

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</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 <u>PDG CHEMICAL INC. PENSION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>004</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>04/29/1987</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>004</u>	1c Effective date of plan <u>04/29/1987</u>	
1b Three-digit plan number (PN) ▶	<u>004</u>				
1c Effective date of plan <u>04/29/1987</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>EQUISTAR CHEMICALS, LP</u> <u>1221 MCKINNEY, SUITE 300</u> <u>HOUSTON, TX 77010-2006</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>76-0550481</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>713-652-7200</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>325900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>76-0550481</u>	2c Sponsor's telephone number <u>713-652-7200</u>	2d Business code (see instructions) <u>325900</u>	
2b Employer Identification Number (EIN) <u>76-0550481</u>					
2c Sponsor's telephone number <u>713-652-7200</u>					
2d Business code (see instructions) <u>325900</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. Signature of plan administrator	<u>10/10/2013</u> Date	<u>PEGGY PFISTER</u> 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
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 ☐ Same as Plan Sponsor Address BENEFITS ADMINISTRATIVE COMMITTEE 1221 MCKINNEY, SUITE 300 HOUSTON, TX 77010-2006		3b Administrator's EIN 20-3443655
		3c Administrator's telephone number 713-652-7200
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		5 193
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	5
b Retired or separated participants receiving benefits.....	6b	83
c Other retired or separated participants entitled to future benefits.....	6c	80
d Subtotal. Add lines 6a , 6b , and 6c	6d	168
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	24
f Total. Add lines 6d and 6e	6f	192
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
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1B 1G 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ 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) ☒ 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) ☒ 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 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **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>PDG CHEMICAL INC. PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>EQUISTAR CHEMICALS, LP</u>	D Employer Identification Number (EIN) <u>76-0550481</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>2012</u>
2	Assets:
a	Market value 2a <u>8882569</u>
b	Actuarial value 2b <u>9071916</u>
3	Funding target/participant count breakdown:
a	For retired participants and beneficiaries receiving payment 3a <u>106</u> (1) Number of participants <u>5720271 (2) Funding Target</u>
b	For terminated vested participants 3b <u>73</u> <u>1730285</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>61383</u>
(2)	Vested benefits 3c(2) <u>700946</u>
(3)	Total active 3c(3) <u>14</u> <u>762329</u>
d	Total 3d <u>193</u> <u>8212885</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 <u>8178292</u>
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 <u>8351258</u>
5	Effective interest rate 5 <u>6.97 %</u>
6	Target normal cost 6 <u>110780</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>09/17/2013</u>
Signature of actuary	Date
<u>PENNY A. BAILEY</u>	<u>11-05451</u>
Type or print name of actuary	Most recent enrollment number
<u>MERCER</u>	<u>314-588-2500</u>
Firm name	Telephone number (including area code)
<u>701 MARKET ST., SUITE 1100</u> <u>ST. LOUIS, MO 63101-1867</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) 2012
v. 120126

Part II Beginning of Year Carryover 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>-1.11</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		2178555
b	Interest on (a) using prior year's effective interest rate of <u>6.23</u> % except as otherwise provided (see instructions)		135724
c	Total available at beginning of current plan year to add to prefunding balance		2314279
d	Portion of (c) to be added to prefunding balance		2314279
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	2314279

Part III Funding Percentages			
14	Funding target attainment percentage	14	82.62 %
15	Adjusted funding target attainment percentage	15	110.92 %
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	70.01 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/12/2012	150000		09/12/2013	270000	
07/12/2012	150000				
10/11/2012	150000				
01/14/2013	150000				
04/12/2013	180000				
07/12/2013	180000				
			Totals ►	18(b)	1230000
				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	1142644
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c If line 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

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 59
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 subject to 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	110780	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	2190843	501573	
b Waiver amortization installment			
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	612353	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	612353	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	1142644	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	530291	
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 an election was made to use PRA 2010 funding relief for this plan:			
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
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>PDG CHEMICAL INC. PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>EQUISTAR CHEMICALS, LP</u>	D Employer Identification Number (EIN) <u>76-0550481</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
LAZARD ASSET MANAGEMENT LLC

05-0530199

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
ENTRUST PARTNERS OFFSHORE LLC

13-4075262

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
AQR CAPITAL MANAGEMENT, LLC

13-3987414

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

13-3980578

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

PERMAL GROUP INC.

13-3245045

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

(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)

MERCER

13-2834414

(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?
11 13 50	NONE	77541	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PRICEWATERHOUSE COOPERS

13-4008324

(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	30710	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

THE BANK OF NEW YORK MELLON

13-5160382

(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?
21 28 51 68	NONE	5479	Yes ☒ No ☐	Yes ☒ No ☐	0	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)

MONDRIAN INVESTMENT GROUP

56-2475915

(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?
28 51 68	NONE	5183	Yes ☒ No ☐	Yes ☒ No ☐	0	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:

<div>SCHEDULE D (Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2012</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012					
A Name of plan PDG CHEMICAL INC. PENSION PLAN				B Three-digit plan number (PN) ▶ 004	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 EQUISTAR CHEMICALS, LP				D Employer Identification Number (EIN) 76-0550481	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: LYONDELL CHEMICAL RETIREMENT MASTER					
b Name of sponsor of entity listed in (a): LYONDELL CHEMICAL COMPANY					
c EIN-PN 95-4160558-009		d Entity code M		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9918744	
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)	

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

Schedule D (Form 5500) 2012 v. 120126

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan PDG CHEMICAL INC. PENSION PLAN	B Three-digit plan number (PN) ►	004
C Plan sponsor's name as shown on line 2a of Form 5500 EQUISTAR CHEMICALS, LP	D Employer Identification Number (EIN) 76-0550481	

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)	330000	780000	
	(2) Participant contributions	1b(2)			
	(3) Other.....	1b(3)	10532		
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)	8597461	9918744	
	(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	8937993	10698744

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	48029	71296
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	48029	71296

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	8889964	10627448
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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)	1230000	
(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)		1230000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(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)		1305943
(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		2535943

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	620550	
(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)		620550
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)	98017	
(2) Contract administrator fees	2i(2)	12690	
(3) Investment advisory and management fees	2i(3)	49565	
(4) Other	2i(4)	17637	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		177909
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		798459

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1737484
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: PRICEWATERHOUSECOOPERS

(2) EIN: 13-4008324

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

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? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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		65945000
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.).....			
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.			

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)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>PDG CHEMICAL INC. PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>EQUISTAR CHEMICALS, LP</u>	D Employer Identification Number (EIN) <u>76-0550481</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>13-7073479</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)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
-----------------	-------------------

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

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

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

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

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

PDG CHEMICAL INC. PENSION PLAN

FINANCIAL STATEMENTS

As of December 31, 2012 and 2011

and for the years ended December 31, 2012 and 2011

PDG CHEMICAL INC. PENSION PLAN

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Schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA") have been omitted because they are not applicable.



Independent Auditor's Report

To the Participants and Benefits Administrative Committee of the PDG Chemical Inc. Pension Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the PDG Chemical Inc. Pension Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended and the statement of accumulated plan benefits as of December 31, 2011 and the related statement of changes in accumulated plan benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 The Bank of New York Mellon, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2012 and 2011 and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the financial statements.



Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

PricewaterhouseCoopers LLP

**Houston, TX
September 13, 2013**

PDG CHEMICAL INC. PENSION PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2012	2011
ASSETS		
Plan interest in the Lyondell Chemical Company Retirement Master Trust, at fair value	\$ 9,918,744	\$ 8,597,461
Employer contributions receivable	780,000	330,000
Receivable from the Cain Chemical Inc. Pension Plan	--	10,532
Total assets	10,698,744	8,937,993
LIABILITIES		
Accrued administrative expenses	71,296	48,029
Net assets available for benefits	\$ 10,627,448	\$ 8,889,964

The accompanying notes are an integral part of these financial statements.

