

Form 5500-SF Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Short Form Annual Return/Report of Small Employee Benefit Plan This form is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA), and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). Complete all entries in accordance with the instructions to the Form 5500-SF.	OMB Nos. 1210-0110 1210-0089 <div style="border: 1px solid black; padding: 5px; text-align: center; font-weight: bold;">2011</div> This Form is Open to Public Inspection
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Part I Annual Report Identification Information			
For calendar plan year 2011 or fiscal plan year beginning <u>10/01/2011</u> and ending <u>09/30/2012</u>			
A	This return/report is for:	☒ a single-employer plan ☐ a multiple-employer plan (not multiemployer) ☐ a one-participant plan	
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	Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ DFVC program ☐ special extension (enter description)	

Part II Basic Plan Information —enter all requested information			
1a	Name of plan <u>RHEIN CHEMIE CORPORATION RETIREMENT PLAN FOR UNION EMPLOYEES AT LITTLE ROCK, AR</u>	1b	Three-digit plan number (PN) <u>002</u>
		1c	Effective date of plan <u>04/30/2005</u>
2a	Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>LANXESS CORPORATION</u> <u>111 RIDC PARK WEST DRIVE</u> <u>PITTSBURGH, PA 15275</u>	2b	Employer Identification Number (EIN) <u>51-0301280</u>
		2c	Sponsor's telephone number <u>412-809-2204</u>
		2d	Business code (see instructions) <u>325900</u>
3a	Plan administrator's name and address (if same as plan sponsor, enter "Same") <u>LANXESS CORPORATION</u> <u>111 RIDC PARK WEST DRIVE</u> <u>PITTSBURGH, PA 15275</u>	3b	Administrator's EIN <u>51-0301280</u>
		3c	Administrator's telephone number <u>412-809-2204</u>
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 <u>TIRE CURING BLADDERS, LLC</u>	4b	EIN <u>20-2336833</u>
		4c	PN <u>002</u>
5a	Total number of participants at the beginning of the plan year	5a	<u>36</u>
b	Total number of participants at the end of the plan year.....	5b	<u>36</u>
c	Number of participants with account balances as of the end of the plan year (defined benefit plans do not complete this item).....	5c	
6a	Were all of the plan's assets during the plan year invested in eligible assets? (See instructions.) ☒ Yes ☐ No		
b	Are you claiming a waiver of the annual examination and report of an independent qualified public accountant (IQPA) under 29 CFR 2520.104-46? (See instructions on waiver eligibility and conditions.)..... ☒ Yes ☐ No		
If you answered "No" to either 6a or 6b, the plan cannot use Form 5500-SF and must instead use Form 5500.			

Part III Financial Information				
7	Plan Assets and Liabilities		(a) Beginning of Year	(b) End of Year
a	Total plan assets	7a	<u>1979545</u>	<u>2400894</u>
b	Total plan liabilities	7b	<u>0</u>	<u>0</u>
c	Net plan assets (subtract line 7b from line 7a).....	7c	<u>1979545</u>	<u>2400894</u>
8	Income, Expenses, and Transfers for this Plan Year		(a) Amount	(b) Total
a	Contributions received or receivable from:			
	(1) Employers	8a(1)	<u>491045</u>	
	(2) Participants	8a(2)		
	(3) Others (including rollovers).....	8a(3)		
b	Other income (loss)	8b	<u>143071</u>	
c	Total income (add lines 8a(1), 8a(2), 8a(3), and 8b)	8c		<u>634116</u>
d	Benefits paid (including direct rollovers and insurance premiums to provide benefits).....	8d	<u>182982</u>	
e	Certain deemed and/or corrective distributions (see instructions)....	8e		
f	Administrative service providers (salaries, fees, commissions)	8f	<u>29785</u>	
g	Other expenses.....	8g		
h	Total expenses (add lines 8d, 8e, 8f, and 8g)	8h		<u>212767</u>
i	Net income (loss) (subtract line 8h from line 8c).....	8i		<u>421349</u>
j	Transfers to (from) the plan (see instructions)	8j		

Part IV Plan Characteristics**9a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

