Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

B This return/report is:
- [ ] the first return/report;
- [ ] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
CHEMTURA CORPORATION RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/1942

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

CHEMTURA CORPORATION

199 BENSON RD
MIDDLEBURY, CT 06749

2b Employer Identification Number (EIN)
52-2183153

2c Sponsor's telephone number
800-573-3070

2d Business code (see instructions)
325100

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2013	RUTH CUSACK
	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 [X] 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**	13728
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**	892
b	Retired or separated participants receiving benefits	**6b**	6383
c	Other retired or separated participants entitled to future benefits	**6c**	5128
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	12403
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1028
f	Total. Add lines **6d** and **6e**	**6f**	13431
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)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE 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

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
CHEMTURA CORPORATION RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

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: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2012

2 Assets:

a Market value	**2a**	764569259
b Actuarial value	**2b**	725986715

3 Funding target/participant count breakdown:

		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	**3a**	7252	522270362
b For terminated vested participants	**3b**	5537	179868301
c For active participants:			
(1) Non-vested benefits	**3c(1)**		2059054
(2) Vested benefits	**3c(2)**		45562560
(3) Total active	**3c(3)**	939	47621614
d Total	**3d**	13728	749760277

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**	6.90 %
6 Target normal cost	**6**	2902431

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

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

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)	6587976	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	6587976	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 11.70%	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		22228554
	b Interest on (a) using prior year's effective interest rate of 6.21% except as otherwise provided (see instructions)		1742073
	c Total available at beginning of current plan year to add to prefunding balance		23970627
	d Portion of (c) to be added to prefunding balance		23970627
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	23970627

Part III Funding Percentages

14	Funding target attainment percentage	14	93.63 %
15	Adjusted funding target attainment percentage	15	93.63 %
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	80.80 %
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
07/10/2013	10000000				
			Totals ► 18(b)	10000000	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	9035204

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

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

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

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

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
5.54%	6.85%	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**	2902431
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	47744189	14057231
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 10 Day 07 Year 2013) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	16959662

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	16959662	16959662

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**	9035204
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	**38a**	9035204
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	9035204
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)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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
CHEMTURA CORPORATION RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

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)

NORTHERN TRUST

50 SOUTH LASALLE STREET
CHICAGO, IL 60603

36-1561860

(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	125259	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [X]

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

ACS HR SOLUTIONS

101 WOODCREST ROAD
CHERRY HILL, NJ 08003

20-2185976

(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?
49 50	ADMINISTRATIVE	57064	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [X]

(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 34 50	ACTUARY	665719	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [X]

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)

EXCELLERATE LLP

PO BOX 404784
ATLANTA, GA 30384

20-2185976

(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	ADMINISTRATIVE	25235	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [X]

(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?
27 50	LEGAL	13780	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [X]

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

XEROX HR SOLUTIONS

101 WOODCREST ROAD
CHERRY HILL, NJ 08003

20-2185976

(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?
49 50	ADMINISTRATIVE	128410	Yes [ ] No [X]	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)

KIRKLAND & ELLIS

300 NORTH LASALLE STREET
CHICAGO, IL 60654

36-1326630

(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?
27 50	LEGAL	37670	Yes [ ] No [X]	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	1406811	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

FISHER INVESTMENTS

13100 SKYLINE BOULEVARD
WOODSIDE, CA 94062

94-3029777

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	INVESTMENT MGT	47692	Yes [ ] No [X]	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)

JENNISON ASSOCIATES

PO BOX 353
NEW YORK, NY 10163

52-2069785

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	INVESTMENT MGT	81710	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

GE ASSET MANAGEMENT

3003 SUMMER STREET
STAMFORD, CT 06905

06-1238874

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	INVESTMENT MGT	50674	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

NISA INVESTMENT ADVISORS

150 N. MERAMEC AVENUE
SUITE 640
ST. LOUIS, MO 63105

48-1140940

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	INVESTMENT MGT	184303	Yes [ ] No [X]	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

(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

(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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

▶ **File as an attachment to Form 5500.**

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
CHEMTURA CORPORATION RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
CHEMTURA CORPORATION

D Employer Identification Number (EIN)
52-2183153

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

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

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

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)
06-1148490-002	M	71294

a Name of MTIA, CCT, PSA, or 103-12 IE: SEI STRUCTURED CREDIT COLLECTIVE FD

b Name of sponsor of entity listed in (a): SEI TRUST COMPANY

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)
75-3251893-024	C	42614542

a Name of MTIA, CCT, PSA, or 103-12 IE: SEI OPPORTUNITY COLLECTIVE FUND

b Name of sponsor of entity listed in (a): SEI TRUST COMPANY

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)
51-6567688-015	C	38224883

a Name of MTIA, CCT, PSA, or 103-12 IE: SEI CORE PROPERTY CIT

b Name of sponsor of entity listed in (a): SEI TRUST COMPANY

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)
27-3224429-045	C	39175459

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)

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

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
CHEMTURA CORPORATION RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CHEMTURA CORPORATION

D Employer Identification Number (EIN)
52-2183153

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	39511183	10000000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		1196731
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		73120182
(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)		120014884
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	726042797	71294
(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)		607567368
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		38032

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	765553980	812008491
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k		
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	765553980	812008491

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	10000000	
(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)		10000000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	288	
(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)		288
(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)	19946096	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		19946096
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	178082957	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	178080653	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		2304
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	14832147	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		14832147

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		7514884
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		17311607
(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)		45235163
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		114842489
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	64020979	
(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)		64020979
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)	4246935	
(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)		4246935
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		68267914
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		46574575
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		120064

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)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] 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:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	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.)	4c		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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	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?	4f		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?	4g		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?	4h		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.)	4i	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.)	4j	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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)
RETIREMENT PLAN FOR HOURLY PAID BARGAINING UNIT EMPLOYEES OF WITCO CORPORATION MARSHALL	52-2183153	041

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 01/01/2012 and ending 12/31/2012

A Name of plan
CHEMTURA CORPORATION RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CHEMTURA CORPORATION

D Employer Identification Number (EIN)
52-2183153

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** 0

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): 36-1561860 23-3060382

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** 20

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 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**

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: 42.4% Investment-Grade Debt: 42.8% High-Yield Debt: _____% Real Estate: 4.9% Other: 9.9%

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):

CHEMTURA CORPORATION RETIREMENT PLAN

FINANCIAL STATEMENTS

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

C&B

CARON & BLETZER, PLLC

Certified Public Accountants and Business Consultants

CHEMTURA CORPORATION RETIREMENT PLAN
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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

CARON & BLETZER, PLLC

Certified Public Accountants and Business Consultants

51 Church Street, P.O. Box 668
Kingston, NH 03848-0668
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Independent Auditor's Report

To the Plan Administrator of the Chemtura Corporation Retirement Plan:

We were engaged to audit the accompanying financial statements of the Chemtura Corporation Retirement Plan (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 certification 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 trustee is complete and accurate.

Disclaimer of Opinion

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

Kingston, NH
October 8, 2013

CHEMTURA CORPORATION RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
December 31, 2012 and 2011

	2012	2011
Investments, at fair value:		
Investment in Master Trust	$ 71,294	$ 726,042,797
Common collective trusts	120,014,884	-
Commingled fund	38,032	-
Government securities	73,120,182	-
Mutual funds	607,567,368	-
Total investments	800,811,760	726,042,797
Receivables:		
Interest and dividend income	1,107,181	-
Employer contributions	10,000,000	39,511,183
From other plans	89,550	-
Total receivables	11,196,731	39,511,183
Net assets available for plan benefits	$ 812,008,491	$ 765,553,980

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

CHEMTURA CORPORATION RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
For the years ended December 31, 2012 and 2011

	2012	2011
Additions:		
Employer contributions	$ 10,000,000	$ 51,556,756
Investment earnings from Master Trust	17,311,607	77,851,771
Net appreciation in fair value of investments	67,562,856	-
Dividend and interest income	19,968,026	-
Total additions	114,842,489	129,408,527
Deductions:		
Distributions to participants	64,020,979	59,039,996
Administrative expenses	4,246,935	2,204,191
Total deductions	68,267,914	61,244,187
Net increase	46,574,575	68,164,340
Transfer to Retirement Plan for Hourly Paid Bargaining Unit Employees of the Witco Corporation Marshall	(120,064)	-
Net assets available for plan benefits, beginning of year	765,553,980	697,389,640
Net assets available for plan benefits, end of year	$ 812,008,491	$ 765,553,980

The accompanying notes are an integral part of the 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 Witco Corporation Retirement Plan (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"). 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 December 31, 2005, various plans of Chemtura Corporation were consolidated into the Witco Corporation Retirement Plan.

On January 1, 2007 the Plan changed its name from the Witco Corporation Retirement Plan to the Chemtura Corporation Retirement Plan.

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 domestic employees of the Company who have reached the age of 21 and who have at least one year of service. Employees are credited for all years of service. A minimum of five years of vesting service or attainment of age 55 is required to receive benefits. Effective January 1, 2000, all newly hired corporate employees of the Company were no longer eligible to participate in the Plan. Effective January 1, 2001, all newly hired non-bargaining employees of the Company are no longer eligible to participate in the Plan and at December 31, 2005, the Plan was frozen to all non-bargained participants, and no additional incremental benefits will accrue to the participants.

