

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2012
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <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>RETIREMENT PLAN FOR HOURLY PAID BARGAINING EMPLOYEES OF WITCO CORPORATION PERTH AMBOY</u>	1b Three-digit plan number (PN) ► <u>019</u> 1c Effective date of plan <u>01/01/1976</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>CHEMTURA CORPORATION</u> <u>199 BENSON RD</u> <u>MIDDLEBURY, CT 06749</u>	2b Employer Identification Number (EIN) <u>52-2183153</u> 2c Sponsor's telephone number <u>800-573-3070</u> 2d Business code (see instructions) <u>325100</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/11/2013</u>	<u>RUTH CUSACK</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
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		3b Administrator's EIN
		3c Administrator's telephone number
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:		4b EIN
a Sponsor's name		4c PN
5 Total number of participants at the beginning of the plan year		5 119
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	39
b Retired or separated participants receiving benefits.....	6b	51
c Other retired or separated participants entitled to future benefits.....	6c	14
d Subtotal. Add lines 6a , 6b , and 6c	6d	104
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	12
f Total. Add lines 6d and 6e	6f	116
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: 1A 1D 1G		
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)	9b Plan benefit arrangement (check all that apply)	
(1) ☐ Insurance	(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust	(3) ☒ Trust	
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules	b General Schedules	
(1) ☒ R (Retirement Plan Information)	(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information – Small Plan)	
(3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(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>RETIREMENT PLAN FOR HOURLY PAID BARGAINING EMPLOYEES OF WITCO CORPORATION PERTH AMBOY</u>	B Three-digit plan number (PN) ▶ <u>019</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>CHEMTURA CORPORATION</u>	D Employer Identification Number (EIN) <u>52-2183153</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>	
2 Assets:	
a Market value	2a <u>8630504</u>
b Actuarial value	2b <u>8169604</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>59</u> <u>3747909</u>
b For terminated vested participants.....	3b <u>21</u> <u>922067</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>36885</u>
(2) Vested benefits.....	3c(2) <u>3141172</u>
(3) Total active	3c(3) <u>39</u> <u>3178057</u>
d Total	3d <u>119</u> <u>7848033</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.91</u> %
6 Target normal cost.....	6 <u>134498</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>10/09/2013</u>
Signature of actuary		Date
<u>ALICE PEGEL STUART, F.S.A.</u>		<u>11-05939</u>
Type or print name of actuary		Most recent enrollment number
<u>TOWERS WATSON PENNSYLVANIA INC.</u>		<u>203-326-5400</u>
Firm name		Telephone number (including area code)
<u>1 STAMFORD PLAZA</u> <u>263 TRESSER BLVD.</u> <u>STAMFORD, CT 06901-3226</u>		
Address of the firm		

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

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

Schedule SB (Form 5500) 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)	851013	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	429151	0
9 Amount remaining (line 7 minus line 8)	421862	0
10 Interest on line 9 using prior year's actual return of <u>11.62</u> %	49020	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>6.19</u> % except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	470882	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	98.09 %
15 Adjusted funding target attainment percentage	15	104.09 %
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	89.88 %
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
04/15/2013	104469				
07/10/2013	104469				
			Totals ►	18(b)	208938
				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	190250
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
0	0	0
		(4) 4th
		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 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is 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	134498	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	1479206	283377	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month <u>10</u> Day <u>07</u> Year <u>2013</u>) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	417875	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	417875	0	417875
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	190250	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	190250	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	190250	
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	0	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

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

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

TOWERS WATSON

PO BOX 8500
PHILADELPHIA, PA 19178

23-1159360

(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 50	ACTUARIES	8469	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☒

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

SEI TRUST

1 FREEDOM VALLEY DRIVE
OAKS, PA 19456

23-3060382

(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?
25 50	TRUSTEE	10086	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MORGAN, LEWIS & BOCKIUS

101 PARK AVENUE
NEW YORK, NY 10178

23-0891050

(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?
29 50	LEGAL	24033	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <hr/> 2012 <hr/> 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>RETIREMENT PLAN FOR HOURLY PAID BARGAINING EMPLOYEES OF WITCO CORPORATION</u> <u>PERTH AMBOY</u>	B Three-digit plan number (PN) ►	<u>019</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>CHEMTURA CORPORATION</u>	D Employer Identification Number (EIN) <u>52-2183153</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: MASTER RETIREMENT TRUST

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

c EIN-PN <u>06-1148490-002</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1642</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>RETIREMENT PLAN FOR HOURLY PAID BARGAINING EMPLOYEES OF WITCO CORPORATION</u> <u>PERTH AMBOY</u>		B Three-digit plan number (PN) <u>019</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CHEMTURA CORPORATION</u>		D Employer Identification Number (EIN) <u>52-2183153</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		208938
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)		12923
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities.....	1c(2)		857474
	(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)	8630504	1642
	(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)		8456183
	(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	8630504	9537160