PDG CHEMICAL INC. PENSION PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	For the Year Ended December 31,	
	2012	2011
Investment income (loss) from the Lyondell Chemical Company Retirement Master Trust	\$ 1,305,943	\$ (31,509)
Employer contributions	1,230,000	2,930,000
Benefits paid to participants	(620,550)	(619,214)
Administrative expenses	(177,909)	(163,849)
Net increase	1,737,484	2,115,428
Net assets available for benefits:		
Beginning of year	8,889,964	6,774,536
End of year	<u>\$ 10,627,448</u>	<u>\$ 8,889,964</u>

The accompanying notes are an integral part of these financial statements.

PDG CHEMICAL INC. PENSION PLAN
STATEMENT OF ACCUMULATED PLAN BENEFITS

	December 31, 2011
Actuarial present value of accumulated plan benefits:	
Vested plan benefits:	
Participants currently receiving benefits	\$ 5,248,111
Other participants	2,077,986
Total vested plan benefits	7,326,097
Non-vested plan benefits	49,345
Total actuarial present value of accumulated plan benefits	\$ 7,375,442

The accompanying notes are an integral part of these financial statements.

PDG CHEMICAL INC. PENSION PLAN
STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS

	For the Year Ended December 31, 2011
Actuarial present value of accumulated plan benefits at beginning of year (January 1, 2011)	\$ 7,331,751
Increase (decrease) during the year attributable to:	
Additional benefits accumulated, including actuarial experience losses	103,197
Interest	559,708
Benefits paid to participants	(619,214)
Net increase	43,691
Actuarial present value of accumulated plan benefits at end of year (December 31, 2011)	\$ 7,375,442

The accompanying notes are an integral part of these financial statements.

PDG CHEMICAL INC. PENSION PLAN
NOTES TO THE FINANCIAL STATEMENTS

1. Description of Plan

General – The PDG Chemical Inc. Pension Plan (the “Plan”) is a noncontributory defined benefit pension plan for eligible represented employees of Equistar Chemicals, LP (“Equistar” or “Company”) at Equistar’s Beaumont facility. However, the applicable collective bargaining agreement has expired, and there are no employees currently eligible to participate in the Plan. Equistar is a wholly owned subsidiary of Lyondell Chemical Company (“Lyondell”). Effective January 1, 2012, benefit accruals under the Plan were frozen, except with respect to participants receiving long-term disability benefits under the Company’s disability plan who continue to earn service credit while disabled. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). Participants should refer to the Plan document for a complete description of the Plan provisions.

Pension Benefits – Participants are entitled to monthly pension benefits upon retiring on or after the normal retirement age of 65, as defined in the Plan document. The Plan also permits early retirement at a reduced benefit level for participants who retire after (i) reaching at least age 55 with a combined years of age and years of continuous service of 85 or more or (ii) reaching age 60 with at least ten years of continuous service. If a participant terminates employment with at least five years of continuous service but prior to eligibility for normal or early retirement, the participant is eligible for a deferred vested pension commencing as early as age 60 or age 55 if the participant’s combined years of age and years of continuous service totals 85 or more, in each case subject to reduction for commencement prior to age 65. Participants receive their accumulated plan benefits as a monthly benefit or in an optional form available under the Plan.

Death Benefits – If a participant dies, death benefits, as described in the Plan document, are paid to the participant’s beneficiary.

Contributions – All contributions are made by the Company and participant contributions are not permitted under the terms of the Plan.

Administration – The Plan is administered by the Benefits Administrative Committee (“BAC”). Mercer is the Plan’s recordkeeper and actuary. Plan assets are maintained in the Lyondell Chemical Company Retirement Master Trust (“Master Trust”) under the custody of The Bank of New York Mellon (“Trustee”). Management of portfolio assets is directed by external investment managers hired and monitored by the Benefits Finance Committee (“BFC”). Both the BAC and BFC consist of individuals appointed by the Lyondell Board of Directors.

Receivable from the Cain Chemical Inc. Pension Plan – The Plan paid a portion of the 2011 administrative fees on behalf of the Cain Chemical Inc. Pension Plan and such amounts were accrued as receivable from the Cain Chemical Inc. Pension Plan in the accompanying Statements of Net Assets Available for Benefits.

2. Summary of Significant Accounting Policies

Basis of Accounting – The financial statements of the Plan are prepared in accordance with generally accepted accounting principles in the United States of America (“U.S. GAAP”).

PDG CHEMICAL INC. PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

Accounting Guidance Issued But Not Adopted as of December 31, 2012 – In December 2011, the Financial Accounting Standards Board (the “FASB”) issued Accounting Standards Update (“ASU”) 2011-11, *Disclosures About Offsetting Assets and Liabilities*. The standard requires disclosures to provide information to help reconcile differences in the offsetting requirements under U.S. GAAP and International Financial Reporting Standards (“IFRS”). The differences in the offsetting requirements account for a difference in the amounts presented in statements of financial position (balance sheet) prepared in accordance with U.S. GAAP and IFRS. The new disclosure requirements mandate that entities disclose both gross and net information about instruments and transactions eligible for offset in the statement of financial position, as well as instruments similar to a master netting arrangement. In addition, the standard requires disclosure of collateral received and posted in connection with master netting agreements or similar arrangements. The ASU is effective for annual periods beginning on or after January 1, 2013. The adoption of this amendment is not expected to have a material effect on the presentation of the Plan’s financial statements.

Recently Adopted Guidance – In February 2013, the FASB issued ASU 2013-03, *Financial Instruments (Topic 825): Clarifying the Scope and Applicability of a Particular Disclosure to Nonpublic Entities*. ASU 2013-03 is intended to clarify the applicability of a fair value disclosure requirement in Accounting Standards Codification (“ASC”) 825, *Financial Instruments* (as amended by ASU 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*) for nonpublic entities. Under the ASU, all nonpublic entities are exempt from having to disclose the fair value hierarchy level (i.e. Level 1, 2, or 3) for fair value measurements of financial assets and financial liabilities that are disclosed in the footnotes to the financial statements but are not reported at fair value in the statement of financial position. The ASU does not change any other fair value disclosure requirements in ASC 820, *Fair Value Measurements*, or ASC 825 and is effective immediately. The adoption of this amendment did not have a material effect on the presentation of the Plan’s financial statements.

In May 2011, the FASB issued ASU 2011-04. ASU 2011-04 is intended to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRS. This guidance also enhances disclosure requirements for recurring Level 3 fair value measurements to include quantitative information about unobservable inputs used, a description of the valuation processes used by the Plan, and a qualitative discussion about the sensitivity of the measurements. The amendments are of two types: (i) those that clarify the FASB’s intent about the application of existing fair value measurement and disclosure requirements and (ii) those that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. The update is effective for annual periods beginning after December 15, 2011. The adoption of the amendments in 2012 did not have a material effect on the presentation of the Plan’s financial statements.

Use of Estimates – The preparation of the Plan’s financial statements in conformity with U.S. GAAP requires management to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits and accumulated plan benefits at the date of the financial statements, the changes in net assets available for benefits and changes in accumulated plan benefits during the reporting period, and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition – A separate account for the Plan is maintained by the Master Trust reflecting the Plan’s share of the Master Trust. Interest in the Master Trust is determined on a monthly basis and is based upon the beginning of the month value of the Plan’s interest in the Master Trust plus actual contributions and allocated investment income (loss), less actual distributions and an allocation of administrative expenses. Investments of the Master Trust are stated at fair value. Fair value is the price that would be received to sell an asset

PDG CHEMICAL INC. PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 9 for discussion of fair value measurements.

