconciliation amount. Line 9c(2) balance minus line 9q(3)(a) | q(3)(b) | 0 | | |
| | (4) Total as of valuation date ▶ | | | q(4) | 808 |
| 10 | Contribution necessary to avoid an accumulated funding deficiency. Enter the amount in line 9p or the amount required under the alternative funding standard account if applicable | | | 10 | 0 |

11 Has a change been made in the actuarial assumptions for the current plan year? If "Yes," see instructions ..... ☒ Yes ☐ No

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**Part II Additional Information for Certain Plans Other Than Multiemployer Plans**

Please see Who Must File in the Schedule B instructions to determine if you must complete Part II.

| | | | | |
|---|---|---|---|---|
| 12 | *Additional required funding charge (see instructions):* | | | |
| a | Enter "Gateway %." Divide line 1b(2) by line 1d(2)(c) and multiply by 100. If line 12a is at least 90%, go to line 12q and enter -0-. If line 12a is less than 80%, go to line 12b. If line 12a is at least 80% (but less than 90%), see instructions and, if applicable, go to line 12q and enter -0-. Otherwise, go to line 12b | 12a | 96.1 % | |
| b | "RPA '94" current liability. Enter line 1d(2)(a) | 12b | | |
| c | Adjusted value of assets (see instructions) | 12c | | |
| d | Funded current liability percentage. Divide line 12c by 12b and multiply by 100 | 12d | | % |
| e | *Unfunded current liability. Subtract line 12c from line 12b* | 12e | | |
| f | Liability attributable to any unpredictable contingent event benefit | 12f | | |
| g | Outstanding balance of unfunded old liability | 12g | | |
| h | Unfunded new liability. Subtract the total of lines 12f and 12g from line 12e. Enter -0- if negative | 12h | | |
| i | Unfunded new liability amount ( _____ % of line 12h) | 12i | | |
| j | Unfunded old liability amount | 12j | | |
| k | Deficit reduction contribution. Add lines 12i, 12j, and 1d(2)(b) | 12k | | |
| l | Net charges in funding standard account used to offset the deficit reduction contribution. Enter a negative number if less than zero | 12l | | |
| m | *Unpredictable contingent event amount:* | | | |
| | (1) Benefits paid during year attributable to unpredictable contingent event | m(1) | | |
| | (2) Unfunded current liability percentage. Subtract the percentage on line 12d from 100% | m(2) | % | |
| | (3) Enter the product of lines 12m(1) and 12m(2) | m(3) | | |
| | (4) Amortization of all unpredictable contingent event liabilities | m(4) | | |
| | (5) "RPA '94" additional amount (see instructions) | m(5) | | |
| | (6) Enter the greatest of lines 12m(3), 12m(4), or 12m(5) | m(6) | | |
| n | Preliminary additional funding charge: Enter the excess of line 12k over line 12l (if any), plus line 12m(6), adjusted to end of year with interest | 12n | | |
| o | Contributions needed to increase current liability percentage to 100% (see instructions) | 12o | | |
| p | Additional funding charge prior to adjustment: Enter the lesser of line 12n or 12o | 12p | | |
| q | Adjusted additional funding charge. ( .0% of line 12p) | 12q | | 0 |

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**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.*

▶ File as an attachment to Form 5500.

Official Use Only
OMB No. 1210-0110
**2004**
This Form is Open to Public Inspection.

For calendar plan year 2004 or fiscal plan year beginning 01/01/2004 and ending 06/30/2004

| | |
|---|---|
| **A** Name of plan<br>HUNTSMAN INTERNATIONAL LLC DEFINED BENEFIT PENSION PL | **B** Three-digit plan number ▶ 008 |
| **C** Plan sponsor's name as shown on line 2a of Form 5500<br>HUNTSMAN INTERNATIONAL LLC | **D** Employer Identification Number 87-0630358 |

**Part I Service Provider Information (see instructions)**

1 Enter the total dollar amount of compensation paid by the plan to all persons, other than those listed below, who received compensation during the plan year. ..... 1 5565