Pension Benefits

The accrued benefit for most participants is calculated as a percentage of "Final Average Earnings," as defined, multiplied by credited years of service less a percentage of Social Security Retirement benefits multiplied by credited service.

Normal retirement is at 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:

Adoption of Accounting Pronouncement

In May 2011, FASB issued Accounting Standards Update No. 2011-04, "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in US GAAP and IFRSs". ASU 2011-04 requires new disclosures relating to level 3 investment assets including quantitative information about significant unobservable inputs used in financial statement measurement and disclosure of the Plan's valuation process around level 3 investment assets. The Plan adopted required provisions of this amendment on December 31, 2012, resulting in no effect on its financial position.

Basis of Accounting

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

Benefits

Benefit payments are recorded when paid.

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 Master Trust invest in a combination of 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 at least reasonably possible that changes in the value of investment securities will occur in the near term and that such change could materially affect the amounts reported in the statements of net assets available for plan benefits.

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:

	2012	2011
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving payments	$ 615,333,723	$ 597,226,335
Other participants	330,856,689	315,654,838
Total	946,190,412	912,881,173
Nonvested benefits	3,985,022	4,273,183
Total actuarial present value of accumulated plan benefits	$ 950,175,434	$ 917,154,356

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	$ 917,154,356
Increase (decrease) during the year attributable to:	
Benefits accumulated	515,050
Decrease in discount period	45,288,073
Benefits paid	(59,039,996)
Actuarial (gains)/losses	(5,738,209)
Assumption changes	51,996,160
Net increase	33,021,078
Actuarial present value of accumulated plan benefits at end of year	$ 950,175,434

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.

C. INVESTMENTS:

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

	2012	2011
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
	2,006	734,917,673
Interest and dividend receivable, other receivables, net	72,179	2,291,439
	$ 74,185	$ 737,209,112
Plan interest in Master Trust	$ 71,294	$ 726,042,797
Plan percentage interest in Master Trust	96%	98%

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:

	2012	2011
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	(89,444)	(2,700,072)
Total net additions	23,812,937	99,496,193
Deductions:		
Distributions to participants	19,886,218	59,742,161
Plan specific expenses	164,642	2,233,087
Total deductions	20,050,860	61,975,248
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	737,209,112	699,688,167
Net assets available for plan benefits, end of year	$ 74,185	$ 737,209,112
Plan interest in Master Trust	$ 71,294	$ 726,042,797
Plan percentage interest in Master Trust	96%	98%

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)
	$ 17,569,862	$ 79,050,620
Plan interest in net investment income of Master Trust	$ 17,311,607	$ 77,851,771

The following table presents the Plan's investments held both 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	$ 72,379,937	*	$ -	
SEI U.S. Managed Volatility Fund	73,352,986	*	-	
SEI World Equity Ex-US Fund	89,837,551	*	-	
SEI Long Duration Corporate Bond Fund	269,505,918	*	-	
SEI Structured Credit Fund	42,614,542	*	-	
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
Common collective trusts	$ 7,514,884
Mutual funds	59,863,964
U.S. Government securities	184,003
Commingled funds	5
	$ 67,562,856

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. The Plan's investments as of December 31, 2011 consisted of an interest in a Master Trust.

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.

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 for by level and by investment class, within the fair value hierarchy, the Master Trust's investments at fair value as of December 31:

	2012			
Description	Total	Level 1	Level 2	Level 3
Short term investments	$ 2,006	$ 2,006	$ -	$ -
Total investment of Master Trust	$ 2,006	$ 2,006	$ -	$ -

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	$ 734,917,673	$ 392,578,286	$ 342,301,360	$ 38,027

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.

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.

Commingled fund - Valued by management at net asset value as established by the trustee of the fund based on ownership in partner's capital or shares held by the Plan. The commingled funds 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 for by level and by investment class, within the fair value hierarchy, the assets held by the Plan 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:

	2012			
Description	Total	Level 1	Level 2	Level 3
Common collective trusts:				
Property (a)	$ 39,175,459	$ -	$ 39,175,459	$ -
Hedge funds (b)	38,224,883	-	-	38,224,883
Structured credit (c)	42,614,542	-	-	42,614,542
Total common collective trusts	120,014,884	-	39,175,459	80,839,425
Mutual funds:				
Cash	657	657	-	-
Other	27,541,100	27,541,100	-	-
Equity	253,821,987	253,821,987	-	-
Fixed Income	326,203,624	326,203,624	-	-
Total mutual funds	607,567,368	607,567,368	-	-
U.S. government securities:				
Government oblication	73,120,182	-	73,120,182	-
Total government obligations	73,120,182	-	73,120,182	-
Commingled funds:				
Limited Partnership	38,032	-	-	38,032
Total commingled funds	38,032	-	-	38,032
Total	$ 800,740,466	$ 607,567,368	$ 112,295,641	$ 80,877,457

Investment strategies and relevant restrictions for the common collective trusts, by major investment class, are as follows:

(a) Property common collect trusts seek both current income and long-term capital appreciation by investing in commercial real estate properties. The fund may be redeemed quarterly after a 65 day notice period. There is also a 10% holdback on redemptions which will be held in escrow until completion of the fund's annual audit. There are no unfunded commitments.

(b) Hedge fund common collective trusts invest primarily all of its assets in various private investment funds which will pursue hedged investment strategies. The fund may be redeemed quarterly after a 65 day notice period. There is a one year lockup period from the initial subscription. There is also a 10% holdback on redemptions which will be held in escrow until completion of the fund's annual audit. There are no unfunded commitments.

(c) Structured credit common collective trusts invest primarily in portfolios of structured credit instruments. The fund may be redeemed quarterly after a 65 day notice period. There is a two year lockup period on all subscriptions. There is also a 10% holdback on redemptions which will be held in escrow until completion of the fund's annual audit. There are no unfunded commitments.

The table below sets forth a summary of changes in fair value of the Plan's level 3 investment assets for the year ended December 31, 2012:

	Common collective trusts
Balance at beginning of year	$ -
Unrealized gains/(losses) relating to instruments still held at reporting date	5,839,425
Purchases	75,000,000
Balance at end of year	$ 80,839,425

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. The Plan has been amended since receiving the determination letter. However, Chemtura Corporation and its tax counsel believe that the Plan is currently designed and is being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

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.

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:

On April 30, 2013, the Company completed the sale of its antioxidant business to SK Blue Holdings, Ltd, ("SK") and Addivant USA Holdings Corp. ("Addivant"). Included in the transaction was the transfer of $232,700,000 in Plan assets and $315,100,000 in pension liabilities, to a new qualified pension plan established by Addivant, resulting in the net pension liabilities transfer of $82,400,000. 4,332 Plan participants were transferred to the new pension plan established by Addivant as part of the transaction.

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

CHEMTURA CORPORATION RETIREMENT PLAN
EIN: 52-2183153
Plan Number: 001

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

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
*	SEI Core Property Fund	Common collective trust	$ 37,500,000	$ 39,175,459
*	SEI Opportunity Fund	"	37,500,000	38,224,883
*	SEI Structured Credit Fund	"	37,500,000	42,614,542
	New Enterprise Associates VI, LP	Commingled fund	62,568	38,032
	U.S. Treasury Strips Z Coupon 8/15/13	Government obligation	10,111,150	10,130,266
	U.S. Treasury Strips Z Coupon 11/15/14	"	10,451,260	10,490,015
	U.S. Treasury Strips Z Coupon 11/15/15	"	10,433,838	10,502,437
	U.S. Treasury Strips Z Coupon 8/15/17	"	9,075,512	9,159,667
	U.S. Treasury Strips Z Coupon 11/15/19	"	9,282,004	9,371,452
	U.S. Treasury Strips Z Coupon 11/15/22	"	10,788,946	10,856,620
	U.S. Treasury Strips Z Coupon 2/15/27	"	9,037,164	9,007,211
	U.S. Treasury Strips Z Coupon 5/15/42	"	3,759,386	3,602,514
	Prime Obligation Fund	Mutual fund	657	657
*	SEI Dynamic Asset Allocation Fund	"	28,263,060	27,541,100
*	SEI Large Cap Index Fund	"	67,696,196	72,379,937
*	SEI Small Cap Fund	"	17,566,138	18,251,513
*	SEI U.S. Managed Volatility Fund	"	72,063,606	73,352,986
*	SEI World Equity Ex-US Fund	"	83,248,949	89,837,551
*	SEI Core Fixed Income Fund	"	12,197,510	12,349,167
*	SEI Emerging Markets Debt Fund	"	19,007,820	19,172,050
*	SEI High Yield Bond Fund	"	24,160,329	25,176,489
*	SEI Long Duration Corporate Bond Fund	"	259,916,486	269,505,918
*	Interest in Chemtura Master Trust	Master Trust	71,294	71,294
	Total investments per the Form 5500		$ 769,693,873	$ 800,811,760