From time to time the Master Trust's investment managers may use derivative financial instruments including forward exchange contracts and future contracts. Derivative instruments are used primarily to mitigate exposure to foreign exchange rate and interest rate fluctuations as well as manage the investment mix in the portfolio. The Master Trust's interest in funds which utilize such financial instruments is not considered significant to the Plan's financial statements.

Purchases and sales of securities by the Master Trust are accounted for on a trade date basis (the date the order to buy or sell is originated). Gains or losses on the sale or distribution of securities are computed on a first-in, first-out basis. Dividend income is recorded on the ex-dividend date. Income from other investments is recorded as earned. The net appreciation or depreciation in the fair value of investments, which consist of the realized gains or losses and the unrealized appreciation or depreciation on those investments, is included in "Investment income (loss) from the Lyondell Chemical Company Retirement Master Trust" in the Statements of Changes in Net Assets Available for Benefits.

Interest and dividends earned, net appreciation or depreciation in the fair value of investments, and expenses incurred under the collective investment accounts of the Master Trust are allocated to the Plan based upon the average monthly investment balance in the Master Trust of each plan participating in the trust.

Risks and Uncertainties – The Master Trust invests in a combination of common and preferred stock, fixed income securities, bank common and commingled funds, short-term investments, open ended real estate funds, hedge funds, private equity funds, convertible securities, U.S. government securities, and cash and cash equivalents. Investment securities are exposed to various risks, such as market and credit risks. Changes in the values of investment securities will continue to occur in the near term and such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

The actuarial present value of accumulated plan benefits is reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumption process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Benefits Paid to Participants – Benefits are paid by the Master Trust and are recorded when paid.

Administrative Expenses – Certain administrative expenses are paid by the Plan and Plan sponsor. See Note 10 for discussion of related-party transactions.

3. Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump sum distributions, which are attributable under the Plan's provisions to the service that employees have rendered, as of the beginning of the plan year. Accumulated plan benefits include benefits expected to be paid to: (a) retired or terminated employees or their beneficiaries; (b) beneficiaries of employees who have died; and (c) present employees or their beneficiaries. Benefit accruals under the Plan were frozen effective January 1, 2012, except with respect to participants receiving long-term disability benefits under the Company's disability plan. Thus, participants generally do not accrue additional benefits after that date. However, participants receiving long-term disability benefits under the

PDG CHEMICAL INC. PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

Company's disability plan continue to earn service credit while disabled and accrue benefits based on years of service multiplied by a monthly benefit rate specified in the Plan document.

The 2011 actuarial present value of accumulated plan benefits was determined by the Plan's actuary, Mercer. The actuarial method used to determine the present value of accumulated plan benefits is the projected unit credit actuarial cost method. The more significant assumptions underlying the actuarial valuation are as follow:

	<u>December 31, 2011</u>
Investment return	8.0% per year
Interest rate	8.0% per year
Mortality table	RP-2000 Combined healthy mortality table for males and females with no collar adjustment, projected to 2017
Assumed average retirement age	59 years of age

Plan contributions and the actuarial present value of accumulated plan benefits are prepared based upon certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change.

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

4. Funding Policy

The funding policy of the Company is to satisfy legal minimum funding requirements, as determined under the standard unit credit method, as adopted January 1, 2008, under the Pension Protection Act of 2006 ("PPA"), with the discretion to make additional contributions from time to time. Fluctuations in the return (interest, dividends, and net appreciation or depreciation in fair value) on investments of the Plan from the assumed rate serve to reduce or increase the future contributions required to provide for the benefits defined under the Plan.

Contributions for the years ended December 31, 2012 and 2011 were \$1,230,000 and \$2,930,000, respectively, and, as determined by the Plan's actuaries, met the minimum funding requirements under ERISA and the Internal Revenue Code of 1986 (the "Code"), each as amended by the PPA.

PDG CHEMICAL INC. PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

5. Plan Termination

Although it has not expressed any intention to do so, Equistar has the right, under the terms of the Plan document, to discontinue its contributions at any time and to terminate the Plan, subject to the applicable provisions of ERISA and the Code.

Participants' retirement allowances under the Plan are insured to the extent required by law through the Pension Benefit Guaranty Corporation ("PBGC"). If the Plan were to be terminated, priorities of payment of benefits would be made in accordance with the requirements of ERISA and the Code.

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.

6. Tax Status

U.S. GAAP requires the Plan's management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service ("IRS"). The plan administrator has analyzed the tax positions of the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The statute of limitations for collecting income taxes from the Plan is closed for the years prior to 2009.

The IRS issued a determination letter dated February 10, 2012, stating that the Plan and related Master Trust are designed in accordance with applicable sections of the Code. The BAC believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code and, therefore, that the related trust is tax-exempt. Accordingly, no provision is made for federal income taxes.

7. Information Certified by the Plan's Trustee

The plan administrator has elected the method of compliance permitted by Section 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following data included in the accompanying financial statements are complete and accurate:

- Plan interest in the Master Trust, at fair value
- Investment income (loss) from the Master Trust
- Investment amounts as shown in Note 8 and Note 9, except for the non-monetary information included in the net asset value per share table as shown in Note 9 which was not certified by the Trustee

PDG CHEMICAL INC. PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

8. Interest in Lyondell Chemical Company Retirement Master Trust

The Master Trust is a pooled investment trust composed of the beneficial interests of certain participating defined benefit plans (“Master Trust Plans”) of Lyondell and certain of its subsidiaries and affiliates. The Master Trust consists of a portfolio of investments in a combination of common and preferred stock, fixed income securities, bank common and commingled funds, short-term investments, open ended real estate funds, hedge funds, private equity funds, convertible securities, U.S. government securities, and cash and cash equivalents.

Master Trust Plans do not own specific securities or other assets in the Master Trust but have an undivided interest in the Master Trust. The Plan’s undivided interest in the investment holdings of the Master Trust, consisting of total investments, receivables from sales of securities, accrued interest, dividends and payables from purchases of securities, and other payables and receivables, was approximately 1% at both December 31, 2012 and 2011. Investment income (loss) related to the Master Trust is allocated to the Master Trust Plans based upon each plan’s average monthly investment balance in the Master Trust.