2 On the first item below list the contract administrator, if any, as defined in the instructions. On the other items, list service providers in descending order of the compensation they received for the services rendered during the plan year. List only the top 40. 103-12 IEs should enter N/A in (c) and (d).

| (a) Name | (b) Employer identification number (see instructions) | (c) Official plan position |
|---|---|---|
| | | CONTRACT ADMINISTRATOR |

| (d) Relationship to employer, employee organization, or person known to be a party-in-interest | (e) Gross salary or allowances paid by plan | (f) Fees and commissions paid by plan | (g) Nature of service code(s) (see instructions) |
|---|---|---|---|
| | | | 12 |

| (a) Name | (b) Employer identification number (see instructions) | (c) Official plan position |
|---|---|---|
| TOWERS PERRIN | 23-1159360 | ACTUARY |

| (d) Relationship to employer, employee organization, or person known to be a party-in-interest | (e) Gross salary or allowances paid by plan | (f) Fees and commissions paid by plan | (g) Nature of service code(s) (see instructions) |
|---|---|---|---|
| ACTUARY | | 29335 | 11 |



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SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

# DFE/Participating Plan Information

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

▶ File as an attachment to Form 5500.

Official Use Only

OMB No. 1210-0110

**2004**

This Form is Open to Public Inspection.

For calendar plan year 2004 or fiscal plan year beginning 01/01/2004 and ending 06/30/2004

A Name of plan or DFE
HUNTSMAN INTERNATIONAL LLC DEFINED BENEFIT PENSION P

B Three-digit plan number ▶ 008

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
HUNTSMAN INTERNATIONAL LLC

D Employer Identification Number 87-0630358

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

(a) Name of MTIA, CCT, PSA, or 103-12IE HUNTSMAN GROUP PLANS MASTER TRUST

(b) Name of sponsor of entity listed in (a) HUNTSMAN LLC

(c) EIN-PN 87-0533091-010 (d) Entity code M (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) 4515746

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

(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 103-12IE at end of year (see instructions)

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

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

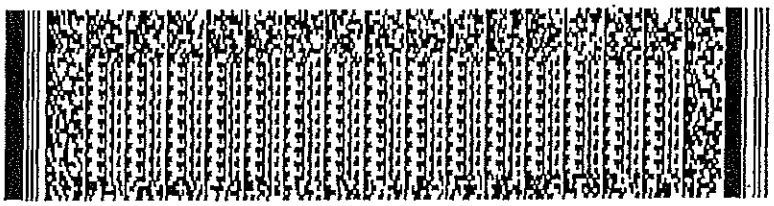
(c) EIN-PN (d) Entity code (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions)

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

(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 103-12IE at end of year (see instructions)





Official Use Only

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

(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 103-12IE at end of year (see instructions)

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

(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 103-12IE at end of year (see instructions)

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

(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 103-12IE at end of year (see instructions)

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

(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 103-12IE at end of year (see instructions)

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

(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 103-12IE at end of year (see instructions)

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

(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 103-12IE at end of year (see instructions)

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Schedule D (Form 5500) 2004 Page 3

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

(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

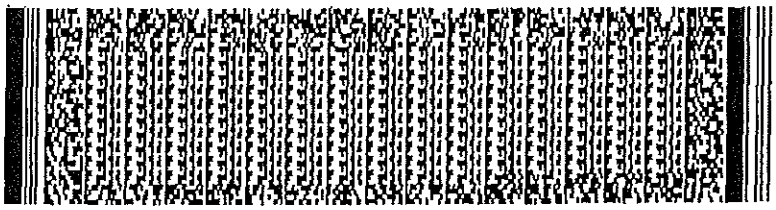
(b) Name of plan sponsor (c) EIN-PN

(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.

Official Use Only
OMB No. 1210-0110
2004
This Form is Open to Public Inspection.