1A 1G 1I 3H

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

	Yes	No	Amount
10 During the plan year:			
a Was there a failure 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)		X	
b Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 10a.)		X	
c Was the plan covered by a fidelity bond?	X		350000
d Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
e Were any fees or commissions paid to any brokers, agents, or other persons by an insurance carrier, insurance service or other organization that provides some or all of the benefits under the plan? (See instructions.)		X	
f Has the plan failed to provide any benefit when due under the plan?		X	
g Did the plan have any participant loans? (If "Yes," enter amount as of year end.)		X	
h If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
i If 10h was answered "Yes," check the box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3			

Part VI Pension Funding Compliance

11 Is this a defined benefit plan subject to minimum funding requirements? (If "Yes," see instructions and complete Schedule SB (Form 5500)). ☒ Yes ☐ No

12 Is this a defined contribution plan subject to the minimum funding requirements of section 412 of the Code or section 302 of ERISA? .. ☐ Yes ☒ No
(If "Yes," complete 12a or 12b, 12c, 12d, and 12e below, as applicable.)

a 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 letter ruling granting the waiver. Month _____ Day _____ Year _____

If you completed line 12a, complete lines 3, 9, and 10 of Schedule MB (Form 5500), and skip to line 13.

b Enter the minimum required contribution for this plan year	12b	
c Enter the amount contributed by the employer to the plan for this plan year	12c	
d Subtract the amount in line 12c from the amount in line 12b. Enter the result (enter a minus sign to the left of a negative amount)	12d	

e Will the minimum funding amount reported on line 12d be met by the funding deadline?

Part VII Plan Terminations and Transfers of Assets

13a Has a resolution to terminate the plan been adopted in any plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year **13a**

b Were all the plan assets distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?

c 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.)

13c(1) Name of plan(s):	13c(2) EIN(s)	13c(3) PN(s)

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, if applicable, a Schedule SB or Schedule MB completed and signed by an enrolled actuary, 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.	07/02/2013	BRUCE DAVIS
	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

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 10/01/2011 and ending 09/30/2012

▶ **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>RHEIN CHEMIE CORPORATION RETIREMENT PLAN FOR UNION EMPLOYEES AT LITTLE ROCK, AR</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>LANXESS CORPORATION</u>	D Employer Identification Number (EIN) <u>51-0301280</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>10</u> Day <u>01</u> Year <u>2011</u>
2	Assets:
a	Market value 2a <u>1974214</u>
b	Actuarial value 2b <u>2124357</u>
3	Funding target/participant count breakdown:
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>14</u> <u>2424187</u>
b	For terminated vested participants 3b <u>6</u> <u>158411</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>0</u>
(2)	Vested benefits 3c(2) <u>1493652</u>
(3)	Total active 3c(3) <u>16</u> <u>1493652</u>
d	Total 3d <u>36</u> <u>4076250</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>5.74 %</u>
6	Target normal cost 6 <u>0</u>

Statement by Enrolled Actuary

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

SIGN HERE	
Signature of actuary	Date
<u>DAVID F. KAYS</u>	<u>11-03111</u>
Type or print name of actuary	Most recent enrollment number
<u>ACUFF & ASSOCIATES, INC.</u>	<u>615-726-2410</u>
Firm name	Telephone number (including area code)
<u>210 WESTWOOD PLACE, SUITE 100</u> <u>BRENTWOOD, TN 37027</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)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>-5.25</u> %	0	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>6.62</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	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	0	0

Part III		Funding percentages	
14	Funding target attainment percentage.....	14	52.11 %
15	Adjusted funding target attainment percentage.....	15	52.11 %
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	62.54 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	52.11 %

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	
07/13/2012	56714	0	
09/13/2012	46002	0	
10/15/2012	56714	0	
01/15/2013	61752	0	
04/15/2013	170715	0	
07/10/2012	99148	0	
Totals ▶		18(b)	491045
		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 88490
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 361234
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

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

21 Discount rate:				
a Segment rates:	1st segment: 2.27%	2nd segment: 5.43%	3rd segment: 6.34 %	☐ 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	88490
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	88490
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	0	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	1951893	361234	
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	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	361234	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35)	36	361234	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	361234	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

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

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

Plan Name: Rhein Chemie Corporation Retirement Plan for Union Employees at Little Rock, AR
 Plan Sponsor: LANXESS Corporation
 Plan Number: 002
 EIN: 51-0301280
 Plan Year: October 1, 2011 – September 30, 2012