PDG CHEMICAL INC. PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

The net assets of the Master Trust as of December 31, 2012 and 2011 are as follows:

	December 31,	
	2012	2011
Assets		
Investments, at fair value:		
Common and preferred stock		
Domestic	\$ 415,315,785	\$ 335,045,018
International	124,016,842	19,608,157
Fixed income securities		
Corporate bonds	136,455,928	126,548,436
Mortgage-backed securities	16,857,361	15,444,432
Municipal bonds	6,538,815	6,322,994
Foreign government issued bonds	5,218,314	9,638,316
Asset-backed securities	2,395,092	2,897,031
Commingled funds		
Domestic equity	110,438,170	130,169,872
International equity	396,851,854	396,753,471
Fixed income	197,514,028	185,259,592
Short-term investments	--	156,886
Real estate	60,167,154	51,148,988
Hedge funds	74,554,865	39,882,756
Private equity	13,748,873	--
Convertible securities	1,396,140	795,625
U.S. government securities		
Agency securities	83,943,037	41,900,571
U.S. Treasury securities	67,068,650	57,523,176
Cash and cash equivalents	51,126,590	92,822,587
Total investments	<u>1,763,607,498</u>	<u>1,511,917,908</u>
Receivables:		
Sales of securities	25,393,876	8,451,726
Accrued interest and dividends	7,007,132	8,113,760
Total receivables	<u>32,401,008</u>	<u>16,565,486</u>
Cash - noninterest bearing	19,245	--
Total assets	<u>1,796,027,751</u>	<u>1,528,483,394</u>
Liabilities		
Purchase of securities	80,570,501	11,013,571
Other payables	3,336,324	9,789,739
Total liabilities	<u>83,906,825</u>	<u>20,803,310</u>
Net assets	<u>\$ 1,712,120,926</u>	<u>\$ 1,507,680,084</u>

PDG CHEMICAL INC. PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

The following table presents the investments that represent 5 percent or more of the Master Trust's net assets for the years ended December 31, 2012 and 2011, respectively:

	2012
Commingled funds	
Domestic equity	
EB DV Stock Index Fund	\$ 110,438,171
International equity	
Mercator International Fund	101,053,928
Mondrian International Small Cap Equity Fund	101,028,187
	2011
Commingled funds	
Domestic equity	
EB DV Stock Index Fund	\$ 130,169,872
International equity	
Mercator International Fund	87,019,401
Mondrian International Small Cap Equity Fund	80,464,096
Wellington International Growth Fund	92,363,931
Fixed income	
Mondrian Global Fixed Income Fund	81,506,853
Cash and cash equivalents	
Collective Short Term Investment Fund	86,519,750

PDG CHEMICAL INC. PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

The components of total investment income (loss) of the Master Trust for the years ended December 31, 2012 and 2011 are as follows:

	<u>2012</u>	<u>2011</u>
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments:		
Common and preferred stock	\$ 70,519,817	\$ 2,141,188
Fixed income securities	12,814,872	(3,579,587)
Commingled funds	100,457,411	(42,387,149)
Short-term investments	--	1,189,793
Real estate	5,954,499	9,261,580
Hedge funds	1,806,043	(743,522)
Private equity	4,628,504	--
Convertible securities	190,748	34,337
U.S. government securities	2,969,907	7,577,981
Cash and cash equivalents	88,000	(32,856)
Total	<u>199,429,801</u>	<u>(26,538,235)</u>
Interest and dividend income:		
Interest income	14,082,487	12,347,782
Dividend income	14,240,006	8,660,318
Total	<u>28,322,493</u>	<u>21,008,100</u>
Total investment income (loss)	<u>\$ 227,752,294</u>	<u>\$ (5,530,135)</u>

9. Fair Value Measurements

ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. ASC 820 also specifies a fair value hierarchy based upon the observability of inputs used in valuation techniques. Observable inputs (highest level) reflect market data obtained from independent sources, while unobservable inputs (lowest level) reflect internally-developed market assumptions. In accordance with ASC 820, fair value measurements are classified using the following hierarchy:

Level 1 – Quoted prices for identical instruments in active markets.

Level 2 – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs or significant value-drivers are observable in active markets.

Level 3 – Model-derived valuations in which one or more significant inputs or significant value-drivers are unobservable.

PDG CHEMICAL INC. PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

When available, quoted market prices are used to determine fair value and such measurements are classified within Level 1. In some cases where market prices are not available, observable market based inputs are used to calculate fair value, in which case the measurements are classified within Level 2. If quoted or observable market prices are not available, fair value is based upon internally-developed models that use, where possible, current market-based parameters such as interest rates, yield curves and currency rates. These measurements are classified within Level 3.

Fair value measurements are classified according to the lowest level input or value-driver that is significant to the valuation. A measurement may therefore be classified within Level 3 even though there may be significant inputs that are readily observable.

Changes in Fair Value Levels – Management reviews the disclosures regarding fair value measurements annually at year end. If an instrument classified as Level 1 subsequently ceases to be actively traded, it is transferred out of Level 1. In such cases, instruments are reclassified as Level 2, unless the measurement of its fair value requires the use of significant unobservable inputs, in which cases it is reclassified as Level 3.

Valuation methodologies used for major investment types measured at fair value include:

Common and preferred stock – Valued at the closing price reported on the active market on which the individual securities are traded.

Fixed income securities – Certain securities that are not traded on an exchange are valued at the closing price reported by pricing services. Other securities are valued based on yields currently available on comparable securities of issuers with similar credit ratings.

Commingled funds – Valued based upon the unit values of such collective trust funds held by the Master Trust at year end. Unit values are based on the fair value of the underlying assets of the fund derived from inputs principally from, or corroborated by, observable market data by correlation or other means.

Short-term investments – Valued at the quoted prices for similar assets or liabilities in active markets.

Real estate – Valued on the basis of a discounted cash flow approach, which includes the future rental receipts, expenses, and residual values as the highest and best use of the real estate from a market participant view as rental property.

Hedge funds – Valued based upon the unit values of such alternative investments held by the Master Trust at year end. Unit values are based on the fair value of the underlying assets of the fund.

Private equity – Valued based upon the unit values of such alternative investments held by the Master Trust at year end. Unit values are based on the fair value of the underlying assets of the fund. Certain securities held in the fund are valued at the closing price reported on the exchange or other established quotation service for over-the-counter securities. Other assets held in the fund are valued based on the most recent financial statements prepared by the fund manager.

Convertible securities – Valued at the quoted prices for similar assets or liabilities in active markets.

U.S. government securities – Certain securities are valued at the closing price reported on the active market on which the individual securities are traded. Other securities are valued based on yields currently available on comparable securities of issuers with similar credit ratings.

PDG CHEMICAL INC. PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

Cash and cash equivalents – Valued at the quoted prices for similar assets or liabilities in active markets.

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 Company 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.

The investments of the Master Trust that are measured at fair value as of December 31, 2012 are summarized below:

	December 31, 2012			
	Fair Value	Level 1	Level 2	Level 3
Common and preferred stock				
Domestic	\$ 415,315,785	\$ 415,315,785	\$ --	\$ --
International	124,016,842	124,016,842	--	--
Fixed income securities				
Corporate bonds	136,455,928	--	136,455,928	--
Mortgage-backed securities	16,857,361	--	16,857,361	--
Municipal bonds	6,538,815	--	6,538,815	--
Foreign government issued bonds	5,218,314	--	5,218,314	--
Asset-backed securities	2,395,092	--	2,395,092	--
Commingled funds				
Domestic equity ^(a)	110,438,170	--	110,438,170	--
International equity ^(a)	396,851,854	--	396,851,854	--
Fixed income	197,514,028	--	197,514,028	--
Real estate	60,167,154	--	--	60,167,154
Hedge funds	74,554,865	--	--	74,554,865
Private equity	13,748,873	--	--	13,748,873
Convertible securities	1,396,140	--	1,396,140	--
U.S. government securities				
Agency securities	83,943,037	--	83,943,037	--
U.S. Treasury securities	67,068,650	67,068,650	--	--
Cash and cash equivalents	51,126,590	51,126,590	--	--
Total investments in Master Trust	<u>\$ 1,763,607,498</u>	<u>\$ 657,527,867</u>	<u>\$ 957,608,739</u>	<u>\$ 148,470,892</u>

(a) In 2012, we reclassified the commingled funds to conform with a presentation that considers the unit value of the commingled fund as a level 2 input. However, the fair value of the securities owned by the funds is based on observable quoted prices on active exchanges, which are level 1 inputs.