For calendar year 2004 or fiscal plan year beginning 01/01/2004 and ending 06/30/2004

A Name of plan
HUNTSMAN INTERNATIONAL LLC DEFINED BENEFIT PENSION

B Three-digit plan number ▶ 008

C Plan sponsor's name as shown on line 2a of Form 5500
HUNTSMAN INTERNATIONAL LLC

D Employer Identification Number
87-0630358

## 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 | a | | |
| b Receivables (less allowance for doubtful accounts): | | | |
| (1) Employer contributions | b(1) | 100000 | 100000 |
| (2) Participant contributions | b(2) | | |
| (3) Other | b(3) | | |
| c General investments: | | | |
| (1) Interest-bearing cash (incl. money market accounts and certificates of deposit) | c(1) | | |
| (2) U.S. Government securities | c(2) | | |
| (3) Corporate debt instruments (other than employer securities): | | | |
| (A) Preferred | c(3)(A) | | |
| (B) All other | c(3)(B) | | |
| (4) Corporate stocks (other than employer securities): | | | |
| (A) Preferred | c(4)(A) | | |
| (B) Common | c(4)(B) | | |
| (5) Partnership/joint venture interests | c(5) | | |
| (6) Real estate (other than employer real property) | c(6) | | |
| (7) Loans (other than to participants) | c(7) | | |
| (8) Participant loans | c(8) | | |
| (9) Value of interest in common/collective trusts | c(9) | | |
| (10) Value of interest in pooled separate accounts | c(10) | | |
| (11) Value of interest in master trust investment accounts | c(11) | 4448064 | 4515746 |
| (12) Value of interest in 103-12 investment entities | c(12) | | |
| (13) Value of interest in registered investment companies (e.g., mutual funds) | c(13) | | |
| (14) Value of funds held in insurance co. general account (unallocated contracts) | c(14) | | |
| (15) Other | c(15) | | |



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| | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| 1d Employer-related investments: | | | |
| (1) Employer securities | d(1) | | |
| (2) Employer real property | d(2) | | |
| e Buildings and other property used in plan operation | e | | |
| f Total assets (add all amounts in lines 1a through 1e) | f | 4548064 | 4615746 |
| **Liabilities** | | | |
| g Benefit claims payable | g | | |
| h Operating payables | h | | |
| i Acquisition indebtedness | i | | |
| j Other liabilities | j | 9565 | 4615746 |
| k Total liabilities (add all amounts in lines 1g through 1j) | k | 9565 | 4615746 |
| **Net Assets** | | | |
| l Net assets (subtract line 1k from line 1f) | l | 4538499 | 0 |

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

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| | | (a) Amount | (b) Total |
|---|---|---|---|
| 2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate | b(5)(A) | | |
| (B) Other | b(5)(B) | | 0 |
| (C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B) | b(5)(C) | | |
| (6) Net investment gain (loss) from common/collective trusts | b(6) | | 179933 |
| (7) Net investment gain (loss) from pooled separate accounts | b(7) | | |
| (8) Net investment gain (loss) from master trust investment accounts | b(8) | | |
| (9) Net investment gain (loss) from 103-12 investment entities | b(9) | | |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | b(10) | | |
| c Other income | c | | |
| d Total income. Add all income amounts in column (b) and enter total | d | | 179933 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | e(1) | 75495 | |
| (2) To insurance carriers for the provision of benefits | e(2) | | |
| (3) Other | e(3) | | |
| (4) Total benefit payments. Add lines 2e(1) through (3) | e(4) | | 75495 |
| f Corrective distributions (see instructions) | f | | |
| g Certain deemed distributions of participant loans (see instructions) | g | | |
| h Interest expense | h | | |
| i Administrative expenses: (1) Professional fees | i(1) | 84617 | |
| (2) Contract administrator fees | i(2) | 744 | |
| (3) Investment advisory and management fees | i(3) | 2815 | |
| (4) Other | i(4) | 826 | |
| (5) Total administrative expenses. Add lines 2i(1) through (4) | i(5) | | 89002 |
| j Total expenses. Add all expense amounts in column (b) and enter total | j | | 164497 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss) (subtract line 2j from line 2d) | k | | 15436 |
| l Transfers of assets | | | |
| (1) To this plan | l(1) | | |
| (2) From this plan | l(2) | | 4553935 |

**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) ▶ 13-3891517
DELOITTE & TOUCHE LLP

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.