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		54133
k Total liabilities (add all amounts in lines 1g through 1j)	1k		54133

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	8630504	9483027
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	208938	
(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)		208938

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	2	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2

(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)	263679	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		263679

(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	1666589	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1666572	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		17

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	85592	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		85592

		(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)		206365
(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)		642959
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1407552

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	502665	
(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)		502665
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)	52364	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		52364
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		555029

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		852523
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **CARON AND BLETZER, PLLC**

(2) EIN: **04-3499945**

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 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		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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.	
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>					
A Name of plan <u>RETIREMENT PLAN FOR HOURLY PAID BARGAINING EMPLOYEES OF WITCO CORPORATION</u> <u>PERTH AMBOY</u>				B Three-digit plan number (PN) ▶	<u>019</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CHEMTURA CORPORATION</u>				D Employer Identification Number (EIN) <u>52-2183153</u>	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>36-1561860</u> <u>23-3060382</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.					
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					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.				Schedule R (Form 5500) 2012 v. 120126	

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): _____

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

FINANCIAL STATEMENTS

December 31, 2012 and 2011 and
For the Years Then Ended



CARON & BLETZER, PLLC

Certified Public Accountants and Business Consultants

RETIREMENT PLAN FOR
HOURLY PAID BARGAINING UNIT EMPLOYEES
OF WITCO CORPORATION (PERTH AMBOY, NJ PLANT)
INDEX OF FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES
December 31, 2012 and 2011

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Certain supplemental schedules have been omitted because they are either not required or not applicable.

FINANCIAL STATEMENTS AND SUPPLEMENTAL
SCHEDULES TO ACCOMPANY THE 2012 FORM 5500
ANNUAL REPORT OF EMPLOYEE BENEFIT PLAN
UNDER ERISA OF 1974



Independent Auditor's Report

To the Plan Administrator of the Retirement Plan
for Hourly Paid Bargaining Unit Employees of Witco Corporation (Perth Amboy, NJ Plant):

We were engaged to audit the accompanying financial statements of the Retirement Plan for Hourly Paid Bargaining Unit Employees of Witco Corporation (Perth Amboy, NJ Plant) (the "Plan"), which comprise the statements of net assets available for plan benefits as of December 31, 2012 and 2011, the related statements of changes in net assets available for plan benefits for the years 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 these 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 these 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 F, which was certified by SEI Private Trust Company and Northern Trust Company, the trustees 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 trustees hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the trustees as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the plan administrator by the trustees 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 these financial statements.

Other Matter

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2012 and the supplemental Schedule of Reportable Transactions for the year ended December 31, 2012 are required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustees, 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.

A handwritten signature in black ink that reads "Caron & Bletmyer, PLLC". The script is cursive and fluid.

Kingston, NH
October 8, 2013

RETIREMENT PLAN FOR
HOURLY PAID BARGAINING UNIT EMPLOYEES
OF WITCO CORPORATION (PERTH AMBOY, NJ PLANT)
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Investments, at fair value:		
Investment in Master Trust	\$ 1,642	\$ 8,630,504
Government obligations	857,474	-
Mutual funds	<u>8,456,183</u>	<u>-</u>
Total investments	9,315,299	8,630,504
Receivables:		
Employer contributions	208,938	-
Accrued interest	<u>12,923</u>	<u>-</u>
Total receivables	221,861	-
Payables:		
To other plans	<u>54,133</u>	<u>-</u>
Net assets available for plan benefits	<u>\$ 9,483,027</u>	<u>\$ 8,630,504</u>

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

RETIREMENT PLAN FOR
HOURLY PAID BARGAINING UNIT EMPLOYEES
OF WITCO CORPORATION (PERTH AMBOY, NJ PLANT)
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
For the years ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Additions:		
Employer contributions	\$ 208,938	\$ -
Investment earnings from Master Trust	206,365	925,236
Net appreciation in fair value of investments	728,568	-
Dividend and interest income	<u>263,681</u>	<u>-</u>
Total additions	1,407,552	925,236
Deductions:		
Distributions to participants	502,665	468,781
Administrative expenses	<u>52,364</u>	<u>23,117</u>
Total deductions	<u>555,029</u>	<u>491,898</u>
Net increase	852,523	433,338
Net assets available for plan benefits, beginning of year	<u>8,630,504</u>	<u>8,197,166</u>
Net assets available for plan benefits, end of year	<u>\$ 9,483,027</u>	<u>\$ 8,630,504</u>

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

RETIREMENT PLAN FOR
HOURLY PAID BARGAINING UNIT EMPLOYEES
OF WITCO CORPORATION (PERTH AMBOY, NJ PLANT)
NOTES TO FINANCIAL STATEMENTS

A. PLAN DESCRIPTION:

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

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

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

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

In February of 2012 the Plan's interest in the Master Trust was transferred out of the Master Trust and into a separate trust with SEI Private Trust Company.