2011 Form 5500 Schedule SB, Line 26 -
 Schedule of Active Participant Data

ALL AGE GROUPS	Service Group									TOTAL
	0-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+	
0-19	0	0	0	0	0	0	0	0	0	0
20-24	0	0	0	0	0	0	0	0	0	0
25-29	0	0	0	0	0	0	0	0	0	0
30-34	0	0	0	0	0	0	0	0	0	0
35-39	0	1	0	1	0	0	0	0	0	2
40-44	0	0	0	0	0	0	0	0	0	0
45-49	0	0	0	3	0	1	0	0	0	4
50-54	0	0	0	0	1	0	2	0	0	3
55-59	0	0	1	0	0	0	2	2	0	5
60-64	0	0	0	0	0	0	0	1	0	1
65-69	0	0	0	0	0	0	1	0	0	1
70-74	0	0	0	0	0	0	0	0	0	0
75-79	0	0	0	0	0	0	0	0	0	0
80-84	0	0	0	0	0	0	0	0	0	0
85+	0	0	0	0	0	0	0	0	0	0
TOTAL	0	1	1	4	1	1	5	3	0	16

Plan Name: Rhein Chemie Corporation Retirement Plan for Union Employees at Little Rock, AR
Plan Sponsor: LANXESS Corporation
Plan Number: 002
EIN: 51-0301280
Plan Year: October 1, 2011 – September 30, 2012

**2011 Form 5500 Schedule SB, Part V -
Statement of Actuarial Assumptions/Methods**

Economic Actuarial Assumptions

Interest

Funding Target and Target Normal Cost Rates	June 2011 Segment Rates: 2.27% (years 0-5), 5.43% (years 5-20), 6.34% (years 20+)
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Demographic Actuarial Assumptions

Mortality

Mortality for PPA Minimum and Maximum Contributions	IRS 2011 Combined Mortality Tables
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Termination or Withdrawal from Service

Pirelli rates, 10 year select no withdrawal after 10 years of service

Year	0	1	2	3	4	5	6	7	8	9
Rate	10%	10%	8%	8%	6%	6%	4%	4%	2%	2%

Rates of Disability

100% Male UAW Rates Sample Rates

Age	Rates
25	.03%
30	.04%
35	.05%
40	.07%
45	.10%
50	.18%
55	.36%

Assumed Retirement Age

Age 60 and 30 years or age 62 whichever is earlier

Marital Status at Benefit Eligibility

Percentage Married

- Males 80%
- Females 80%
- Age Difference - Male Spouses are assumed to be 4 years older.

Other Assumptions

Expenses

Funding is for net cost.

Compensation Used in Valuation

W-2 pay for 2004 and 2005

Year of Service Subsequent to the Valuation Date

Each participant is assumed to accrue one year of vesting service for each future year unless information provided by the plan sponsor indicates otherwise.

Actuarial Asset Valuation Method

Actuarial Asset Valuation Method is equal to the 24-Month Average Asset Valuing Method.

Retirement Benefits

If a retiree is older than his spouse and elects to commence a Pop-Up benefit, it is assumed that the participant will die before his spouse.

**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 10/01/2011 and ending 09/30/2012

▶ **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 Rhein Chemie Corporation Retirement Plan for Union Employees at Little Rock, AR	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF LANXESS Corporation	D Employer Identification Number (EIN) 51-0301280
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>10</u> Day <u>01</u> Year <u>2011</u>		
2 Assets:		
a Market value	2a	1974214
b Actuarial value	2b	2124357
3 Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a 14	2424187
b For terminated vested participants	3b 6	158411
c For active participants:		
(1) Non-vested benefits	3c(1)	0
(2) Vested benefits	3c(2)	1493652
(3) Total active	3c(3) 16	1493652
d Total	3d 36	4076250
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	5.74%
6 Target normal cost	6	0

Statement by Enrolled Actuary

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

**SIGN
HERE**

Signature of actuary

DAVID F. KAYS

Type or print name of actuary

ACUFF & ASSOCIATES, INC.