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## Part IV Transactions During Plan Year

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

| During the plan year: | | Yes | No | Amount |
|---|---|---|---|---|
| a Did the employer fail to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? (see instructions and DOL's Voluntary Fiduciary Correction Program) | a | | X | |
| b Were any loans by the plan or fixed income obligations due the plan in default as of the close of 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) | b | | 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) | c | | 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 on line 4d.) | d | | X | |
| e Was this plan covered by a fidelity bond? | e | X | | 1000000 |
| f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | f | | 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? | g | | 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? | h | | 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) | i | | 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) | j | | 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? | k | | X | |

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

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

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

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**SCHEDULE P (FORM 5500)**

Department of the Treasury
Internal Revenue Service

# Annual Return of Fiduciary of Employee Benefit Trust

This schedule may be filed to satisfy the requirements under section 6033(a) for an annual information return from every section 401(a) organization exempt from tax under section 501(a).

Filing this form will start the running of the statute of limitations under section 6501(a) for any trust described in section 401(a) that is exempt from tax under section 501(a).

▶ File as an attachment to Form 5500 or 5500-EZ.

Official Use Only
OMB No. 1210-0110

**2004**

This Form is Open to Public Inspection.

For trust calendar year 2004 or fiscal year beginning 01/01/2004 and ending 06/30/2004

1a Name of trustee or custodian

BNY WESTERN TRUST COMPANY

b Number, street, and room or suite no. (If a P.O. box, see the instructions for Form 5500 or 5500-EZ.)

700 SOUTH FLOWER STREET SUITE 200

c City or town, state, and ZIP code

LOS ANGELES CA 90017-4104

2a Name of trust
HUNTSMAN INTERNATIONAL LLC DEFINED BENEFIT PENSION PLAN

b Trust's employer identification number 95-3571558

3 Name of plan if different from name of trust

HUNTSMAN INTERNATIONAL LLC DEFINED BENEFIT PENSION PLAN

4 Have you furnished the participating employee benefit plan(s) with the trust financial information required to be reported by the plan(s)? ☒ Yes ☐ No

5 Enter the plan sponsor's employer identification number as shown on Form 5500 or 5500-EZ ▶ 87-0630358

Under penalties of perjury, I declare that I have examined this schedule, and to the best of my knowledge and belief it is true, correct, and complete.

Signature of fiduciary ▶ Poorna Tharamani Date ▶ 04/14/05

For the Paperwork Reduction Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-EZ. v7.2 Schedule P (Form 5500) 2004

**The Bank of New York Trust Company, N.A.**
**as TRUSTEE for**

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Official Use Only

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 sections 104 and 4065 of the Employee Retirement 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

**2004**

This Form is Open to Public Inspection.

For calendar year 2004 or fiscal plan year beginning 01/01/2004 , and ending 06/30/2004

| A Name of plan | B Three-digit plan number ▶ |
|---|---|
| HUNTSMAN INTERNATIONAL LLC DEFINED BENEFIT PENSION P | 008 |
| **C** Plan sponsor's name as shown on line 2a of Form 5500 | **D** Employer Identification Number |
| HUNTSMAN INTERNATIONAL LLC | 87-0630358 |

## Part I Distributions

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

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

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

**Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.**

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year ..... 3 0

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

4 Is the plan administrator making an election under Code section 412(c)(8) or ERISA section 302(c)(8)? ..... ☐ Yes ☒ No ☐ N/A

**If the plan is a defined benefit plan, go to line 7.**

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. ..... ▶ Month_____ Day_____ Year_____

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

6a Enter the minimum required contribution for this plan year ..... 6a $

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

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

**If you completed line 6c, do not complete the remainder of this schedule.**

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

## Part III Amendments

8 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased the value of benefits? (see instructions) ..... ☐ Yes ☒ No



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