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

General

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

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

Pension Benefits

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

RETIREMENT PLAN FOR
HOURLY PAID BARGAINING UNIT EMPLOYEES
OF WITCO CORPORATION (PERTH AMBOY, NJ PLANT)
NOTES TO FINANCIAL STATEMENTS

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

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

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

Death and Disability Benefits

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

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

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

Plan Administration

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

Funding Policy

The contribution to provide benefits under the Plan is made by the Company based upon an amount determined by Towers Watson, the consulting actuary. It is the Company's policy to comply with the minimum funding requirements of ERISA, and such policy has been complied with for the years ended December 31, 2012 and 2011.

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

B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting

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

Benefits

Benefit payments are recorded when paid.

RETIREMENT PLAN FOR
HOURLY PAID BARGAINING UNIT EMPLOYEES
OF WITCO CORPORATION (PERTH AMBOY, NJ PLANT)
NOTES TO FINANCIAL STATEMENTS

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. See Note D for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Use of Estimates

The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make significant estimates and assumptions that affect the reported amounts of net assets available for plan benefits at the date of the financial statements and the actuarial present value of accumulated plan benefits as of the benefit information date, the changes in net assets available for plan benefits during the reporting period and, when applicable, the disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Plan Expenses

All administrative expenses of the Plan are paid by the Plan to the extent they are not paid by the Company.

Risks and Uncertainties

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

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

RETIREMENT PLAN FOR
HOURLY PAID BARGAINING UNIT EMPLOYEES
OF WITCO CORPORATION (PERTH AMBOY, NJ PLANT)
NOTES TO FINANCIAL STATEMENTS

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of deceased employees, and (c) present employees or their beneficiaries.

Accumulated plan benefits for active employees are based on their final average compensation, when applicable, preceding the valuation date. Benefits payable under all circumstances – retirement, death, disability, and termination of employment - are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by an actuary from Towers Watson and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The actuarial present value of accumulated plan benefits consists of the following as of January 1:

	<u>2012</u>	<u>2011</u>
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving payments	\$ 4,397,885	\$ 4,652,722
Other participants	<u>5,639,855</u>	<u>5,033,468</u>
Total	10,037,740	9,686,190
Nonvested benefits	<u>3,484</u>	<u>3,326</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 10,041,224</u>	<u>\$ 9,689,516</u>

RETIREMENT PLAN FOR
HOURLY PAID BARGAINING UNIT EMPLOYEES
OF WITCO CORPORATION (PERTH AMBOY, NJ PLANT)
NOTES TO FINANCIAL STATEMENTS

The net increase in actuarial present value of accumulated plan benefits can be attributed to the following for the year ended January 1, 2012:

Actuarial present value of accumulated plan benefits at beginning of year	\$ 9,689,516
Increase (decrease) during the year attributable to:	
Benefits accumulated	154,334
Decrease in discount period	482,360
Benefits paid	(468,781)
Actuarial (gains)/losses	(384,891)
Assumption changes	<u>568,686</u>
Net increase	<u>351,708</u>

Actuarial present value of accumulated plan benefits at end of year	<u>\$ 10,041,224</u>
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The significant actuarial assumptions underlying the January 1, 2012 and 2011 valuations are:

Discount rate	4.6% and 5.1%, respectively
Mortality	RP-2000 mortality, updated annually
	RP-2000 used for current liabilities

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

RETIREMENT PLAN FOR
HOURLY PAID BARGAINING UNIT EMPLOYEES
OF WITCO CORPORATION (PERTH AMBOY, NJ PLANT)
NOTES TO FINANCIAL STATEMENTS

C. INVESTMENTS:

The following table presents the statements of net assets available for plan benefits of the Chemtura Master Trust at December 31:

	<u>2012</u>	<u>2011</u>
Short term investments	\$ 2,006	\$ 1,797,254
Debt instruments	-	375,967,946
Mutual funds	-	116,101,629
Corporate common stock	-	103,614,913
Corporate preferred stock	-	873,414
Limited partnerships	-	38,027
Common collective trusts	-	136,524,490
	<u>2,006</u>	<u>734,917,673</u>
 Interest and dividend receivable, other receivables, net	 <u>72,179</u>	 <u>2,291,439</u>
	<u>\$ 74,185</u>	<u>\$ 737,209,112</u>
 Plan interest in Master Trust	 <u>\$ 1,642</u>	 <u>\$ 8,630,504</u>
Plan percentage interest in Master Trust	2%	1%

RETIREMENT PLAN FOR
HOURLY PAID BARGAINING UNIT EMPLOYEES
OF WITCO CORPORATION (PERTH AMBOY, NJ PLANT)
NOTES TO FINANCIAL STATEMENTS

The following table presents the statements of changes in net assets available for plan benefits of the Chemtura Master Trust for the years ended December 31:

	<u>2012</u>	<u>2011</u>
Additions (reductions):		
Employer contributions	\$ 6,211,183	\$ 20,445,573
Investment income from Master Trust:		
Net appreciation	18,769,112	65,537,497
Interest and divided income	(1,077,914)	16,213,195
Master Trust expenses	<u>(89,444)</u>	<u>(2,700,072)</u>
Total net additions	23,812,937	99,496,193
Deductions:		
Distributions to participants	19,886,218	59,742,161
Plan specific expenses	<u>164,642</u>	<u>2,233,087</u>
Total deductions	<u>20,050,860</u>	<u>61,975,248</u>
Net increase	3,762,077	37,520,945
Transfer out of Master Trust	740,897,004	-
Net assets available for plan benefits, beginning of year	<u>737,209,112</u>	<u>699,688,167</u>
Net assets available for plan benefits, end of year	<u>\$ 74,185</u>	<u>\$ 737,209,112</u>
Plan interest in Master Trust	<u>\$ 1,642</u>	<u>\$ 8,630,504</u>
Plan percentage interest in Master Trust	2%	1%

RETIREMENT PLAN FOR
HOURLY PAID BARGAINING UNIT EMPLOYEES
OF WITCO CORPORATION (PERTH AMBOY, NJ PLANT)
NOTES TO FINANCIAL STATEMENTS

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

	2012	2011
Net appreciation/(depreciation) in fair market value of investments:		
Short term investments	\$ 27,915	\$ 39,603
Debt instruments	(3,940,992)	88,193,767
Mutual funds	9,530,715	(10,289,890)
Corporate common stock	6,570,460	(7,218,706)
Corporate preferred stock	116,656	(416,603)
Limited partnerships	-	1,740
Common collective trusts	6,464,358	(4,772,414)
Net appreciation	18,769,112	65,537,497
Interest and dividend income	(1,077,914)	16,213,195
Administrative and investment expenses	(121,336)	(2,700,072)
	<u>\$ 17,569,862</u>	<u>\$ 79,050,620</u>
Plan interest in net investment income of Master Trust	<u>\$ 206,365</u>	<u>\$ 925,236</u>

The following table presents the Plan's investments held outside and inside of the Master Trust as of December 31, 2012 and 2011 that represented 5% or more of the net assets available for plan benefits:

	Plan investments 2012		Master Trust investments 2011
SEI Large Cap Index Fund	\$ 1,089,961	*	\$ -
SEI U.S. Managed Volatility Fund	1,105,161	*	-
SEI World Equity EX-US Fund	1,315,483	*	-
SEI Long Duration Corporate Bond Fund	2,968,912	*	-
MFB NT Collective S&P 500 Index Fund Non Lending Fund	-		57,449,380 *
MFO DFA Invt Dimensions Group Inc Real Estate Fund	-		38,043,178 *

* Represents 5% or more of net assets available for plan benefits.

During the year ended December 31, 2012, the Plan's investments, exclusive of the Master Trust, (including investments bought, sold and held during the year) appreciated in value as follows:

	2012
Mutual funds	\$ 726,612
U.S. Government securities	1,956
	<u>\$ 728,568</u>

RETIREMENT PLAN FOR
HOURLY PAID BARGAINING UNIT EMPLOYEES
OF WITCO CORPORATION (PERTH AMBOY, NJ PLANT)
NOTES TO FINANCIAL STATEMENTS

D. FAIR VALUE MEASUREMENTS:

Accounting standards establish a framework for measuring fair value. That framework sets forth a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below.

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

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

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

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

Master Trust Investments:

Following is a description of the valuation methodologies used by the Master Trust. There have been no changes in the methodologies used at December 31, 2012 and 2011.

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

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

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

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

RETIREMENT PLAN FOR
HOURLY PAID BARGAINING UNIT EMPLOYEES
OF WITCO CORPORATION (PERTH AMBOY, NJ PLANT)
NOTES TO FINANCIAL STATEMENTS

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

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

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

<u>Description</u>	2012			
	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Short term investments	\$ 2,006	\$ 2,006	\$ -	\$ -
Total investment of Master Trust	<u>\$ 2,006</u>	<u>\$ 2,006</u>	<u>\$ -</u>	<u>\$ -</u>

RETIREMENT PLAN FOR
HOURLY PAID BARGAINING UNIT EMPLOYEES
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NOTES TO FINANCIAL STATEMENTS

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

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

Plan Investments:

Following is a description of the valuation methodologies used by the Plan. There have been no changes in the methodologies used at December 31, 2012. The Plan's investments as of December 31, 2011 consisted of an interest in a Master Trust.

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

Government securities - Valued as determined by pricing vendors using observable inputs.