Firm name

210 WESTWOOD PLACE, SUITE 100

BRENTWOOD TN 37027

Address of the firm

Date

1103111

Most recent enrollment number

615-726-2410

Telephone number (including area code)

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)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>-5.25%</u>	0	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>6.62%</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	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III	Funding percentages		
14	Funding target attainment percentage	14	52.11%
15	Adjusted funding target attainment percentage	15	52.11%
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	62.54%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	52.11%

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	
07/13/2012	56714	0				
09/13/2012	46002	0				
10/15/2012	56714	0				
01/15/2013	61752	0				
04/15/2013	170715	0				
07/10/2012	99148	0				
Totals ▶			18(b)	491045	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	88490	
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	361234	
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

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

21 Discount rate:				
a Segment rates:	1st segment: 2.27%	2nd segment: 5.43%	3rd segment: 6.34%	☐ 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	88490
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	88490
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	0	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:			
a Net shortfall amortization installment	Outstanding Balance	Installment	
b Waiver amortization installment	1951893	361234	
	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	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	361234	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement			0
36 Additional cash requirement (line 34 minus line 35)	36	361234	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	361234	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

Plan Name: Rhein Chemie Corporation Retirement Plan for Union Employees at Little Rock, AR

EIN / PN: 51-0301280 / 002

2011 Schedule SB, line 19 - Discounted Employer Contributions

Date	Contribution	Prior Year Amounts			Current Year Amounts				
		Amount	Interest Rate	Adjusted Amount	Late Quarterly Amount	Interest Rate	Other	Interest Rate	Adjusted Amount
7/10/2012	99,148	99,148	6.62%	88,490					
7/13/2012	56,714				56,714	10.74%	-	5.74%	53,071
10/15/2012	56,714				56,714	10.74%	-	5.74%	52,287
9/13/2012	46,002				46,002	10.74%	-	5.74%	43,288
4/15/2013	170,715				67,426	10.74%	103,289	5.74%	155,136
1/15/2013	61,752						61,752	5.74%	57,452
Total	491,045	99,148		88,490	226,856		165,041		361,234

Plan Name: Rhein Chemie Corporation Retirement Plan for Union Employees at Little Rock, AR
Plan Sponsor: LANXESS Corporation
Plan Number: 002
EIN: 51-0301280
Plan Year: October 1, 2011 – September 30, 2012

**2011 Form 5500 Schedule SB, Line 22 -
Description of Weighted Average Retirement Age**

The assumed retirement age is the earlier of Age 60 with 30 Years of Service or Age 62.

Employees projected to have at least 30 Years of Service by Age 60: 12

Employees projected to have less than 30 Years of Service by Age 60: 3

1 Employee is currently Age 67

$$12/16 * 60 = 45.00$$

$$3/16 * 62 = 11.63$$

$$1/16 * 67 = 4.19$$

$$45.00 + 11.63 + 4.19 = 60.82, \text{ or approximately } \mathbf{61 \text{ Years of Age}}$$

Plan Name: Rhein Chemie Corporation Retirement Plan for Union Employees at Little Rock, AR
Plan Sponsor: LANXESS Corporation
Plan Number: 002
EIN: 51-0301280
Plan Year: October 1, 2011 – September 30, 2012

2011 Form 5500 Schedule SB, Part V - Summary of Plan Provisions

Name of the Plan

Rhein Chemie Corporation Retirement Plan for Union Employees at Little Rock, AR (formerly Tire Curing Bladders, LLC Retirement Pension Plan)

Effective Date

The plan was originally established effective April 30, 2005.

Plan Year

October 1 through September 30. The first plan year was a short plan year beginning April 30, 2005 ending September 30, 2005.

Original Plan Effective Date

April 30, 2005

Company's Fiscal Year

January 1 – December 31

Predecessor Employer

The Employer entered into an asset purchase agreement with Pirelli Tire, LLC effective April 30, 2005. Under such agreement the Employer has established this plan solely for the participants of the Pirelli Tire Retirement Pension Plan (the "Pirelli Tire Plan") as of August 15, 2004 that were subject to the Little Rock collective bargaining agreement of which such employees continue to remain employed with the Employer on or after April 30, 2005.

Eligible Employee

- Any person employed by the Employer who is in a collective bargaining unit covered by the Union Little Rock Agreement
- Not a leased employee
- Not an independent contractor or a contract employee

Eligibility Requirements

A participant is an Eligible Employee who was a participant in the Pirelli Tire Plan as of 8/15/2004 and continues to be employed with the Employer on or after 4/30/2005.

No further employees who are initially employed with the Employer on or after 4/30/2005 shall be eligible to participate in the Plan.

A participant's entry date is his entry date under the Pirelli Tire Plan.