PDG CHEMICAL INC. PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

The investments of the Master Trust that are measured at fair value as of December 31, 2011 are summarized below:

	December 31, 2011			
	Fair Value	Level 1	Level 2	Level 3
Common and preferred stock				
Domestic	\$ 335,045,018	\$ 335,045,018	\$ --	\$ --
International	19,608,157	19,608,157	--	--
Fixed income securities				
Corporate bonds	126,548,436	--	126,548,436	--
Mortgage-backed securities	15,444,432	--	15,444,432	--
Municipal bonds	6,322,994	--	6,322,994	--
Foreign government issued bonds	9,638,316	--	9,638,316	--
Asset-backed securities	2,897,031	--	2,897,031	--
Commingled funds				
Domestic equity	130,169,872	130,169,872	--	--
International equity	396,753,471	396,753,471	--	--
Fixed income	185,259,592	--	185,259,592	--
Short-term investments	156,886	--	156,886	--
Real estate	51,148,988	--	--	51,148,988
Hedge funds	39,882,756	--	--	39,882,756
Convertible securities	795,625	--	795,625	--
U.S. government securities				
Agency securities	41,900,571	--	41,900,571	--
U.S. Treasury securities	57,523,176	57,523,176	--	--
Cash and cash equivalents	92,822,587	92,822,587	--	--
Total investments in Master Trust	<u>\$ 1,511,917,908</u>	<u>\$ 1,031,922,281</u>	<u>\$ 388,963,883</u>	<u>\$ 91,031,744</u>

PDG CHEMICAL INC. PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

The following table sets forth a summary of changes in the fair value of the Master Trust Level 3 assets for the years ended December 31, 2012 and 2011, respectively:

	<u>Real Estate</u>	<u>Hedge Funds</u>	<u>Private Equity</u>	<u>Total</u>
Balance at December 31, 2010	\$ 41,914,898	\$ --	\$ --	\$ 41,914,898
Realized gain	2,254,939	--	--	2,254,939
Unrealized gain (loss) relating to instruments still held at the reporting date	7,006,641	(743,522)	--	6,263,119
Purchases	479,142	40,626,278	--	41,105,420
Sales	<u>(506,632)</u>	<u>--</u>	<u>--</u>	<u>(506,632)</u>
Balance at December 31, 2011	51,148,988	39,882,756	--	91,031,744
Realized gain	2,548,875	--	--	2,548,875
Unrealized gain relating to instruments still held at the reporting date	3,405,624	1,806,042	4,628,504	9,840,170
Purchases	3,796,535	33,157,317	10,263,996	47,217,848
Sales	<u>(732,868)</u>	<u>(291,250)</u>	<u>(1,143,627)</u>	<u>(2,167,745)</u>
Balance at December 31, 2012	<u>\$ 60,167,154</u>	<u>\$ 74,554,865</u>	<u>\$ 13,748,873</u>	<u>\$ 148,470,892</u>

PDG CHEMICAL INC. PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

The following table summarizes investments measured at fair value based on net asset value (NAVs) per share as of December 31, 2012 and 2011, respectively:

	December 31, 2012						
	Fair Value	Unfunded Commitments	Remaining Life	Redemption Frequency (if currently eligible)	Trade to Settlement Terms	Redemption Notice Period	
Commingled fund investing in Domestic Equity	\$ 110,438,170	\$ —	N/A	daily, pending market condition	1 to 3 days	3 to 4 days	
Commingled fund investing in International Equity	396,851,854	—	N/A	daily, pending market condition	1 to 3 days	3 days	
Commingled fund investing in Fixed Income	197,514,028	—	N/A	daily, pending market condition	1 to 3 days	3 to 7 days	
Real Estate	60,167,154	12,000,000	10 years	quarterly, pending market condition	15 to 25 days	45 to 90 days	
Hedge Funds	74,554,865	—	N/A	monthly, pending market condition	10 to 30 days	20 to 90 days	
Private Equity	13,748,873	60,000,000	10 years	quarterly, pending market condition	N/A	N/A	
Total	<u>\$ 853,274,944</u>	<u>\$ 72,000,000</u>					

PDG CHEMICAL INC. PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

	December 31, 2011					
	Fair Value	Unfunded Commitments	Remaining Life	Redemption Frequency (if currently eligible)	Trade to Settlement Terms	Redemption Notice Period
Commingled fund investing in Domestic Equity	\$ 130,169,872	\$ —	N/A	daily, pending market condition	1 to 3 days	3 to 4 days
Commingled fund investing in International Equity	396,753,471	—	N/A	daily, pending market condition	1 to 3 days	3 days
Commingled fund investing in Fixed Income	185,259,592	—	N/A	daily, pending market condition	1 to 3 days	3 to 7 days
Real Estate	51,148,988	—	10 years	quarterly, pending market condition	15 to 25 days	45 to 90 days
Hedge Funds	39,882,756	—	N/A	monthly, pending market condition	10 to 30 days	20 to 90 days
Total	<u>\$ 803,214,679</u>	<u>\$ —</u>				

PDG CHEMICAL INC. PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS—(CONTINUED)

10. Related-Party Transactions

The Plan, through its interest in the Master Trust, holds shares of short-term investment and S&P Index funds managed by Mellon Capital, a subsidiary of The Bank of New York Mellon, the Trustee of the Plan. These transactions fall under the definition of a party-in-interest transaction; however, the Company does not believe that they give rise to prohibited transactions under ERISA. Fees paid by the Company on behalf of the Plan for certain administrative costs were approximately \$15,433 and \$20,563 in 2012 and 2011, respectively.

11. Commitments and Contingencies

The Plan is subject to commitments and contingencies arising from the ordinary course of business to which the Plan is a party. It is management's belief that the ultimate resolution of these commitments and contingencies will not have a material adverse impact on the Plan's financial statements.

12. Subsequent Events

The Company has evaluated subsequent events through September 13, 2013, the date the financial statements were available to be issued.

Schedule SB, Line 4 – Additional information for Plans in At-Risk Status

- **Special retirement assumption** – Active and deferred inactive participants who are eligible for immediate retirement and withdrawal benefits in the first 11 plan years are assumed to 100% retire in the first year of eligibility following the valuation year.
- **Most valuable form of payment** – Participants who have not yet commenced benefits are assumed to elect a single life annuity.

Schedule SB, Line 22 – Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 59.

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	25%	1000	250	13750
56	10%	750	75	4200
57	10%	675	68	3876
58	10%	607	61	3538
59	10%	546	55	3245
60	30%	491	147	8820
61	15%	344	52	3172
62	50%	292	146	9052
63	30%	146	44	2772
64	30%	102	31	1984
65	100%	71	71	4615
Total			1,000	59,024
Average				59.024

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods**Discount rate sponsor elections**

• Segment rates or full yield curve	Segment		
• Look-back months	4		
	<u>Stabilized Rates</u>	<u>Non-stabilized Rates</u>	
• First 5 years	5.54%	2.06%	
• Next 15 years	6.85%	5.25%	
• Over 20 years	7.52%	6.32%	

Mortality sponsor elections

• Healthy and disabled participants	Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.
-------------------------------------	--

Other economic assumptions

• Salary increases	Not applicable
• Flat-dollar benefit increases	0.00% per year
• Social Security wage base	Not applicable
• Inflation	3.00% per year
• Expected investment return	8.00% per year for years 2010 through 2012
• Expenses	Expected administrative expenses (assumed to equal prior year administrative expenses but adjusted for PBGC premium, with current year PBGC premiums replacing prior year) discounted to beginning of year are included in normal cost.