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

RETIREMENT PLAN FOR
HOURLY PAID BARGAINING UNIT EMPLOYEES
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The following tables set for by level and by investment class, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012. The following table does not include the Plan's interest in the Master Trust because that information is presented in a separate table:

<u>Description</u>	2012			
	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Mutual funds:				
Cash	\$ 382	\$ 382	\$ -	\$ -
Real Estate	470,232	470,232	-	-
Other	382,499	382,499	-	-
Equity	3,778,723	3,778,723	-	-
Fixed Income	<u>3,824,347</u>	<u>3,824,347</u>	-	-
Total mutual funds	8,456,183	8,456,183	-	-
U.S. government securities				
Government obligation	<u>857,474</u>	-	857,474	-
Total	<u>\$ 9,313,657</u>	<u>\$ 8,456,183</u>	<u>\$ 857,474</u>	<u>\$ -</u>

E. TAX STATUS:

The Company obtained its latest determination letter for the Plan on August 28, 2012 in which the Internal Revenue Service ("IRS") stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. Chemtura Corporation and its tax counsel believe that the Plan is currently designed and is being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting standards require recording uncertain income tax positions that exist in the Plan's financial statements. Plan management has determined there are no uncertain tax positions and believes there is no adjustment or disclosure required in the Plan's financial statements. The Plan did not recognize any interest and penalty expense for the years ended December 31, 2012 and 2011. The Form 5500 remains subject to examination by the IRS for the years ended December 31, 2009 through December 31, 2012.

RETIREMENT PLAN FOR
HOURLY PAID BARGAINING UNIT EMPLOYEES
OF WITCO CORPORATION (PERTH AMBOY, NJ PLANT)
NOTES TO FINANCIAL STATEMENTS

F. COMPLIANCE AND ERISA:

The Plan Administrator has elected the method of compliance permitted under 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Accordingly, no auditing procedures with respect to information certified by SEI Private Trust Company and Northern Trust Company, the trustees of the Plan, were performed by the independent auditors except for comparing the information to the financial statements and supplemental schedules. The trustees have certified as to the completeness and accuracy of the investments held at December 31, 2012 and 2011, investment earnings and other investment-related transactions of the Plan for the years then ended, and the information contained in the Schedule of Assets (Held at End of Year) and Schedule of Reportable Transactions.

G. PLAN TERMINATION:

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

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

RETIREMENT PLAN FOR
HOURLY PAID BARGAINING UNIT EMPLOYEES
OF WITCO CORPORATION (PERTH AMBOY, NJ PLANT)
NOTES TO FINANCIAL STATEMENTS

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees. That ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or plan termination (whichever comes later). For younger annuitants or for those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceilings are actuarially adjusted downward.

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.

H. PARTIES-IN-INTEREST:

Section 3(14) of ERISA defines a party-in-interest to include, among others, fiduciaries or employees of the Plan, any person who provides services to the Plan or an employer whose employees are covered by the Plan. Accordingly, the management of investments held by the trustees are considered party-in-interest transactions.

I. SUBSEQUENT EVENTS:

The Company has evaluated subsequent events through October 8, 2013, the date these financial statements were available for issuance.

RETIREMENT PLAN FOR
HOURLY PAID BARGAINING UNIT EMPLOYEES
OF WITCO CORPORATION (PERTH AMBOY, NJ PLANT)
EIN: 52-2183153
Plan Number: 019

SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSETS (HELD AT YEAR END)
December 31, 2012

(a)	(b)	(c)	(d)	(e)
Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value	
U.S. Treasury Strips Z Coupon 8/15/13	Government obligation	\$ 119,659	\$ 119,885	
U.S. Treasury Strips Z Coupon 11/15/14	"	124,893	125,355	
U.S. Treasury Strips Z Coupon 11/15/15	"	123,790	124,605	
U.S. Treasury Strips Z Coupon 8/15/17	"	108,397	109,401	
U.S. Treasury Strips Z Coupon 11/15/19	"	109,525	110,577	
U.S. Treasury Strips Z Coupon 11/15/22	"	125,721	126,491	
U.S. Treasury Strips Z Coupon 2/15/27	"	102,987	102,556	
U.S. Treasury Strips Z Coupon 5/15/42	"	40,564	38,604	
Prime Obligation Fund	Mutual fund	382	382	
* SEI Real Estate Fund	"	441,738	470,232	
* SEI Dynamic Asset Allocation Fund	"	392,631	382,499	
* SEI Large Cap Index Fund	"	1,021,701	1,089,961	
* SEI Small Cap Fund	"	258,305	268,118	
* SEI U.S. Managed Volatility Fund	"	1,086,588	1,105,161	
* SEI World Equity Ex-US Fund	"	1,222,842	1,315,483	
* SEI Core Fixed Income Fund	"	180,683	182,913	
* SEI Emerging Markets Debt Fund	"	287,924	290,212	
* SEI High Yield Bond Fund	"	366,991	382,310	
* SEI Long Duration Corporate Bond Fund	"	2,863,296	2,968,912	
* Interest in Chemtura Master Trust	Master Trust	1,642	1,642	
Total investments per the Form 5500		<u>\$ 8,980,259</u>	<u>\$ 9,315,299</u>	

* Denotes a party-in-interest to the Plan.