Benefit Formula – Traditional

Benefit formula – annual benefit equal to the sum of:

- A. .5% of Compensation prior to the Participant's 5th Anniversary Date, multiplied by his full years of past service with the Employer to said Anniversary Date; and
- B. .5% of Compensation up to \$3,000 plus 1% of Compensation over \$3,000, multiplied by the number of years from such Anniversary Date to his Normal Retirement Date.

Anniversary Date is the date when an Employee was hired.

The Minimum Benefit is \$41.00 multiplied by the Participant's Credited Service for benefit accrual purposes.

Credited Service (for Benefit Accrual Purposes)

Credited Service is elapsed time in completed months from the Seniority Date as defined in the Union Little Rock Agreement.

- Includes lay-off (maximum 48 months)
- Includes service while on leave of absence as an officer of the local division credit union.

Credited Service exclusions -

- Before 10/1/1976 which was not included in Credited Service under the Pirelli Tire Plan on 9/30/1976
- Before 10/1/1988 if hired after age 60 and first became a participant on 10/1/1988
- While not an eligible employee
- Rule of parity (applies after 1985)
- Service for which the Participant received a single sum payment in lieu of any pension he could have received under the plan
- Service after 8/15/2004

Vesting

The right acquired by a participant to his accrued benefit.

Vesting Schedule –

- 100% after 5 years of Credited Service (for vesting purposes)

Vesting Credited Service

Credited Service is elapsed time in completed months from the Seniority Date as defined in the Union Little Rock Agreement.

- Includes lay-off (maximum 48 months)
- Includes service while on leave of absence as an officer of the local division credit union.

Vesting Credited Service exclusions -

- Before 10/1/1976 which was not included in Credited Service under the Pirelli Tire Plan on 9/30/1976

Rule of parity (applies after 1985)

Permanent and Total Disability Definition

- A participant who has been disabled, through some unavoidable cause, by bodily injury or disease and is prevented from being physically able to perform the work of any classification in the local plant, and if such permanent and total disability shall have continued for 5 consecutive months, and, in the opinion of a qualified physician designated by the Committee, will presumably be permanent and total during the remainder of his life.

Such disability shall be deemed to have resulted from an unavoidable cause unless it:

- was contracted, suffered or incurred while the Employee was engaged in, or resulted from his having engaged in, a felonious enterprise, or
- resulted from his habitual drunkenness or addiction to narcotics, or
- resulted from an intentional, self-inflicted injury.

Disability resulting from any such causes or disability resulting exclusively from military service for which government pension is received shall not entitle the Employee to a disability pension under this Plan.

Hours-of-Service Method

Actual hours used.

Normal Form

Single Life Annuity with 5 years Certain Period

Automatic Form for Married Participants is the 50% Qualified Joint and Survivor Annuity (QJSA)

Payments under the QJSA are payable after payments for 60 months have been made under the Normal Form.

Optional Forms of Distribution

All payments under any optional form are payable after payments for 60 months have been made under the Normal Form.

- Year Certain and Life Option - extended period of 5, 10 or 15 years
- Contingent Annuitant Option - 50% or 100%
 - Pop-Up A - no reduction to the 100% Contingent Annuitant Option if Contingent Annuitant dies before the Participant and before the end of the 5-year period.
 - Pop-Up B - no reduction to the 50% Contingent Annuitant Option if Contingent Annuitant dies before the Participant and before the end of the 5-year period.
- Cash Refund Annuity

All optional forms of benefit are the Actuarial Equivalent of the benefit under the Normal Form. There are actuarial tables for calculating the Pop-Up A & B optional Forms.

Actuarial Equivalent – for optional forms

Actuarial Equivalence is based on the following:

- Unisex Pension - 1984 Mortality Table
- 6% interest.

Distribution at Termination of Employment

Deferred to Retirement Date

If payments begin at what would be his Early Retirement Date (ERD), his benefit will be a reduced amount equal to the Actuarial Equivalent of his vested deferred benefit.

Small amounts are paid out as lump sums.

Normal Retirement Age/Date (100% Vesting)

NRA is the later of age 65 or his age on the date 5 years after his entry date.

Normal Retirement Date (NRD) is the last day of the month in which he reaches Normal Retirement Age (NRA).

Early Retirement Age/Date

Last day of the month in which he terminates employment and reaches ERA.

ERA is the later of age 55 or his age on the date he has 10 years of Credited Service (for vesting purposes).