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

CHEMTURA CORPORATION RETIREMENT PLAN
EIN: 52-2183153
Plan Number: 001

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 TRANSATIONS:						
*	Real Estate Fund	Mutual Fund	$ -	$ 37,426,172	$ 36,185,767	$ 37,426,172	$ 1,240,405
*	SEI Large Cap Fund	"	55,840,000	-	55,840,000	55,840,000	-
*	SEI High Yield Bond Fund	"	38,107,053	-	38,107,053	38,107,053	-
*	SEI Long Dur Corp Bond	"	253,613,394	-	253,613,394	253,613,394	-
*	SEI Small Cap Fund	"	41,880,000	-	41,880,000	41,880,000	-
*	SEI U.S Managed Vol Fund	"	76,928,613	-	76,928,613	76,928,613	-
*	SEI World Equity Ex- US Fund	"	139,600,000	-	139,600,000	139,600,000	-
*	SEI Long Duration Fund	"	-	325,227,379	317,565,910	325,227,379	7,661,469
*	SEI Large Cap Index Fund	"	91,680,000	-	91,680,000	91,680,000	-
*	Cash Pending Opp Collective Cl F	Common Collective Trust	37,500,000	-	37,500,000	37,500,000	-
*	Cash Pending Opp Collective Cl F	"	-	37,500,000	37,500,000	37,500,000	-
*	SEI Opportunity Collective Fund	"	37,500,000	-	37,500,000	37,500,000	-
*	SEI Structured Credit Col Fund Cash Pnd	"	37,500,000	-	37,500,000	37,500,000	-
*	SEI Structured Credit Col Fund Cash Pnd	"	-	37,500,000	37,500,000	37,500,000	-
*	SEI Structured Credit Collective	"	37,500,000	-	37,500,000	37,500,000	-
	SERIES TRANSATIONS:						
*	Real Estate Fund	Mutual Fund	36,950,012	38,194,859	73,900,025	75,144,871	1,244,845
*	SEI Large Cap Fund	"	58,660,787	63,779,720	117,321,571	122,440,507	5,118,935
*	SEI High Yield Bond Fund	"	40,837,237	16,777,022	57,514,145	57,614,259	100,115
*	SEI Long Dur Corp Bond	"	259,916,486	-	259,916,486	259,916,486	-
*	SEI Small Cap Fund	"	46,001,101	29,813,379	74,436,060	75,814,480	1,378,418
*	SEI U.S Managed Vol Fund	"	89,070,384	17,302,473	106,077,165	106,372,857	295,696
*	SEI World Equity EX-US Fund	"	166,895,728	87,238,021	250,542,507	254,133,749	3,591,247
*	SEI Large Cap Index Fund	"	105,176,580	61,382,552	162,669,529	166,559,132	3,889,607
*	Cash Pending SEI Core Prop Co Inv Tr	Common Collective Trust	37,500,000	37,500,000	75,000,000	75,000,000	-
*	Cash Pending Opp Collective Cl F	"	37,500,000	37,500,000	75,000,000	75,000,000	-
*	SEI Structured Credit Col Fund Cash Pnd	"	37,500,000	37,500,000	75,000,000	75,000,000	-
*	SEI Structured Credit Collective	"	37,500,000	37,500,000	75,000,000	75,000,000	-

* Denotes a party-in-interest to the plan

Chemtura Corporation
Chemtura Corporation Retirement Plan
Schedule SB, Line 26 - Schedule of Active Participant Data
EIN / PN: 52-2183153 / 001

Analysis of Active Participant Data by Age and Service

Age Last Birthday		Completed Years of Service							
		0 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	Over 34
<25	Number	0	0	0	0	0	0	0	0
25 to 29	Number	0	6	0	0	0	0	0	0
30 to 34	Number	1	8	9	0	0	0	0	0
35 to 39	Number	2	12	30	12	0	0	0	0
40 to 44	Number	1	12	43	41	13	0	0	0
45 to 49	Number	4	13	37	43	42	21	3	0
50 to 54	Number	2	10	30	30	38	31	39	0
55 to 59	Number	0	12	22	29	36	24	65	46
60 to 64	Number	0	3	6	18	26	15	30	33
65 to 69	Number	0	0	6	4	7	4	4	12
70 & up	Number	0	0	0	0	0	1	0	3

Chemtura Corporation

Chemtura Corporation Retirement Plan

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

EIN / PN: 52-2183153 / 001

Assumptions and methods for contribution purposes

Interest rate basis:	
► Applicable month	September 2011
► Yield curve basis	3-Segment Rates
Interest rates:	
► First segment rate	5.54%
► Second segment rate	6.85%
► Third segment rate	7.52%
► Effective interest rate	6.90%
Annual rates of increase:	
► Compensation	4.00%
► Future Social Security wage bases	3.50%
► Statutory limits on compensation	3.00%

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%

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

Disability

Rates varying by age and location

Representative Disability Rates

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

No disability rates are assumed for the Great Lakes location.

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

Retirement

Rates varying by age, average age 61

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

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

Benefit commencement date:

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

Form of payment

Type of Annuity	Percent Electing
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	$2,600,000

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

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.

CHEMTURA CORPORATION RETIREMENT PLAN
EIN: 52-2183153
Plan Number: 001

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 TRANSATIONS:						
*	Real Estate Fund	Mutual Fund	$ -	$ 37,426,172	$ 36,185,767	$ 37,426,172	$ 1,240,405
*	SEI Large Cap Fund	"	55,840,000	-	55,840,000	55,840,000	-
*	SEI High Yield Bond Fund	"	38,107,053	-	38,107,053	38,107,053	-
*	SEI Long Dur Corp Bond	"	253,613,394	-	253,613,394	253,613,394	-
*	SEI Small Cap Fund	"	41,880,000	-	41,880,000	41,880,000	-
*	SEI U.S Managed Vol Fund	"	76,928,613	-	76,928,613	76,928,613	-
*	SEI World Equity Ex- US Fund	"	139,600,000	-	139,600,000	139,600,000	-
*	SEI Long Duration Fund	"	-	325,227,379	317,565,910	325,227,379	7,661,469
*	SEI Large Cap Index Fund	"	91,680,000	-	91,680,000	91,680,000	-
*	Cash Pending Opp Collective Cl F	Common Collective Trust	37,500,000	-	37,500,000	37,500,000	-
*	Cash Pending Opp Collective Cl F	"	-	37,500,000	37,500,000	37,500,000	-
*	SEI Opportunity Collective Fund	"	37,500,000	-	37,500,000	37,500,000	-
*	SEI Structured Credit Col Fund Cash Pnd	"	37,500,000	-	37,500,000	37,500,000	-
*	SEI Structured Credit Col Fund Cash Pnd	"	-	37,500,000	37,500,000	37,500,000	-
*	SEI Structured Credit Collective	"	37,500,000	-	37,500,000	37,500,000	-
	SERIES TRANSATIONS:						
*	Real Estate Fund	Mutual Fund	36,950,012	38,194,859	73,900,025	75,144,871	1,244,845
*	SEI Large Cap Fund	"	58,660,787	63,779,720	117,321,571	122,440,507	5,118,935
*	SEI High Yield Bond Fund	"	40,837,237	16,777,022	57,514,145	57,614,259	100,115
*	SEI Long Dur Corp Bond	"	259,916,486	-	259,916,486	259,916,486	-
*	SEI Small Cap Fund	"	46,001,101	29,813,379	74,436,060	75,814,480	1,378,418
*	SEI U.S Managed Vol Fund	"	89,070,384	17,302,473	106,077,165	106,372,857	295,696
*	SEI World Equity EX-US Fund	"	166,895,728	87,238,021	250,542,507	254,133,749	3,591,247
*	SEI Large Cap Index Fund	"	105,176,580	61,382,552	162,669,529	166,559,132	3,889,607
*	Cash Pending SEI Core Prop Co Inv Tr	Common Collective Trust	37,500,000	37,500,000	75,000,000	75,000,000	-
*	Cash Pending Opp Collective Cl F	"	37,500,000	37,500,000	75,000,000	75,000,000	-
*	SEI Structured Credit Col Fund Cash Pnd	"	37,500,000	37,500,000	75,000,000	75,000,000	-
*	SEI Structured Credit Collective	"	37,500,000	37,500,000	75,000,000	75,000,000	-

* Denotes a party-in-interest to the plan

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

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

Chemtura Corporation Retirement Plan

B Three-digit plan number (PN) ▶ 001

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: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2012

2	Assets:			
	a Market value		**2a**	764,569,259
	b Actuarial value		**2b**	725,986,715
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	7,252	522,270,362
	b For terminated vested participants	**3b**	5,537	179,868,301
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		2,059,054
	(2) Vested benefits	**3c(2)**		45,562,560
	(3) Total active	**3c(3)**	939	47,621,614
	d Total	**3d**	13,728	749,760,277
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**	6.90 %
6	Target normal cost		**6**	2,902,431

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

10/9/2013

Date

Alice Pegel Stuart, F.S.A.

Type or print name of actuary

11-05939

Most recent enrollment number

Towers Watson Pennsylvania Inc.