RETIREMENT PLAN FOR
HOURLY PAID BARGAINING UNIT EMPLOYEES
OF WITCO CORPORATION (PERTH AMBOY, NJ PLANT)
EIN: 52-2183153
Plan Number: 019

SCHEDULE H, LINE 4(j) – SCHEDULE OF REPORTABLE TRANSACTIONS
For the year ended December 31, 2012

(a)	(b)	(c)	(d)	(g)	(h)	(i)
Identity of party involved	Description of asset	Purchase Price	Selling Price	Cost of asset	Current value at date of transaction	Net gain (loss)
SINGLE TRANSATIONS:						
* Prime obligation fund	Mutual Fund	\$ 830,215	\$ -	\$ 830,215	\$ 830,215	\$ -
* Prime obligation fund	"	-	830,215	830,215	830,215	-
* SEI Large Cap Fund	"	632,000	-	632,000	632,000	-
* SEI Large Cap Fund	"	-	754,124	695,140	754,124	58,984
* SEI High Yield Bond Fund	"	549,586	-	549,586	549,586	-
* SEI Long Dur Corp Bond	"	2,987,352	-	2,987,352	2,987,352	-
* SEI Small Cap Fund	"	474,000	-	474,000	474,000	-
* SEI U.S Managed Vol Fund	"	1,109,477	-	1,109,477	1,109,477	-
* SEI World Equity EX-US Fund	"	1,580,000	-	1,580,000	1,580,000	-
* SEI World Equity EX-US Fund	"	-	677,048	647,185	677,048	29,863
* SEI Long Duration Fund	"	3,555,000	-	3,555,000	3,555,000	-
* SEI Long Duration Fund	"	472,091	-	472,091	472,091	-
* SEI Long Duration Fund	"		3,830,706	3,737,651	3,830,706	93,055
* SEI Large Cap Index Fund	"	1,264,000	-	1,264,000	1,264,000	-
SERIES TRANSATIONS:						
* Real Estate Fund	Mutual Fund	451,639	10,048	461,541	461,687	146
* SEI Large Cap Fund	"	705,263	764,971	1,410,525	1,470,234	59,709
* SEI High Yield Bond Fund	"	585,054	219,234	803,116	804,288	1,172
* SEI Small Cap Fund	"	540,786	295,886	823,265	836,672	13,407
* SEI U.S Managed Vol Fund	"	1,260,284	176,366	1,433,979	1,436,650	2,671
* SEI Large Cap Index Fund	"	1,493,139	501,914	1,964,577	1,995,053	30,476

* Denotes a party-in-interest to the Plan



Chemtura Corporation

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

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

EIN / PN: 52-2183153 / 019

Assumptions and methods for contribution purposes

Interest rate basis:

- ▶ Applicable month
- ▶ Yield curve basis

Interest rates:

- ▶ First segment rate
- ▶ Second segment rate
- ▶ Third segment rate
- ▶ Effective interest rate

Annual rates of increase:

- ▶ Compensation
- ▶ Future Social Security wage bases
- ▶ Statutory limits on compensation

September 2011
3-Segment Rates

5.54%
6.85%
7.52%
6.91%

4.00%
3.50%
3.00%

Chemtura Corporation

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

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

EIN / PN: 52-2183153 / 019

Inclusion date

The valuation date coincident with or next following the date on which the employee becomes a participant

New or rehired employees

It was assumed there will be no new or rehired employees.

Mortality

► Healthy

Separate rates for non-annuitants (based on RP-2000 “Employees” table without collar or amount adjustments, projected to 2027 using Scale AA) and annuitants (based on RP-2000 “Healthy Annuitants” table without collar or amount adjustments, projected to 2019 using Scale AA)

► Disabled

Separate rates for non-annuitants (based on RP-2000 “Employees” table without collar or amount adjustments, projected to 2027 using Scale AA) and annuitants (based on RP-2000 “Healthy Annuitants” table without collar or amount adjustments, projected to 2019 using Scale AA)

Termination

Rates varying by age

Representative Termination Rates

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

Chemtura Corporation

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

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

EIN / PN: 52-2183153 / 019

Disability

Rates varying by age and location

Representative Disability Rates

Percentage becoming disabled during the year	
Age	Rate
25	0.09%
30	0.10%
35	0.13%
40	0.20%
45	0.33%
50	0.58%
55	1.02%
60	1.60%
65	2.28%

Chemtura Corporation

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

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

EIN / PN: 52-2183153 / 019

Retirement

Rates varying by age, average age 61

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

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

Benefit commencement date:

- ▶ Preretirement death benefit The later of the death of the active participant or the date the participant would have attained age 55
- ▶ Deferred vested benefit The later of age 62 or termination of employment
- ▶ Disability benefit The later of age 50 and 15 years of service or incidence of disablement
- ▶ Retirement benefit Upon termination of employment