Demographic assumptions

Withdrawal	See table of sample rates.
Disability incidence	1987 Commissioners Group Disability Table – 2 year incidence rates. See table of sample rates.
Retirement age	See table of sample rates

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

Benefit commencement age for

- Future and current vested deferred 65
- Future and current disabled participants 62

Spouse assumptions

Male participants**Female participants**

- Percentage married 80% 80%
- Spouse age difference 3 years younger 3 years older

Form of payment**Life annuity****55% J&S**

- Active retirements 40% 60%
- Future vested deferred 40% 60%
- Future disabilities 40% 60%
- Future deaths 0% 100%
- Current vested deferred 100% 0%

Unpredictable contingent event assumptions

Not applicable

At-risk assumptions

- Special retirement rates Active and deferred participants who are eligible for immediate retirement and withdrawal benefits in the first 11 plan years are assumed to 100% retire in the first year of eligibility following the valuation year.
- Most valuable form of payments Participants who have not yet commenced benefits are assumed to take a single life annuity.

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods***Table of Sample Rates***

Attained age	Percentage		Withdrawal
	Disability incidence		
	Male	Female	
20	.042%	.050%	15.0%
25	.050	.062	12.5
30	.064	.091	10.0
35	.089	.145	7.5
40	.139	.203	5.0
45	.257	.326	4.0
50	.507	.546	3.0
55	.958	.849	2.5
60	1.472	1.094	2.0

Attained age	Retirement Percentage
Under 55	0%
55	25%
56	10%
57	10%
58	10%
59	10%
60	30%
61	15%
62	50%
63	30%
64	30%
65 and above	100%

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods***Asset Methods – Effective January 1, 2009***

The asset valuation method is an average of the adjusted market value for each year during the last 2 years preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant methods – effective January 1, 2008

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.

Minimum funding methods – effective January 1, 2008

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Schedule SB, Part V – Summary of Plan Provisions

Effective date and plan year	May 1, 1987, restated effective January 1, 2011 (last collective bargaining agreement effective June 1, 2007). The plan year is the calendar year.																													
Status of the plan	Effective January 1, 2012, the plan has frozen benefit accruals and new employees are not eligible to participate in the plan.																													
Significant events that occurred during the year	None																													
Eligibility	Employee covered under the extended pension agreement.																													
Definitions																														
• Continuous service	Service is credited at the rate of 1/12 th of a year for every full 125 hours worked as an employee in the bargaining unit through December 31, 2011.																													
• Normal retirement age	Age 65 and has employee status within the bargaining unit through December 31, 2011.																													
• Early retirement age	The earlier of age 60 with 10 or more years of continuous service or age 55 with 85 points.																													
• Accrued benefit	Years of continuous service multiplied by monthly benefit rates as follows: <u>Termination date July 1, 1990 – June 30, 1991</u> <table><tr><td>Occupational Class 1</td><td>\$24.50</td></tr><tr><td>Occupational Class 2</td><td>25.00</td></tr><tr><td>Occupational Class 3</td><td>25.50</td></tr></table>		Occupational Class 1	\$24.50	Occupational Class 2	25.00	Occupational Class 3	25.50																						
Occupational Class 1	\$24.50																													
Occupational Class 2	25.00																													
Occupational Class 3	25.50																													
• Accrued benefit (continued)	<u>Termination date July 1, 1991 – March 31, 1993</u> <table><tr><td>Occupational Class 1</td><td>\$26.50</td></tr><tr><td>Occupational Class 2</td><td>27.00</td></tr><tr><td>Occupational Class 3</td><td>27.50</td></tr></table> All participants: <table><tr><td><u>Effective date</u></td><td><u>Monthly benefit rate</u></td></tr><tr><td>April 1, 1993</td><td>\$30.50</td></tr><tr><td>June 1, 1996</td><td>32.00</td></tr><tr><td>June 1, 2000</td><td>34.00</td></tr><tr><td>June 1, 2001</td><td>35.00</td></tr><tr><td>June 1, 2002</td><td>36.00</td></tr><tr><td>June 1, 2003</td><td>40.00</td></tr><tr><td>June 1, 2007</td><td>42.00</td></tr><tr><td>June 1, 2008</td><td>43.00</td></tr><tr><td>June 1, 2009</td><td>44.00</td></tr><tr><td>June 1, 2010</td><td>44.50</td></tr></table>		Occupational Class 1	\$26.50	Occupational Class 2	27.00	Occupational Class 3	27.50	<u>Effective date</u>	<u>Monthly benefit rate</u>	April 1, 1993	\$30.50	June 1, 1996	32.00	June 1, 2000	34.00	June 1, 2001	35.00	June 1, 2002	36.00	June 1, 2003	40.00	June 1, 2007	42.00	June 1, 2008	43.00	June 1, 2009	44.00	June 1, 2010	44.50
Occupational Class 1	\$26.50																													
Occupational Class 2	27.00																													
Occupational Class 3	27.50																													
<u>Effective date</u>	<u>Monthly benefit rate</u>																													
April 1, 1993	\$30.50																													
June 1, 1996	32.00																													
June 1, 2000	34.00																													
June 1, 2001	35.00																													
June 1, 2002	36.00																													
June 1, 2003	40.00																													
June 1, 2007	42.00																													
June 1, 2008	43.00																													
June 1, 2009	44.00																													
June 1, 2010	44.50																													
Normal retirement																														
• Eligibility	Attainment of normal retirement age.																													

Schedule SB, Part V – Summary of Plan Provisions

• Benefit	The accrued benefit determined at retirement.
Early retirement	
• Eligibility	Attainment of early retirement age.
• Benefit	The accrued benefit determined at early retirement age reduced by 3/10 of 1% for each complete calendar month preceding age 62. In addition, an annual supplement of \$2,400 is payable until age 62 if the participant retires with 85 or more age/service points.
Late retirement	
• Eligibility	Retirement after attainment of normal retirement age.
• Benefit	The accrued benefit determined at retirement based on member's age and service at retirement.
Deferred vested	
• Eligibility	Five years of continuous service.
• Benefit	The accrued benefit determined as of the date of termination payable at 65 or at early retirement age with a reduction. If commencement age precedes age 65 the benefit is reduced 6-2/3% per year.
Disability	
• Eligibility	Participant on long-term disability.
• Benefit	The accrued benefit determined as of the earlier of a participant's recovery from disability if not re-employed or normal retirement age.
Pre-retirement death	
• Eligibility	Five years of continuous service.
• Benefit	Life annuity payable to the spouse only. Payment commences on the later of date of death or the date the participant would have reached early retirement age. Benefit is calculated as if the participant had terminated on the date of death, survived to earliest commencement date and commenced receiving a 55% joint and survivor benefit.

Schedule SB, Part V – Summary of Plan Provisions**Other provisions**

- Normal form of benefit Survivor benefits are payable only as described above. Monthly benefits are paid in the form of a single life annuity if the member has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid as a 55% joint and survivor annuity.

- Optional forms of payment Single life annuity.
Joint and survivor annuity (100%, 75% and 50%).

- Actuarial equivalence See table of sample factors for a 55% joint & survivor annuity based on the assumption male spouses are 3 years older than female spouses:

<u>Age</u>	<u>Male</u>	<u>Female</u>
55	0.897	0.918
60	0.885	0.915
65	0.885	0.915

For actual factors used see the plan document.

Miscellaneous

- Maximum benefits Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2012, the limit is \$200,000.

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated effective January 1, 2011, signed on November 21, 2011, are included in this valuation.