Firm name

(203) 326-5400

Telephone number (including area code)

1 Stamford Plaza, 263 Tresser Blvd.

Stamford CT 06901-3226

Address of the firm

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

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)	6,587,976	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	6,587,976	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 11.70 %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		22,228,554
	b Interest on (a) using prior year's effective interest rate of 6.21 % except as otherwise provided (see instructions)		1,742,073
	c Total available at beginning of current plan year to add to prefunding balance		23,970,627
	d Portion of (c) to be added to prefunding balance		23,970,627
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	23,970,627

Part III Funding Percentages

14	Funding target attainment percentage	14	93.63 %
15	Adjusted funding target attainment percentage	15	93.63 %
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	80.80 %
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
07/10/2013	10,000,000				
			Totals ▶ 18(b)	10,000,000	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	9,035,204

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

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

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

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

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
5.54 %	6.85 %	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**	2,902,431
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	47,744,189	14,057,231
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**	16,959,662

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	16,959,662	16,959,662

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**	9,035,204

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	9,035,204
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	9,035,204
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

Attachment to 2012 Form 5500
Schedule SB, line 19 - Discounted Employer Contributions

Plan Name Chemtura Corporation Retirement Plan **EIN:** 52-2183153
Plan Sponsor's Name Chemtura Corporation **PN:** 001

Date of Contributon	Amount	Year Applied	Effective Interest Rate	Interest Adjusted Contribution:
07/10/2013	10,000,000	2012	6.90	9,035,204

Schedule SB, Line 22 - Description of Weighted Average Retirement Age
Chemtura Corporation Retirement Plan

EIN: 52-2183153 Plan Number: 001

Age	Rate of Retirement	Population Survivorship	Number Retiring	Weighted Retirement by Age	Average Retirement Age
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	3,136	3,136	219,539	
Total		693,068	100,000	6,093,068	60.9

Chemtura Corporation

Chemtura Corporation Retirement Plan

Schedule SB, Part V – Summary of Plan Provisions

EIN / PN: 52-2183153 / 001

Plan Provisions – Chemtura Pension (Former Witco Salaried and Nonbargaining Hourly)

Plan name:	Chemtura Corporation Retirement Plan	Plan effective: 7/1/42
Type of plan:	Final Average Pay	Last change effective: 1/1/94 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. The plan was closed to new entrants hired after January 1, 2000. All OSi nonbargained employees participate in this plan, but those hired before May 31, 1996 retain OSi plan provisions as described in the IRS Plan 055 Plan Provisions summary.	
Credited service:	From hire date plus limited amounts of prior service for certain acquired locations. Benefits are frozen as of December 31, 2005, and no credited service is granted for employment after that date.	
Vesting service:	A year of vesting is credited for each year in which the employee completes 1,000 hours of service.	
Pension earnings:	Benefits were frozen as of December 31, 2005. Earnings prior to 2006 were base pay plus commissions.	
Average final 60 months pay:	Average of participant's monthly earnings for the 60 months preceding termination. Earnings earned during 1992 will be used in place of actual pay for each of 1992 and the three previous years.	
Social Security PIA:	Primary insurance amount payable at age 65 based on earnings as of determination date. Zero future earnings are assumed.	
Accrued benefit:*	1.5% of participant's average final 60 months pay times credited service minus 1.5% of participant's Social Security PIA times credited service to a maximum of 50% of PIA. This benefit shall be no less than participant's accrued benefit as of 12/31/93.	

* Concarb participants may elect to receive their past service benefits as a lump sum.

Benefit	Age	Vest Svc	Description
Normal retirement:	65		Accrued benefit payable immediately.
Early:**	55		Accrued benefit reduced 5/9% for each month from 60 to 65 and 5/18% for each month from 55 to 60.
	55 and	25	Accrued benefit payable unreduced at 62; for commencement prior to 62, accrued benefit reduced 5/9% for each month prior to age 62.
Disability:***	50 and	15	Accrued benefit payable immediately.
Postponed:	>65		Accrued benefit payable immediately.
Vesting:	55 or	5	Accrued benefit payable unreduced at 65. For commencement prior to age 65, accrued benefit reduced 5/9% for each month from 60 to 65 and 5/18% for each month from 55 to 60. Vested terminated employees with 25 or more years of service are entitled to the enhanced early retirement factors described above.
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.

** Special early retirement available to certain employees whose jobs have been eliminated due to economic conditions.
*** Participant must be disabled for at least 6 months.
**** Participants may elect a designated beneficiary option in lieu of the pre-retirement death benefit described above.

Future Plan Changes

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

Changes in Benefits Valued Since Prior Year

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

Plan Provisions – Chemtura Pension (DeSoto Santa Fe Springs Hourly)

Plan name:	Chemtura Corporation Retirement Plan	Plan effective: 7/1/42
Type of plan:	Flat dollar multiplier	Last change effective: 1/1/94 Next change effective: N/A
Normal form:	Life annuity	
Membership service:	Closed group of former employees.	
Credited service:	N/A	
Vesting service:	N/A	
Pension earnings:	N/A	
Accrued benefit:	$180 times credited service after 12/31/88.	

Benefit	Age	Vest Svc	Description
Normal retirement:	65		Accrued benefit payable immediately.
Early:	55		Accrued benefit reduced 5/9% for each month from 60 to 65 and 5/18% for each month from 55 to 60.
Disability:*	50 and	15	Accrued benefit payable immediately.
Postponed:	>65		Accrued benefit payable immediately.
Vesting:	55 or	5	Accrued benefit payable unreduced at 65. For commencement prior to age 65, accrued benefit reduced 5/9% for each month from 60 to 65 and 5/18% for each month from 55 to 60.
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.

Chemtura Corporation

Chemtura Corporation Retirement Plan

Schedule SB, Part V – Summary of Plan Provisions

EIN / PN: 52-2183153 / 001

Future Plan Changes

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

Changes in Benefits Valued Since Prior Year

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

Plan Provisions – Chemtura Pension (Mapleton Metal Organics Plant "MOP")

Plan name:	Chemtura Corporation Retirement Plan	Plan effective: 1/1/79
Type of plan:	Career Pay	Last change effective: 1/1/94 Next change effective: N/A
Normal form:	Life annuity	
Membership service:	First of the month following date of hire.	
Credited service:	A year of service is credited for each year in which the employee completes 1,800 hours of service.	
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	
Accrued benefit:	The greater of $600 times credited service or, for each year during which a participant has completed 350 hours of service, 1.1% of earnings between $600 and $3,000 and 1.65% of earnings over $3,000. This benefit shall be no less than the benefit accrued as of 12/31/84.	

Benefit	Age	Vest Svc	Description
Normal retirement:	65 and	5	Accrued benefit payable immediately.
Early:	55 and	5	Prior to age 62, accrued benefit reduced 5% for each year from 55 to 62. Otherwise, unreduced accrued benefit payable immediately.
		30	Unreduced accrued benefit payable immediately.
Disability:		15	Accrued benefit payable immediately.
Postponed:	>65		Accrued benefit payable immediately.
Vesting:		5	Accrued benefit payable unreduced at 62. For commencement prior to age 62, use early retirement reductions.
Pre-ret death:		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.

Future Plan Changes

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

Changes in Benefits Valued Since Prior Year

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

Plan Provisions – Chemtura Pension (Morgantown)

Plan name:	Chemtura Corporation Retirement Plan	Plan effective: 1/1/79
Type of plan:	Career Pay	Last change effective: 1/1/94 Next change effective: N/A
Normal form:	Life annuity	
Membership service:	1 year of service under GE plan at closing date.	
Credited service:	Elapsed time. Benefits are frozen as of December 31, 2005, and no credited service is granted for employment after that date.	
Vesting service:	A year of vesting is credited for each year in which the employee completes 1,000 hours of service.	
Plan Covered Compensation	Benefits were frozen as of December 31, 2005. Earnings prior to 2006 were for 2003, $30,000. For all calendar years after 2003, the amount defined as “covered compensation” by section 401(l) of the Code for any employee attaining age 65 in that calendar year, less $7,500. For participants who are over age 65 in any calendar year, the amount defined as “covered compensation” by section 401(1) of the Code for the calendar year in which the participant attained age 65, less $7,500	
Accrued benefit:	For each year of participation 1.45% earnings up to Plan Covered Compensation plus 1.90% earnings over Plan Covered Compensation. This benefit shall be no less than $336 plus a factor (as defined in Appendix W of the plan document) or $480.	

Benefit	Age	Vest Svc	Description
Normal retirement:	65		Accrued benefit payable immediately.
Early:	60		Benefit computed in the same manner as the Normal Retirement Benefit, except that the participant shall be treated as if he remained employed until his Normal Retirement age and the benefit shall be based only on compensation earned by the participant as of his actual date of retirement. Prior to age 60, accrued benefit reduced 3-1/3% per year to age 55.
Disability:		15	A participant who retires under Disability Retirement at age 60 or older shall receive a benefit computed in the same manner as the early (age 60) retirement benefit. A participant who retires prior to age 60 under Disability Retirement shall receive a benefit computed in the same manner as the Normal Retirement Benefit, but only using compensation earned by the participant as of the date of his disability retirement. Such amount shall than be reduced by 2% per year prior to age 60, to a maximum reduction of 12% at or before age 54.
Postponed:	>65		Accrued benefit payable immediately.
Vesting:		5	Accrued benefit payable unreduced at 60. For commencement prior to age 60, use early retirement reductions.
Pre-ret death:	60 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.
Age 60 Retirement Supplement *	60	5	$168 per year for each year of benefit service. This payment shall continue at least until the attainment of eligibility for Social Security benefits. This benefit shall continue to be paid beyond Social Security eligibility, until the participant becomes eligible for 80% Social Security benefits, dies, or becomes rehired.
Special Early Retirement Supplement *	60	25	If retired prior to 1/1/2006, and after having attained age 60 but before having attained 80% Social Security eligibility, $350 per month in addition to the Age 60 Retirement Supplement, payable until the participant attains 80% Social Security eligible age, dies, or becomes rehired.

* In no event will the supplemental payments payable to the participant exceed the amount of the participant's unreduced Social Security benefits.