Chemtura Corporation

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

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

EIN / PN: 52-2183153 / 019

Form of payment

	<u>Type of Annuity</u>	<u>Percent Electing</u>
	Life Annuity	100%
	25% Joint and Survivor	0%
	50% Joint and Survivor	0%
	66-2/3% Joint and Survivor	0%
	75% Joint and Survivor	0%
	100% Joint and Survivor	0%
	5 Year Certain and Life	0%
	10 Year Certain and Life	0%
	5 Year Certain and Life & 100% Joint and Survivor	0%
	5 Year Certain and Life & 50% Joint and Survivor	0%
	5 Year Certain with Extended 5 Year Certain and Life	0%
	5 Year Certain with Extended 10 Year Certain and Life	0%
	5 Year Certain with Extended 15 Year Certain and Life	0%
	Social Security Level Income Option	0%

Percent married 85% of males; 75% of females. Used to value pre-retirement surviving spouse benefits and in determining the optional forms expected to be elected at commencement.

Spouse age Wife three years younger than husband

Covered pay The base rate of pay on the valuation date

Administrative expenses \$19,000

Valuation date

First day of plan year

Funding target

Present value of accrued benefits

Target normal cost

Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year

Chemtura Corporation

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

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

EIN / PN: 52-2183153 / 019

Actuarial value of assets

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

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

RETIREMENT PLAN FOR
 HOURLY PAID BARGAINING UNIT EMPLOYEES
 OF WITCO CORPORATION (PERTH AMBOY, NJ PLANT)
 EIN: 52-2183153
 Plan Number: 019

SCHEDULE H, LINE 4(j) – SCHEDULE OF REPORTABLE TRANSACTIONS
 For the year ended December 31, 2012

(a) Identity of party involved	(b) Description of asset	(c) Purchase Price	(d) Selling Price	(g) Cost of asset	(h) Current value at date of transaction	(i) Net gain (loss)
SINGLE TRANSACTIONS:						
* Prime obligation fund	Mutual Fund	\$ 830,215	\$ -	\$ 830,215	\$ 830,215	\$ -
* Prime obligation fund	"	-	830,215	830,215	830,215	-
* SEI Large Cap Fund	"	632,000	-	632,000	632,000	-
* SEI Large Cap Fund	"	-	754,124	695,140	754,124	58,984
* SEI High Yield Bond Fund	"	549,586	-	549,586	549,586	-
* SEI Long Dur Corp Bond	"	2,987,352	-	2,987,352	2,987,352	-
* SEI Small Cap Fund	"	474,000	-	474,000	474,000	-
* SEI U.S Managed Vol Fund	"	1,109,477	-	1,109,477	1,109,477	-
* SEI World Equity EX-US Fund	"	1,580,000	-	1,580,000	1,580,000	-
* SEI World Equity EX-US Fund	"	-	677,048	647,185	677,048	29,863
* SEI Long Duration Fund	"	3,555,000	-	3,555,000	3,555,000	-
* SEI Long Duration Fund	"	472,091	-	472,091	472,091	-
* SEI Long Duration Fund	"	-	3,830,706	3,737,651	3,830,706	93,055
* SEI Large Cap Index Fund	"	1,264,000	-	1,264,000	1,264,000	-
SERIES TRANSACTIONS:						
* Real Estate Fund	Mutual Fund	451,639	10,048	461,541	461,687	146
* SEI Large Cap Fund	"	705,263	764,971	1,410,525	1,470,234	59,709
* SEI High Yield Bond Fund	"	585,054	219,234	803,116	804,288	1,172
* SEI Small Cap Fund	"	540,786	295,886	823,265	836,672	13,407
* SEI U.S Managed Vol Fund	"	1,260,284	176,366	1,433,979	1,436,650	2,671
* SEI Large Cap Index Fund	"	1,493,139	501,914	1,964,577	1,995,053	30,476

* Denotes a party-in-interest to the Plan

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.	<small>OMB No. 1210-0110</small> 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 Retirement Plan For Hourly Paid Bargaining Unit Employees of Witco Corporation (Perth Amboy, NJ)	B Three-digit plan number (PN) ►	<u>019</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Chemtura Corporation	D Employer Identification Number (EIN) 52-2183153	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>			
2 Assets:			
a Market value	2a		8,630,504
b Actuarial value	2b		8,169,604
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	59	3,747,909
b For terminated vested participants.....	3b	21	922,067
c For active participants:			
(1) Non-vested benefits	3c(1)		36,885
(2) Vested benefits	3c(2)		3,141,172
(3) Total active.....	3c(3)	39	3,178,057
d Total.....	3d	119	7,848,033
4 If the plan is in at-risk status, check the box and complete lines (a) and (b). ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate	5		6.91 %
6 Target normal cost	6		134,498