- **Most recent plan amendments included:** None.
- **Plan amendments excluded:** None.
- **Late retirement increases:**
 - Active participants: The plan provides benefit suspension notices to participants who work beyond normal retirement. The Plan distributes benefits to active participants who work beyond age 70 ½.
 - Deferred vested participants: Current deferred vested participants over normal retirement age are not valued including the late retirement actuarial increases. The Plan distributes benefits to all deferred vested participants upon attaining age 65.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Sections 415(b) and 401(a)(17) have been incorporated into our calculations.

Schedule SB, Part V – Summary of Plan Provisions

- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60 percent of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy accruals
- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See beginning of Section 5.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Scheduled benefit increases:** Scheduled benefit increases effective after the end of the current plan year are excluded from minimum funding requirements.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Schedule SB, Line 25 – Change in Method

Mercer changed to a new liability valuation system this year. This change did not materially affect liability amounts and qualifies for automatic IRS approval under Announcement 2010-3.

Schedule SB, Line 26 – Schedule of Active Participant Data**Distribution of Active Participants as of January 1, 2012**

Attained age	Service as of January 1, 2012										
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up	Total
Under 25											
25-29											
30-34											
35-39											
40-44			1								1
45-49		1	1								2
50-54					1						1
55-59			1	1	1						3
60-64				6	1						7
65-69											
70 & up											
Total		1	3	7	3						14

In each cell, the number is the count of active participants for each age/service combination.

Schedule SB, Line 32 – Schedule of Amortization Bases

The total shortfall amortization charge is the sum of the individual shortfall amortization installment for each plan year covered under PPA. Although an individual shortfall amortization installment can be negative, the combined shortfall amortization charge cannot be less than \$0.

Shortfall bases

Year established		Outstanding balance	Years remaining		2012 Installment
2009	\$	938,969	4	\$	254,055
2010		251,743	5		55,919
2011		1,000,131	6		191,599
Total	\$	2,190,843		\$	501,573

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

► **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>PDG Chemical Inc. Pension Plan</u>	B Three-digit plan number (PN) ►	<u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>Equistar Chemicals, LP</u>	D Employer Identification Number (EIN) <u>76-0550481</u>	

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500
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Part I Basic Information			
1	Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>		
2	Assets:		
	a Market value	2a	8,882,569
	b Actuarial value	2b	9,071,916
3	Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment.....	3a	106
	b For terminated vested participants.....	3b	73
	c For active participants:		
	(1) Non-vested benefits	3c(1)	61,383
	(2) Vested benefits	3c(2)	700,946
	(3) Total active.....	3c(3)	14
	d Total.....	3d	193
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	8,178,292
	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	8,351,258
5	Effective interest rate	5	6.97 %
6	Target normal cost	6	110,780

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	<u>9/17/13</u> Date
	<u>Penny A. Bailey</u> Type or print name of actuary	<u>11-05451</u> Most recent enrollment number
	<u>Mercer</u> Firm name	<u>(314) 588-2500</u> Telephone number (including area code)
	<u>701 Market St., Suite 1100</u> Address of the firm	
	<u>St. Louis MO 63101-1867</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) 2012 v. 120126**

Part II Beginning of Year Carryover 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>(1.11)</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		2,178,555
b Interest on (a) using prior year's effective interest rate of <u>6.23</u> % except as otherwise provided (see instructions)		135,724
c Total available at beginning of current plan year to add to prefunding balance		2,314,279
d Portion of (c) to be added to prefunding balance		2,314,279
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	2,314,279

Part III Funding Percentages

14 Funding target attainment percentage	14	82.62 %
15 Adjusted funding target attainment percentage	15	110.92 %
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	70.01 %
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

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/12/2012	150,000		09/12/2013	270,000	
07/12/2012	150,000				
10/11/2012	150,000				
01/14/2013	150,000				
04/12/2013	180,000				
07/12/2013	180,000				
Totals ▶			18(b)	1,230,000	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	1,142,644

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No

c If line 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: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 59
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 subject to 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	110,780
b Excess assets, if applicable, but not greater than line 31a		31b	0
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment.....		2,190,843	501,573
b Waiver amortization installment			
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	612,353
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....		36	612,353
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....		37	1,142,644
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	530,291
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 an election was made to use PRA 2010 funding relief for this plan:			
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 4 – Additional information for Plans in At-Risk Status

- **Special retirement assumption** – Active and deferred inactive participants who are eligible for immediate retirement and withdrawal benefits in the first 11 plan years are assumed to 100% retire in the first year of eligibility following the valuation year.
- **Most valuable form of payment** – Participants who have not yet commenced benefits are assumed to elect a single life annuity.

Schedule SB, Line 22 – Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 59.

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	25%	1000	250	13750
56	10%	750	75	4200
57	10%	675	68	3876
58	10%	607	61	3538
59	10%	546	55	3245
60	30%	491	147	8820
61	15%	344	52	3172
62	50%	292	146	9052
63	30%	146	44	2772
64	30%	102	31	1984
65	100%	71	71	4615
Total			1,000	59,024
Average				59.024

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods**Discount rate sponsor elections**

• Segment rates or full yield curve	Segment		
• Look-back months	4		
	<u>Stabilized Rates</u>	<u>Non-stabilized Rates</u>	
• First 5 years	5.54%	2.06%	
• Next 15 years	6.85%	5.25%	
• Over 20 years	7.52%	6.32%	

Mortality sponsor elections

• Healthy and disabled participants	Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.
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Other economic assumptions

• Salary increases	Not applicable
• Flat-dollar benefit increases	0.00% per year
• Social Security wage base	Not applicable
• Inflation	3.00% per year
• Expected investment return	8.00% per year for years 2010 through 2012
• Expenses	Expected administrative expenses (assumed to equal prior year administrative expenses but adjusted for PBGC premium, with current year PBGC premiums replacing prior year) discounted to beginning of year are included in normal cost.

Demographic assumptions

Withdrawal	See table of sample rates.
Disability incidence	1987 Commissioners Group Disability Table – 2 year incidence rates. See table of sample rates.
Retirement age	See table of sample rates

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

Benefit commencement age for

- Future and current vested deferred 65
- Future and current disabled participants 62

Spouse assumptions

Male participants**Female participants**

- Percentage married 80% 80%
- Spouse age difference 3 years younger 3 years older

Form of payment**Life annuity****55% J&S**

- Active retirements 40% 60%
- Future vested deferred 40% 60%
- Future disabilities 40% 60%
- Future deaths 0% 100%
- Current vested deferred 100% 0%

Unpredictable contingent event assumptions

Not applicable

At-risk assumptions

- Special retirement rates Active and deferred participants who are eligible for immediate retirement and withdrawal benefits in the first 11 plan years are assumed to 100% retire in the first year of eligibility following the valuation year.
- Most valuable form of payments Participants who have not yet commenced benefits are assumed to take a single life annuity.

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods**Table of Sample Rates**

Attained age	Percentage		Withdrawal
	Disability incidence		
	Male	Female	
20	.042%	.050%	15.0%
25	.050	.062	12.5
30	.064	.091	10.0
35	.089	.145	7.5
40	.139	.203	5.0
45	.257	.326	4.0
50	.507	.546	3.0
55	.958	.849	2.5
60	1.472	1.094	2.0

Attained age	Retirement Percentage
Under 55	0%
55	25%
56	10%
57	10%
58	10%
59	10%
60	30%
61	15%
62	50%
63	30%
64	30%
65 and above	100%

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods***Asset Methods – Effective January 1, 2009***

The asset valuation method is an average of the adjusted market value for each year during the last 2 years preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant methods – effective January 1, 2008

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.