Future Plan Changes

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

Changes in Benefits Valued Since Prior Year

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

Plan Provisions – Chemtura Pension (Former IRS Plan 014 Retirees)

Plan name:	Retirement Plan for Hourly Paid Bargaining Unit Employees of Witco Corporation (Chicago Clearing, Illinois)	Plan effective: 7/1/42
Type of plan:	Career Pay Closed group of former employees	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 1 year of vesting service.	
Credited service:	From date of membership.	
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	
Accrued benefit:	Past service benefit plus, for each year after 1/1/76, 1.1% of earnings between $600 and $3,000 and 1.65% of earnings over $3,000.	

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

* Participant must be disabled for at least 6 months.
** Participants may elect a designated beneficiary option in lieu of the pre-retirement death benefit described above.

Future Plan Changes

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

Changes in Benefits Valued Since Prior Year

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

Plan Provisions – Chemtura Pension (Former IRS Plan 021 Retirees)

Plan name:	Retirement Plan for Hourly Paid Bargaining Unit Employees of Witco Corporation (Trainer, Pennsylvania)	Plan effective: 1/1/74
Type of plan:	Career Pay Closed group of former employees	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 1 year of vesting service.	
Credited service:	From date of membership.	
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	
Accrued benefit:	Past service benefit plus, for each year after 1/1/76, 1.0% of earnings between $600 and $3,000 and 1.5% of earnings over $3,000.	

Benefit	Age	Vest Svc	Description
Normal retirement:	65		Accrued benefit payable immediately.
Early:	55		Accrued benefit reduced 5/9% for each month from 60 to 65 and 5/18% for each month from 55 to 60.
Disability:*	50 and	15	Accrued benefit payable immediately.
Postponed:	>65		Accrued benefit payable immediately.
Vesting:	55 or	5	Accrued benefit payable unreduced at 65. For commencement prior to age 65, 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.

Future Plan Changes

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

Changes in Benefits Valued Since Prior Year

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

Plan Provisions – Chemtura Pension (Former IRS Plan 035 Retirees)

Plan name:	Retirement Plan for the Hourly Paid Employees of Witco Corporation (Brainards, NJ & LaPorte, TX)	Plan effective: 7/1/86
Type of plan:	Career Pay Closed group of former employees	Last change effective: 9/5/90 Next change effective: N/A
Normal form:	10 year certain and life	
Membership service:	The January 1 following the period ending 60 days after date of hire.	
Credited service:	A year of service is credited for each year in which the employee completes 2,080 hours of service.	
Vesting service:	A year of vesting is credited for each year in which the employee completes 1,000 hours of service.	
Pension earnings:	W-2 earnings	
Average monthly earnings:	Monthly average earnings for the period 1/1/74 (or date of hire if later) to date of determination.	
Integration level:	Various amounts ranging from $8,400 to $13,200 depending on year of birth.	
Accrued benefit:	5/8% of average monthly earnings multiplied by credited service plus 1-2/3% of the excess of average monthly earnings over 1/12th integration level multiplied by the lesser of 15 or credited service.	

Benefit	Age	Vest Svc	Description
Normal retirement:	65		Accrued benefit payable immediately.
Early:	55 and	10	Accrued benefit reduced 5/9% for each month from 60 to 65 and 5/18% for each month from 55 to 60.
Disability:*	50 and	15	Accrued benefit payable immediately.
Postponed:	>65		Accrued benefit payable immediately.
Vesting:		5	Accrued benefit payable unreduced at 65. If participant has completed 10 years of vesting service, use early retirement reductions for commencement prior to age 65.
Pre-ret death:**		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 who have attained age 40 and 5 years of service are eligible for a pre-retirement death benefit calculated as if earnings and service had continued to NRD.

Future Plan Changes

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

Changes in Benefits Valued Since Prior Year

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

Plan Provisions – Chemtura Pension (Former Gretna Hourly)

Plan name:	Retirement Plan for Hourly Paid Bargaining Unit Employees of Witco Corporation (Gretna, Louisiana)	Plan effective: 1/1/61
Type of plan:	Career Pay Closed group of former employees	Last change effective: 6/1/90 Next change effective: N/A Merged into Chemtura Pension Plan effective: 12/31/05
Normal form:	Life annuity	
Membership service:	The January 1 or July 1 following the attainment of age 21 and the completion of 1 year of vesting service.	
Credited service:	From date of membership.	
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	
Accrued benefit:	Past service benefit plus, for each year after 1/1/76, 1.1% of earnings between $600 and $3,000 and 1.65% of earnings over $3,000. Effective 6/1/90, this benefit shall be no less than $216 times credited service plus $120 times pre-participant 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.

Future Plan Changes

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

Changes in Benefits Valued Since Prior Year

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

Plan Provisions – Chemtura Pension (Former Memphis Hourly)

Plan name:	Retirement Plan for Hourly Paid Bargaining Unit Employees of Witco Corporation (Memphis, Tennessee)	Plan effective: 12/1/80
Type of plan:	Career Pay	Last change effective: 1/1/89
	Closed group of former employees	Next change effective: N/A
		Merged into Chemtura Pension Plan effective: 12/31/05
Normal form:	Life annuity	
Membership service:	The January 1 or July 1 following the completion of 1 year of vesting service.	
	This location was sold on February 29, 2008.	
Credited service:	From date of membership.	
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	
Accrued benefit:	For each year after 1/1/87, 1.1% of earnings between $600 and $3,000 and 1.65% of earnings over $3,000.	

Benefit	Age	Vest Svc	Description
Normal retirement:	65		Accrued benefit payable immediately.
Early:	55		Accrued benefit reduced 5/9% for each month from 60 to 65 and 5/18% for each month from 55 to 60.
Disability:*	50 and	15	Accrued benefit payable immediately.
Postponed:	>65		Accrued benefit payable immediately.
Vesting:	55 or	5	Accrued benefit payable unreduced at 65. For commencement prior to age 65, 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.

Future Plan Changes

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

Changes in Benefits Valued Since Prior Year

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

Plan Provisions – Chemtura Pension (Former OSi Retirement Plan)

Plan name:	Retirement Plan for Employees of Osi Specialties, Inc. and Participating Subsidiary Companies	Plan effective: 7/9/93
Type of plan:	Final Average Pay Closed group of former employees	Last change effective: 1/1/95 Next change effective: N/A Merged into Chemtura Pension Plan effective: 12/31/05
Normal form:	Life annuity	
Membership service:	Immediately upon hire. All OSi nonbargaining employees participate in Witco 01 (IRS 001). Those OSi nonbargaining employees hired before 5/31/1996 retain OSi (IRS Plan 055) plan provisions.	
Credited service:	From hire date plus limited amounts of prior service for certain acquired locations.	
Vesting service:	A year of vesting is credited for each year of Credited Service.	
Pension earnings:	Base pay plus commissions, shift differential, incentive compensation awards, and special awards.	
Final average monthly pay:	The greater of (i) the monthly average of the highest three Pension earnings in the last 10 full calendar years preceding termination or retirement, or (ii) the average of the 36 full calendar months of Pension earnings (excluding incentive compensation) plus the monthly average of the incentive compensation related to the three full calendar years preceding termination or retirement.	
Social Security PIA:	For early or normal retirement, primary insurance amount payable at age 62 (or current age if older) based on earnings as of determination date, with zero future earnings assumed. For terminations, primary insurance amount payable at 65, with level future earnings assumed.	
Accrued benefit:	The greater of (i) 1.5% of final average monthly pay times credited service, minus 1.5% of Social Security PIA times credited service to a maximum of 50% of PIA; (ii) 1.2% of final average monthly pay times credited service plus $12; or (iii) $12 plus $6 times first 10 years of credited service plus $9 times the next 10 years of credited service plus $12 times credited service in excess of 20 years plus 2% of final average monthly pay plus 1% of final average monthly pay times credited service up to 8 years. Accrued benefit is reduced for prior benefits payable from Union Carbide.	

Benefit	Age	Vest Svc	Description
Normal retirement:	65		Accrued benefit payable immediately.
Early:	50 and	10	Accrued benefit payable unreduced if age 62 with 10 years of vesting service, or age plus vesting service equals 85 ("rule of 85"), otherwise accrued benefit payable reduced by 5/12% per month for each month prior to eligibility for unreduced benefit.
Disability:*		10	Accrued benefit payable immediately until retirement; service (but not pay) credited while disabled up to a maximum of 30 years of credited service.
Postponed:	>65		Accrued benefit payable immediately.
Vesting:		5	Accrued benefit projected to 65 and prorated, payable unreduced at 65. For commencement prior to 65, reduced 5/9% for each month from 62 to 65, and 5/12% for each month from 50 to 62.
Pre-ret death:		5	If eligible for early, 50% of accrued benefit payable immediately adjusted .5% for each year spouse's age is more than 5 years younger. Otherwise, payment is deferred to employee's age 50.

* Participant must be disabled for at least 6 months.