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 Alice Pegel Stuart, F.S.A. Type or print name of actuary Towers Watson Pennsylvania Inc. Firm name 1 Stamford Plaza, 263 Tresser Blvd. Stamford CT 06901-3226 Address of the firm	<u>10/9/2013</u> Date 11-05939 Most recent enrollment number (203) 326-5400 Telephone number (including area code)
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If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	851,013	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	429,151	0
9	Amount remaining (line 7 minus line 8)	421,862	0
10	Interest on line 9 using prior year's actual return of <u>11.62</u> %	49,020	
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of <u>6.19</u> % except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	470,882	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	98.09 %
15	Adjusted funding target attainment percentage	15	104.09 %
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	89.88 %
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
04/15/2013	104,469				
07/10/2013	104,469				
Totals ►			18(b)	208,938	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 190,250
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
0	0
(3) 3rd	(4) 4th
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 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is 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	134,498	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	1,479,206		283,377
b Waiver amortization installment	0		0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	417,875	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	417,875	0	417,875
36 Additional cash requirement (line 34 minus line 35).....	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	190,250	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	190,250	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	190,250	
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	0	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

Schedule SB, line 19 - Discounted Employer Contributions
 Retirement Plan For Hourly Paid Bargaining Unit
 Employees of Witco Corporation (Perth Amboy, NJ)

Plan Sponsor's Name

PN: 019

[illegible]

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

EIN: 52-2183153 Plan Number: 019

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

Plan Provisions – Perth Amboy Hourly

Plan name: Retirement Plan for Hourly Paid Bargaining Unit Employees of Witco Corporation (Perth Amboy, NJ) Plan effective: 7/1/42

Type of plan: Career Pay Last change effective: 1/1/89
Next change effective: N/A

Normal form: Life annuity

Membership service: The January 1 or July 1 following the attainment of age 21 and the completion of one year of vesting service.

Credited service: From date of membership. Benefits were frozen as of October 31, 2006 for employees who were under age 50 and under 20 years of service or who elected to have their benefit frozen and join a defined contribution plan. For those employees whose benefits were frozen, no credited service is granted for employment after October 31, 2006.

Vesting service: A year of vesting is credited for each year in which the employee completes 1,000 hours of service.

Pension earnings: Base pay. Benefits were frozen as of October 31, 2006 for employees who were under age 50 and under 20 years of service or who elected to have their benefit frozen and join a defined contribution plan. For those employees whose benefits were frozen, no earnings are granted for employment after October 31, 2006.

Accrued benefit: Past service benefit plus, for each year after 8/1/87, 1.1% of earnings between \$600 and \$3,000 and 1.65% of earnings over \$3,000. This benefit shall be no less than \$168 times credited service.

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

* Participant must be disabled for at least 6 months.

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

Future Plan Changes

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

Changes in Benefits Valued Since Prior Year

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

RETIREMENT PLAN FOR
HOURLY PAID BARGAINING UNIT EMPLOYEES
OF WITCO CORPORATION (PERTH AMBOY, NJ PLANT)
EIN: 52-2183153
Plan Number: 019

SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSETS (HELD AT YEAR END)
December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	U.S. Treasury Strips Z Coupon 8/15/13	Government obligation	\$ 119,659	\$ 119,885
	U.S. Treasury Strips Z Coupon 11/15/14	"	124,893	125,355
	U.S. Treasury Strips Z Coupon 11/15/15	"	123,790	124,605
	U.S. Treasury Strips Z Coupon 8/15/17	"	108,397	109,401
	U.S. Treasury Strips Z Coupon 11/15/19	"	109,525	110,577
	U.S. Treasury Strips Z Coupon 11/15/22	"	125,721	126,491
	U.S. Treasury Strips Z Coupon 2/15/27	"	102,987	102,556
	U.S. Treasury Strips Z Coupon 5/15/42	"	40,564	38,604
	Prime Obligation Fund	Mutual fund	382	382
*	SEI Real Estate Fund	"	441,738	470,232
*	SEI Dynamic Asset Allocation Fund	"	392,631	382,499
*	SEI Large Cap Index Fund	"	1,021,701	1,089,961
*	SEI Small Cap Fund	"	258,305	268,118
*	SEI U.S. Managed Volatility Fund	"	1,086,588	1,105,161
*	SEI World Equity Ex-US Fund	"	1,222,842	1,315,483
*	SEI Core Fixed Income Fund	"	180,683	182,913
*	SEI Emerging Markets Debt Fund	"	287,924	290,212
*	SEI High Yield Bond Fund	"	366,991	382,310
*	SEI Long Duration Corporate Bond Fund	"	2,863,296	2,968,912
*	Interest in Chemtura Master Trust	Master Trust	<u>1,642</u>	<u>1,642</u>
	Total investments per the Form 5500		\$ 8,980,259	\$ 9,315,299

* Denotes a party-in-interest to the Plan.

Schedule SB, line 32 - Schedule of Amortization Bases

Plan Name

CHEMTURA CORPORATION

PN: 019

[illegible]