The benefit at ERD is reduced by .4% for each complete month the ERD precedes the first of the month following the month in which he attains age 62.

Special Early Retirement Age/Date

- (1) Age 62 and completed 10 years of Credited Service (for vesting purposes); or
 - (2) Completes 30 years of Credited Service (for vesting purposes)
- If (1) applies, or (2) applies and the Participant has not reached age 55, the Participant's benefit equals his Accrued Benefit with no reduction for early retirement.
 - If (2) applies and the Participant is age 55 or older his benefit is payable until the earlier of:
 - Date he's eligible for Social Security benefit based on age or disability
 - Date he dies
 - Month he attains age 62, provided if he's born in 1938 or later, he may continue to receive the benefit past age 62 until he is eligible for 80% of Social Security benefit (3 years before attainment of full Social Security Retirement Age)

Such Participant's benefit equals an amount from the schedule in the Plan based on age and completed years of Credited Service (for vesting purposes) to his Special ERD.

When such Participant reaches age 62 or, if earlier, the date he's eligible for a Social Security benefit based on age or disability, his monthly pension will be redetermined as if (1) above applies.

- If the Participant has less than 30 years of Credited Service (for vesting purposes) on 8/15/2004 and later completes 30 such years, his Special ERD benefit will be calculated based on (1) the \$41.00 multiplier (see Minimum benefit under the Benefit Formula section above), and (2) a supplement equal to \$9.00 for each full year of Credited Service (for benefit accrual purposes) and \$10.00 for each completed year of age after age 55, taking into account his age as of his ERD and his full years of Credited Service (for benefit accrual purposes) as of 8/15/2004.

Late Retirement Date (LRD)

Allowed to work past Normal Retirement Date. The benefit is the Accrued Benefit at LRD.

Suspension of Benefits upon Reemployment

If a retired or former Employee returns to work in any capacity and works more than 40 hours in any month, payments will stop. Payments will begin again when he retires, terminates employment, or works less than 40 hours – amount of payments will be based on the Plan then in effect.

Pre-Retirement Death

QPSA

- One-year marriage requirement
- Active Employees – benefit to spouse is deferred to the Participant's earliest retirement date, or it can be taken immediately. If taken immediately, the benefit will be a reduced amount equal to the Actuarial Equivalent of his vested Accrued Benefit at date of death.
- Former Employees – benefit to spouse is deferred to the Participant's earliest retirement date. The benefit to the spouse equals the Participant's deferred vested benefit at his date of termination, reduced for each year the QPSA coverage is in effect. The reduction is .5% for each year (to the nearest 1/12 of a year) of such coverage. Unless the former Employee waives coverage, coverage begins on the date he terminated employment. If such Employee waives coverage, no QPSA benefit is payable.

Single sum

- If the Present Value of the QPSA benefit is less than \$10,000 (but more than small amounts) the spouse may elect to take the benefit in a single sum instead of a monthly benefit.

Death after Retirement

Single Sum

- At death of pensioner (except one who terminated before age 60 with a deferred vested benefit), such pensioner's spouse will receive \$4,000 in addition to any other benefit provided under the plan.
- Spouse must have been married to the Participant one year before the Participant's death
- Payable immediately at death

Disability Benefits

Age/Service requirements

- 10 years of Credited Service (for vesting purposes)
- Becomes totally disabled while accumulating service from his Seniority Date.

Disability Retirement

- Benefit equals the Participant's Accrued Benefit on his Disability Retirement Date
- An Employee who retires on his Disability Retirement Date, whose pension is not being paid in the form of a QJSA, and who has less than 30 years of Credited Service (for vesting purposes) may select, revoke, or change an option at any time prior to the date on which the option becomes effective, which may be at any time between age 55 and 65 as selected by the Employee.

Benefit stops if the Participant recovers prior to NRD

Plan Name: Rhein Chemie Corporation Retirement Plan for Union Employees at
Little Rock, AR
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Plan Year: October 1, 2011 – September 30, 2012

**2011 Form 5500 Schedule SB, Line 32 -
Schedule of Amortization Bases**

Type	PV Remaining Installments	Initial Date	Number of Years Remaining	Amortization Installment
Shortfall	\$940,866	10/01/2009	5	\$196,714
Shortfall	\$167,311	10/01/2010	6	\$30,143
Shortfall	\$843,716	10/01/2011	7	\$134,377