Future Plan Changes

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

Changes in Benefits Valued Since Prior Year

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

Plan Provisions – Chemtura Pension (Former Uniroyal Plan A)

Covered Employees	All hourly rate or salaried employees represented by a collective bargaining agent Closed group of former employees
Merger Date	Merged into the Chemtura Pension Plan effective December 31, 2005.
Participation Date	Date of becoming a covered employee

Definitions

Vesting service	Years and months of service from the later of date of hire and age 18
Pension service	Years and months of service from date of hire including periods of authorized leave of absence and disability if the employee returns to work, and including up to two years while on layoff
Normal retirement date (NRD)	First of month coinciding with or next following the attainment of age 65 with five years of vesting service
Monthly pension benefit	A monthly benefit of the employee's pension service multiplied by the benefit rate:

Benefit Rate	Effective Date
$ 21.00	05/01/1993
$ 22.00	05/01/1994
$ 23.00	05/01/1995
$ 25.00	05/01/1996
$ 29.00	05/01/1997
$ 30.00	05/01/1998
$ 32.00	05/01/1999
$ 35.00	05/01/2000
$ 37.00	05/01/2001

Monthly preretirement death benefit	50% of the monthly pension benefit as of the date of death, reduced for the 50% joint and survivor election and reduced for payment as early as the participant's 55th birthday

Chemtura Corporation

Chemtura Corporation Retirement Plan

Schedule SB, Part V – Summary of Plan Provisions

EIN / PN: 52-2183153 / 001

Eligibility for Benefits	
Normal retirement	Retirement on NRD
Unreduced early retirement	Retirement before NRD and the earlier of on or after both attaining age 62 and completing 10 years of vesting service or completing 30 years of vesting service. Upon plant closing, the earlier of on or after both attaining age 55 and completing five years of vesting service or completing 25 years of vesting service
Early retirement	Retirement before NRD and on or after attaining age 55 and completing 10 years of vesting service
Supplemental retirement	Retirement before NRD and on or after attaining age 55 and completing 30 years of vesting service
Special retirement (at the option of the Company or by mutual agreement)	Retirement before NRD and on or after attaining age 55 and completing 10 years of vesting service and no longer physically/mentally able to fulfill job requirements and cannot qualify to transfer within local plant.
Postponed retirement	Retirement after NRD
Vested termination	Termination for reasons other than death or retirement after completing five years of vesting service
Disability	Permanent and total disability prior to NRD and after completing 10 years of vesting service
Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse

Benefits Paid Upon the Following Events	
Normal retirement	Monthly pension benefit determined as of NRD
Unreduced early retirement	Monthly pension benefit determined as of date of retirement
Early retirement	Monthly pension benefit determined as of early retirement date, reduced 4.8% for each year of payment before age 62
Supplemental retirement	Monthly benefit equal to $200 plus $10 multiplied by the number of years that retirement age is beyond age 55 plus $10 multiplied by the number of years of vesting service at retirement exceeds 30 years, payable as a temporary life annuity until retiree is eligible for 80% of the unreduced primary Social Security benefit or Social Security disability benefit
Special retirement (at the option of the Company or by	Monthly pension benefit determined as of date of retirement plus a monthly benefit of the benefit rate times years of pension service payable to social security age

mutual agreement)	
Postponed retirement	Monthly pension benefit determined as of actual retirement date

Vested termination	Monthly pension benefit determined as of termination date, reduced actuarially for payment before the participant's NRD
Disablement	Monthly pension benefit determined as of date of disablement, payable immediately without reduction for early commencement plus (1) or (2) below: If Social Security disability is granted on initial application, a lump sum benefit equal to the benefit rate times pension service times the number of months from retirement to Social Security award If Social Security disability is denied, a monthly benefit payable to the earlier of attaining eligibility for full unreduced primary Social Security benefit or eligibility for a Social Security disability benefit, and equal to the smaller of: the monthly pension benefit determined as of the date of disablement, and the Social Security disability benefit
Preretirement death	If the participant had attained age 55 and completed 10 years of vesting service or had completed 30 years of vesting service or had met the NRD eligibility, then 50% of the monthly pension benefit that would have been payable if the participant had retired at the date of death. Otherwise, the monthly preretirement death benefit that would have been payable if the participant had terminated, survived to earliest retirement age, elected a joint and 50% survivor annuity, and then died.

Other Plan Provisions

Forms of payment	Preretirement death benefits are payable only as described above. Monthly pension benefits are paid as a five year certain and life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of 50% joint and survivor annuity option or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the plan. Optional forms are a 5-year certain annuity followed by a 100% or 50% joint and survivor annuity, or a five, ten, and fifteen-year certain and life annuity.
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

Future Plan Changes

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

Changes in Benefits Valued Since Prior Year

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

Plan Provisions – Chemtura Pension (Former Uniroyal Plan B)

Covered Employees	Employees hired on or before December 31, 1994 who are not represented by a collective bargaining agent. Certain hourly-rate employees are excluded. Plan benefits were frozen as of December 31, 1998.
Merger Date	Merged into the Chemtura Pension Plan effective December 31, 2005.
Participation Date	Date of becoming a covered employee
Definitions	
Vesting service	Years and months of service from the later of date of hire and age 18
Pension service	Years and months of service from date of hire including periods of authorized leave of absence and disability. Benefits are frozen as of December 31, 1998, and no credited service is granted for employment after that date.
Normal retirement date (NRD)	First of month coinciding with or next following the attainment of age 65
Pensionable pay	Benefits are frozen as of December 31, 1998. Earnings prior to 1999 were regular salary plus Section 125 and 401(k) deferrals plus overtime plus shift differential plus vacation plus sales incentives plus Management Incentive Plan awards plus profit sharing bonuses. Excludes lump sum vacation payments, termination allowances, special Long-Term Incentive Plan awards, relocation expenses, foreign service allowances, long-term service bonuses formerly paid under the Uniroyal Chemical Capital Accumulation Plan, imputed income on group life insurance, supplemental pension or death benefit payments and payments in connection with mortgage differentials, car finance charge reimbursements or tuition reimbursements.
Covered Compensation	Maximum average wage for benefit determination purposes under the Social Security Act for an individual who was born in the same year as the participant, assuming that the wage base remains constant from the calendar year of termination until the participant's normal retirement age under the Social Security Act.

Monthly pension benefit	One-twelfth of the sum of the pre-1990 and post-1989 normal retirement allowances: 1. Pre-1990 Allowance The sum of the Base component and the Excess Component: Base component: 1.25% of pre-1990 ten-year Final Average Pay for pre-1990 pension service Excess Component: 0.35% of pre-1990 ten-year Final Average Pay in excess of $24,000 for pre-1990 pension service up to 35 years 2. Post-1989 Allowance For each plan year after 1989 and prior to 1999, the sum of the Base Component and Excess Component: Base Component: 1.25% of earnings Excess Component: 0.35% of earnings over the lesser of 50% of the Social Security Wage Base and 150% of Covered Compensation, based on pension service up to 35 years.
Monthly preretirement death benefit	50% of the monthly pension benefit as of the date of death, reduced for the 50% joint and survivor election and reduced for payment as early as the participant's 55th birthday

Eligibility for Benefits

Normal retirement	Retirement on NRD
Unreduced early retirement	Retirement before NRD and the earlier of on or after both attaining age 62 and completing 10 years of vesting service or attaining age 55 and completing 30 years of vesting service or age plus vesting service of 80 years (75 years if permanently incapable of performing work). Upon plant closing, the earlier of on or after both attaining age 55 and completing 10 years of vesting service or age plus vesting service of 75 years.
Early retirement	Retirement before NRD and on or after attaining age 55 and completing 10 years of vesting service
Supplemental retirement	Retirement before NRD and on or after attaining age 55 and completing 30 years of vesting service prior to January 1, 1979
Postponed retirement	Retirement after NRD
Vested termination	Termination for reasons other than death or retirement after completing five years of vesting service
Disability	Permanent and total disability prior to NRD and after completing 10 years of vesting service

Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse

Benefits Paid Upon the Following Events	
Normal retirement	Monthly pension benefit determined as of NRD
Unreduced early retirement	Monthly pension benefit determined as of date of retirement with the excess component reduced 4.8% for each year of payment before age 62
Early retirement	Monthly pension benefit determined as of early retirement date, reduced 4.8% for each year of payment before age 62
Supplemental Retirement	If pre-1979 minimum applies, a monthly benefit equal to $75 plus $10 multiplied by age on January 1, 1979 less 30 years plus $7.50 multiplied by pension service on January 1, 1979 less 30 years, payable as a temporary life annuity to age 62
Postponed retirement	Monthly pension benefit determined as of actual retirement date
Vested termination	Monthly pension benefit determined as of termination date, reduced actuarially for payment before the participant's NRD
Disablement	Monthly pension benefit payable at age 65 as if the participant continued working until NRD at the same rate of pay received immediately prior to disability payable immediately without reduction for early commencement
Preretirement death	The monthly preretirement death benefit that would have been payable if the participant had terminated, survived to earliest retirement age, elected a joint and 50% survivor annuity, and then died
Other Plan Provisions	
Forms of payment	Preretirement death benefits are payable only as described above. Monthly pension benefits are paid as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of 50% joint and survivor annuity option or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the plan. Optional forms are a 100%, 75%, or 50% joint and survivor annuity, and a five-year or ten-year certain and life annuity.
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

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.