Minimum funding methods – effective January 1, 2008

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Schedule SB, Part V – Summary of Plan Provisions

Effective date and plan year	May 1, 1987, restated effective January 1, 2011 (last collective bargaining agreement effective June 1, 2007). The plan year is the calendar year.																													
Status of the plan	Effective January 1, 2012, the plan has frozen benefit accruals and new employees are not eligible to participate in the plan.																													
Significant events that occurred during the year	None																													
Eligibility	Employee covered under the extended pension agreement.																													
Definitions																														
• Continuous service	Service is credited at the rate of 1/12 th of a year for every full 125 hours worked as an employee in the bargaining unit through December 31, 2011.																													
• Normal retirement age	Age 65 and has employee status within the bargaining unit through December 31, 2011.																													
• Early retirement age	The earlier of age 60 with 10 or more years of continuous service or age 55 with 85 points.																													
• Accrued benefit	Years of continuous service multiplied by monthly benefit rates as follows: <u>Termination date July 1, 1990 – June 30, 1991</u> <table><tr><td>Occupational Class 1</td><td>\$24.50</td></tr><tr><td>Occupational Class 2</td><td>25.00</td></tr><tr><td>Occupational Class 3</td><td>25.50</td></tr></table>		Occupational Class 1	\$24.50	Occupational Class 2	25.00	Occupational Class 3	25.50																						
Occupational Class 1	\$24.50																													
Occupational Class 2	25.00																													
Occupational Class 3	25.50																													
• Accrued benefit (continued)	<u>Termination date July 1, 1991 – March 31, 1993</u> <table><tr><td>Occupational Class 1</td><td>\$26.50</td></tr><tr><td>Occupational Class 2</td><td>27.00</td></tr><tr><td>Occupational Class 3</td><td>27.50</td></tr></table> All participants: <table><tr><td><u>Effective date</u></td><td><u>Monthly benefit rate</u></td></tr><tr><td>April 1, 1993</td><td>\$30.50</td></tr><tr><td>June 1, 1996</td><td>32.00</td></tr><tr><td>June 1, 2000</td><td>34.00</td></tr><tr><td>June 1, 2001</td><td>35.00</td></tr><tr><td>June 1, 2002</td><td>36.00</td></tr><tr><td>June 1, 2003</td><td>40.00</td></tr><tr><td>June 1, 2007</td><td>42.00</td></tr><tr><td>June 1, 2008</td><td>43.00</td></tr><tr><td>June 1, 2009</td><td>44.00</td></tr><tr><td>June 1, 2010</td><td>44.50</td></tr></table>		Occupational Class 1	\$26.50	Occupational Class 2	27.00	Occupational Class 3	27.50	<u>Effective date</u>	<u>Monthly benefit rate</u>	April 1, 1993	\$30.50	June 1, 1996	32.00	June 1, 2000	34.00	June 1, 2001	35.00	June 1, 2002	36.00	June 1, 2003	40.00	June 1, 2007	42.00	June 1, 2008	43.00	June 1, 2009	44.00	June 1, 2010	44.50
Occupational Class 1	\$26.50																													
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June 1, 2003	40.00																													
June 1, 2007	42.00																													
June 1, 2008	43.00																													
June 1, 2009	44.00																													
June 1, 2010	44.50																													
Normal retirement																														
• Eligibility	Attainment of normal retirement age.																													

Schedule SB, Part V – Summary of Plan Provisions

• Benefit	The accrued benefit determined at retirement.
Early retirement	
• Eligibility	Attainment of early retirement age.
• Benefit	The accrued benefit determined at early retirement age reduced by 3/10 of 1% for each complete calendar month preceding age 62. In addition, an annual supplement of \$2,400 is payable until age 62 if the participant retires with 85 or more age/service points.
Late retirement	
• Eligibility	Retirement after attainment of normal retirement age.
• Benefit	The accrued benefit determined at retirement based on member's age and service at retirement.
Deferred vested	
• Eligibility	Five years of continuous service.
• Benefit	The accrued benefit determined as of the date of termination payable at 65 or at early retirement age with a reduction. If commencement age precedes age 65 the benefit is reduced 6-2/3% per year.
Disability	
• Eligibility	Participant on long-term disability.
• Benefit	The accrued benefit determined as of the earlier of a participant's recovery from disability if not re-employed or normal retirement age.
Pre-retirement death	
• Eligibility	Five years of continuous service.
• Benefit	Life annuity payable to the spouse only. Payment commences on the later of date of death or the date the participant would have reached early retirement age. Benefit is calculated as if the participant had terminated on the date of death, survived to earliest commencement date and commenced receiving a 55% joint and survivor benefit.

Schedule SB, Part V – Summary of Plan Provisions**Other provisions**

- | | |
|-----------------------------|---|
| • Normal form of benefit | Survivor benefits are payable only as described above. Monthly benefits are paid in the form of a single life annuity if the member has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid as a 55% joint and survivor annuity. |
| • Optional forms of payment | Single life annuity.
Joint and survivor annuity (100%, 75% and 50%). |
| • Actuarial equivalence | See table of sample factors for a 55% joint & survivor annuity based on the assumption male spouses are 3 years older than female spouses: |
- | | | |
|-------------------|--------------------|----------------------|
| <u>Age</u> | <u>Male</u> | <u>Female</u> |
| 55 | 0.897 | 0.918 |
| 60 | 0.885 | 0.915 |
| 65 | 0.885 | 0.915 |

For actual factors used see the plan document.

Miscellaneous

- | | |
|--------------------|---|
| • Maximum benefits | Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2012, the limit is \$200,000. |
|--------------------|---|

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated effective January 1, 2011, signed on November 21, 2011, are included in this valuation.

- **Most recent plan amendments included:** None.
- **Plan amendments excluded:** None.
- **Late retirement increases:**
 - Active participants: The plan provides benefit suspension notices to participants who work beyond normal retirement. The Plan distributes benefits to active participants who work beyond age 70 ½.
 - Deferred vested participants: Current deferred vested participants over normal retirement age are not valued including the late retirement actuarial increases. The Plan distributes benefits to all deferred vested participants upon attaining age 65.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Sections 415(b) and 401(a)(17) have been incorporated into our calculations.

Schedule SB, Part V – Summary of Plan Provisions

- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60 percent of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy accruals
- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See beginning of Section 5.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Scheduled benefit increases:** Scheduled benefit increases effective after the end of the current plan year are excluded from minimum funding requirements.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Schedule SB, Line 25 – Change in Method

Mercer changed to a new liability valuation system this year. This change did not materially affect liability amounts and qualifies for automatic IRS approval under Announcement 2010-3.

Schedule SB, Line 26 – Schedule of Active Participant Data**Distribution of Active Participants as of January 1, 2012**

Attained age	Service as of January 1, 2012										
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up	Total
Under 25											
25-29											
30-34											
35-39											
40-44			1								1
45-49		1	1								2
50-54					1						1
55-59			1	1	1						3
60-64				6	1						7
65-69											
70 & up											
Total		1	3	7	3						14

In each cell, the number is the count of active participants for each age/service combination.

Schedule SB, Line 32 -- Schedule of Amortization Bases

The total shortfall amortization charge is the sum of the individual shortfall amortization installment for each plan year covered under PPA. Although an individual shortfall amortization installment can be negative, the combined shortfall amortization charge cannot be less than \$0.

Shortfall bases				
Year established		Outstanding balance	Years remaining	2012 Installment
2009	\$	938,969	4	\$ 254,055
2010		251,743	5	55,919
2011		1,000,131	6	191,599
Total	\$	2,190,843		\$ 501,573