Summary of Plan Provisions - Chemtura Pension (Former Uniroyal Plan C)

Covered Employees	Hourly rate employees at the Gastonia, NC plant. Plan benefits were frozen as of December 31, 1998.
Merger Date	Merged into the Chemtura Pension Plan effective December 31, 2005.
Participation Date	Date of becoming a covered employee
Definitions	
Vesting service	Years and months of service from the later of date of hire and age 18
Pension service	Years and months of service from date of hire including periods of authorized leave of absence. Benefits are frozen as of December 31, 1998, and no credited service is granted for employment after that date.
Normal retirement date (NRD)	First of month coinciding with or next following the attainment of age 65 with five years of vesting service
Monthly pension benefit	A monthly benefit of $9.50 multiplied by years of pension service prior to January 1, 1999
Monthly preretirement death benefit	50% of the monthly pension benefit as of the date of death, reduced for the 50% joint and survivor election and reduced for payment as early as the participant's 55th birthday
Eligibility for Benefits	
Normal retirement	Retirement on NRD
Unreduced early retirement	Retirement before NRD and on or after both attaining age 62 and completing 10 years of vesting service. Upon plant closing, on or after both attaining age 55 and completing 15 years of vesting service.
Early retirement	Retirement before NRD and on or after attaining age 55 and completing 10 years of vesting service
Special retirement (at the option of the Company or by mutual agreement)	Retirement before NRD and on or after attaining age 55 and completing 15 years of vesting service and no longer able to fulfill job requirements
Postponed retirement	Retirement after NRD
Vested termination	Termination for reasons other than death or retirement after completing five years of vesting service

Disability	Permanent and total disability prior to NRD and after completing 15 years of vesting service
Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse
Benefits Paid Upon the Following Events	
Normal retirement	Monthly pension benefit determined as of NRD
Unreduced early retirement	Monthly pension benefit determined as of date of retirement
Early retirement	Monthly pension benefit determined as of early retirement date, reduced 4.8% for each year of payment before age 62
Special retirement (at the option of the Company or by mutual agreement)	Monthly pension benefit determined as of date of retirement
Postponed retirement	Monthly pension benefit determined as of actual retirement date
Vested termination	Monthly pension benefit determined as of termination date, reduced actuarially for payment before the participant's NRD
Disablement	Monthly pension benefit determined as of date of disablement, payable immediately without reduction for early commencement
Preretirement death	The monthly preretirement death benefit that would have been payable if the participant had terminated, survived to earliest retirement age, elected a joint and 50% survivor annuity, and then died
Other Plan Provisions	
Forms of payment	Preretirement death benefits are payable only as described above. Monthly pension benefits are paid as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of 50% joint and survivor annuity option or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the plan. Optional forms are a 50% joint and survivor annuity.
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining pension cost but not

for determining contributions.

Future Plan Changes

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

Changes in Benefits Valued Since Prior Year

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

Plan Provisions – Chemtura Pension (Former Newark Hourly)

Covered Employees	All hourly employees Closed group of former employees
Merger Date	Merged into the Chemtura Pension Plan effective December 31, 2005.
Participation Date	Attainment of age 21 and completion of 12 months of service with at least 1,000 hours of service

Definitions

Vesting service	Years of service from the later of date of hire with at least 1,000 hours of pension service
Pension service	One year of service for each plan year during which at least 1,000 hours of service is credited, including periods of authorized leave of absence and up to one year while in layoff. Not to exceed 30 years.
Normal retirement date (NRD)	First of month coinciding with or next following the attainment of age 65 with five years of vesting service
Monthly pension benefit	A monthly benefit equal to the sum of pension service earned during each period multiplied by the benefit rate:

Benefit Rate	Period of Service
$ 7.50	01/01/1981 - 01/01/1984
$ 9.00	01/01/1984 - 01/01/1987
$10.00	01/01/1987 - 01/01/1988
$11.00	01/01/1988 - 01/01/1989
$12.00	01/01/1989 - 01/01/1990
$13.00	01/01/1990 - 01/01/1991
$14.00	01/01/1991 - 01/01/1992
$15.00	01/01/1992 - 01/01/1993
$16.00	01/01/1993 - 01/01/1994
$17.00	01/01/1994 - 01/01/1995
$18.00	01/01/1995 - 01/01/1996
$19.00	01/01/1996 - 01/01/1997
$20.00	01/01/1997 - 01/01/1998
$21.00	01/01/1998 - 01/01/1999

$22.00	01/01/1999 - 01/01/2000
$23.00	01/01/2000 - 01/01/2001
$24.00	01/01/2001 -

Monthly preretirement death benefit	50% of the monthly pension benefit as of the date of death, reduced for the 50% joint and survivor election and reduced for payment as early as the participant's 55th birthday
Eligibility for Benefits	
Normal retirement	Retirement on NRD
Early retirement	Retirement before NRD and on or after attaining age 55 and completing 10 years of vesting service
Postponed retirement	Retirement after NRD
Vested termination	Termination for reasons other than death or retirement after completing five years of vesting service
Disability	Permanent and total disability prior to NRD and after completing 15 years of vesting service
Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse
Benefits Paid Upon the Following Events	
Normal retirement	Monthly pension benefit determined as of NRD
Early retirement	Monthly pension benefit determined as of early retirement date, reduced 6.667% for each of the first five years and 3.333% for each of the next five years that payment precedes the participant's NRD
Postponed retirement	Monthly pension benefit determined as of actual retirement date
Vested termination	Monthly pension benefit determined as of termination date, reduced 6.667% for each of the first five years and 3.333% for each of the next five years that payment precedes the participant's NRD
Disablement	Monthly pension benefit determined as of date of disablement, payable immediately reduced actuarially for payment before the participant's NRD
Preretirement death	The monthly preretirement death benefit that would have been payable if the participant had terminated, survived to earliest retirement age, elected a joint and 50% survivor annuity, and then died

Other Plan Provisions

Forms of payment	Preretirement death benefits are payable only as described above. Monthly pension benefits are paid as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of 50% joint and survivor annuity option or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the plan. Optional forms are a 100%, 66-2/3% or 50% joint and survivor annuity.
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

Future Plan Changes

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

Changes in Benefits Valued Since Prior Year

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

Plan Provisions – Chemtura Pension (Former Nutley Hourly)

Covered Employees	All hourly employees represented by the Amalgamated Local 332 International Union of Electrical, Technical, Salaried, Machine, and Furniture Workers AFL-CIO
	Closed group of former employees
Merger Date	Merged into the Chemtura Pension Plan effective December 31, 2005.
Participation Date	Date of becoming a covered employee
Definitions	
Vesting service	Years of service from the later of date of hire with at least 1,000 hours of service
Pension service	One year of service for each plan year during which at least 1,000 hours of service is credited, including periods of authorized leave of absence and disability if the employee returns to work
Normal retirement date (NRD)	First of month coinciding with or next following the attainment of age 65

Monthly pension benefit

A monthly benefit equal to the sum of pension service earned during each period multiplied by the benefit rate:

Benefit Rate	Period of Service
$ 2.00	- 01/01/1975
$ 4.00	01/01/1975 - 01/01/1977
$ 5.00	01/01/1977 - 01/01/1979
$ 7.00	01/01/1979 - 01/01/1980
$ 8.00	01/01/1980 - 01/01/1981
$ 9.00	01/01/1981 - 01/01/1982
$10.00	01/01/1982 - 01/01/1983
$11.00	01/01/1983 - 01/01/1985
$12.00	01/01/1985 - 01/01/1990
$13.00	01/01/1990 - 01/01/1993
$14.00	01/01/1993 - 01/01/1994
$15.00	01/01/1994 - 01/01/1995
$16.00	01/01/1995 - 01/01/1996
$17.00	01/01/1996 - 01/01/1997
$18.00	01/01/1997 - 01/01/1998
$19.00	01/01/1998 - 01/01/1999
$20.00	01/01/1999 - 01/01/2000
$21.00	01/01/2000 - 01/01/2001
$22.00	01/01/2001 -

Monthly preretirement death benefit

50% of the monthly pension benefit as of the date of death, reduced for the 50% joint and survivor election and reduced for payment as early as the participant's 55th birthday

Eligibility for Benefits

Normal retirement	Retirement on NRD
Early retirement	Retirement before NRD and on or after attaining age 55 and completing 10 years of vesting service
Postponed retirement	Retirement after NRD
Vested termination	Termination for reasons other than death or retirement after completing five years of vesting service
Disability	Permanent and total disability prior to NRD and after completing 5 years of vesting service

Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse

Benefits Paid Upon the Following Events

Normal retirement	Monthly pension benefit determined as of NRD
Early retirement	Monthly pension benefit determined as of early retirement date, reduced 6.667% for each of the first five years and 3.333% for each of the next five years that payment precedes the participant's NRD
Postponed retirement	Monthly pension benefit determined as of actual retirement date
Vested termination	Monthly pension benefit determined as of termination date, reduced 6.667% for each of the first five years and 3.333% for each of the next five years that payment precedes the participant's NRD
Disablement	The monthly pension benefit determined as of date of disability payable at NRD
Preretirement death	The monthly preretirement death benefit that would have been payable if the participant had terminated, survived to earliest retirement age, elected a joint and 50% survivor annuity, and then died.

Other Plan Provisions

Forms of payment	Preretirement death benefits are payable only as described above. Monthly pension benefits are paid as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of 50% joint and survivor annuity option or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the plan. Optional forms are a 100% or 50% joint and survivor annuity or a lump sum payment.
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

Future Plan Changes

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

Changes in Benefits Valued Since Prior Year

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

Plan Provisions – Chemtura Pension (Former Great Lakes – Salaried Employees)

Covered Employees	Each employee of the Company, or any of its affiliates that are participating in the plan, except for any employee who is a member of a collective bargaining group whose collective bargaining agreement does not provide for participation in the plan. Excludes: Four Seasons, AQUATERRA, OSCA, hourly employees at Ashley, IN, and hourly employees at Lime-o-Sol.
Merger Date	Merged into the Chemtura Pension Plan effective December 31, 2005.
Participation Date	Later of completion of one year of eligibility service and the date the employer becomes a participating employer under the plan.
Definitions	
Vesting service	Prior to 1985: One year of vesting service for each calendar year of 1,000 or more hours of service After 1984 and prior to 1993: One year of vesting service for each year of employment on an elapsed time basis After 1992: One year of vesting service for each year of employment determined in complete and fractional years. Part-time employees will receive one year of vesting service for each plan year credited with 1,000 hours of service Effective with the December 31, 2005 merger all active participants were 100% vested
Pension service	Prior to 1976: In accordance with plan provisions then in effect After 1975 and prior to 1985: One year of pension service for each plan year of 1,000 or more hours, with prorated credit in the first and last year of employment After 1984 and prior to 1993:

	Vesting service while an active participant
	After 1992 and prior to 2001:
	Part-time employees receive pension service for each year of vesting service
	After 2000:
	"active participant" is replaced with "eligible employee"
	Former Anzon salaried employees, former FMC employees, and former Optical Monomers employees receive credit for prior plan service.
	Participants at the Adrian, Michigan location continue to accrue service. For all others, benefits are frozen as of December 31, 2005 and no pension service is granted for employment after that date.
Normal retirement date (NRD)	First of month coinciding with or next following the attainment of age 65 with 5 years of participation service
Pensionable pay	Total direct cash compensation including bonuses and overtime plus Section 125 and 401(k) deferrals. Benefits are frozen as of December 31, 2005 for all employees except those at the Adrian, Michigan location.
Average earnings	The average of the highest five consecutive complete calendar years of pensionable pay ending on the participant's termination date or retirement date.
Covered Compensation	The average (without indexing) of the maximum Social Security taxable wage bases for each of the calendar years during the 35 year period ending with the last day of the calendar year in which the participant reaches Social Security retirement age.
Monthly pension benefit	One-twelfth of the sum of the (1) and (2):
	(1) 1.00% of average earnings times years of pension service prior to December 31, 2005, plus
	(2) 0.65% of average earnings in excess of Covered Compensation times years of pension service prior to December 31, 2005, up to 35 years
	Salaried Anzon benefits are offset by the prior plan benefit. Nitro benefits are offset by prior benefits provided by Aetna and Prudential.
	Former Dupont employees' benefits are offset by prior benefits if they were not paid out at the time of the acquisition. If prior benefits were paid out, benefit is calculated based on service with Great Lakes Chemical Corporation only.
	For participants formerly in the QO Belle Glade, Memphis Union or Arkansas Chemical Hourly Plans, this

	benefit shall not be less than the participant's accrued benefit under the prior plan as of the merger date, plus the benefit accrued under the current plan for service on or after the merger date. For participants in the Aqua Chem or Aqua Clear Industries, LLC, benefits accrue for service on or after the acquisition date (May 3, 1993 and July 14, 2000 respectively). Any eligible employee who transfers to employment in The Works on or after October 27, 2003 as an other than hourly employee shall continue to be considered an eligible employee for purposes of determining pension service. For all other participants, the benefit shall not be less than the participant's accrued benefit under the prior plan as of December 31, 1992 (December 31, 1988 for super highly compensated employees) plus the benefit accrued under the current plan for pension service on or after January 1, 1993 (January 1, 1989 for super highly compensated employees) until the freeze date of December 31, 2005.
Monthly preretirement death benefit	50% of the monthly pension benefit as of the date of death, reduced for the 50% joint and survivor election and reduced for payment as early as the participant's 55th birthday
Eligibility for Benefits	
Normal retirement	Retirement on NRD
Early retirement	Retirement before NRD and on or after attaining age 55 and completing 5 years of vesting service
Postponed retirement	Retirement after NRD
Vested termination	Termination for reasons other than death or retirement after completing five years of vesting service
Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse
Benefits Paid Upon the Following Events	
Normal retirement	Monthly pension benefit determined as of NRD
Early retirement	Monthly pension benefit determined as of early retirement date, reduced 6.667% for each of the first five years and 3.333% for each of the next five years that payment precedes the participant's NRD. Benefits calculated under prior plans (PART A) are reduced using prior plan factors.
Postponed retirement	Monthly pension benefit determined as of actual retirement date
Vested termination	Monthly pension benefit determined as of termination date, reduced 6.667% for each of the first five years and

	3.333% for each of the next five years that payment precedes the participant's NRD
Preretirement death	The monthly preretirement death benefit that would have been payable if the participant had terminated, survived to earliest retirement age, elected a joint and 50% survivor annuity, and then died

Other Plan Provisions

Forms of payment	Preretirement death benefits are payable only as described above. Monthly pension benefits are paid as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of 50% joint and survivor annuity option or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the plan. Optional forms are a 100%, 75%, 66.667%, or 50% joint and survivor annuity, a five-year or ten-year certain and life annuity, or (for married participants) a life annuity.
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

Future Plan Changes

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

Changes in Benefits Valued Since Prior Year

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

Plan Provisions – Chemtura Pension (Former Great Lakes– Lake Charles Hourly Employees)

Covered Employees	Any employee of Bio-Lab, Inc. who is a member of a collective bargaining unit that has bargained for participation in the plan.
Merger Date	Merged into the Chemtura Pension Plan effective December 31, 2005.
Participation Date	Date of becoming a covered employee
Definitions	
Vesting service	Vesting service shall comprise the sum of (a), (b), and (c) (a) For service prior to January 1, 1956, the years of continuous service since the employee's last break in service excluding service before attainment of age 30, plus (b) All service between January 1, 1956 and January 1, 1976 reduced for absence from service or periods of disability between January 1, 1969 and 1976 (except for breaks due to military service) which are in excess of 30 days. Service prior to a break-in-service is lost., plus (c) All service after January 1, 1976 reduced for breaks in service of one year or more but excluding military service. Service under the prior Olin plan is recognized under this plan for participants as of January 1, 1995.
Pension service	A year of pension service after December 31, 1994 is a calendar year during which an employee has worked at least 1,000 hours. Partial service is given for partial years based on the full year 1,000 hour requirement. An adjustment is made to reflect a partial year in each participant's first and last plan years of service based upon a full year of 1,950 hours. Pension service prior to 1995 consists of pension service under the prior Olin plan for participants as of January 1, 1995. Benefits were frozen as of December 31, 2008 for employees who were under age 40 and under 10 years of service on August 15, 2008, or who elected to have their benefit frozen and join a defined contribution plan. For all those employees whose benefits were frozen, no pension service is granted for employment after December 31, 2008.
Normal retirement date (NRD)	First of month coinciding with or next following the attainment of age 65

Monthly pension benefit	A monthly benefit of the employee's pension service multiplied by the benefit rate less the vested accrued benefit from the prior Lake Charles Hourly Retirement Plan :

Effective Date	Benefit Rate
08/15/1997	$ 31.50
08/15/1998	$ 33.00
08/15/1999	$ 34.50
08/15/2000	$ 35.50
08/15/2001	$ 36.50
08/15/2002	$ 37.50
08/15/2003	$ 38.50
08/15/2004	$ 42.50

Monthly preretirement death benefit	50% of the monthly pension benefit as of the date of death, reduced for the 50% joint and survivor election and reduced for payment as early as the participant's 55th birthday

Eligibility for Benefits

Normal retirement	Retirement on NRD
Early retirement	Retirement before NRD and on or after attaining age 55 and completing 15 years of vesting service
Postponed retirement	Retirement after NRD
Vested termination	Termination for reasons other than death or retirement after completing five years of vesting service
Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse

Benefits Paid Upon the Following Events

Normal retirement	Monthly pension benefit determined as of NRD
Early retirement	Monthly pension benefit determined as of early retirement date, reduced 4.0% for each year that payment precedes age 62
Postponed retirement	Monthly pension benefit determined as of actual retirement date
Vested termination	Monthly pension benefit determined as of termination date, reduced actuarially for payment before the participant's NRD
Preretirement death	The monthly preretirement death benefit that would have been payable if the participant had terminated, survived to normal retirement age, elected a joint and 50% survivor annuity, and then died

Other Plan Provisions

Forms of payment	Preretirement death benefits are payable only as described above. Monthly pension benefits are paid as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of 50% joint and survivor annuity option or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the plan. Optional forms are a 100%, 75%, 50%, or 25% joint and survivor annuity, a Social Security level income option, a five-year or ten-year certain and life annuity, or (for married participants) a life annuity.
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

Future Plan Changes

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

Changes in Benefits Valued Since Prior Year

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

Plan Provisions – Chemtura Pension (Former Great Lakes – Nitro Hourly Employees)

Covered Employees	Any employee, other than a leased employee, who, as of any date on or after the closing date of July 31, 1999 is both employed by the Company at its Nitro, West Virginia location on an hourly basis and is covered by the collective bargaining agreement. Closed group of former employees.
Merger Date	Merged into the Chemtura Pension Plan effective December 31, 2005
Participation Date	Date of becoming a covered employee
Definitions	
Vesting service	Vesting service shall comprise the sum of (a) and (b): (a) For an employee who is a former FMC employee, the employee's years of vesting service prior to July 31, 1999 as determined under the prior FMC plan, plus (b) For any employee, the total number of calendar months during the employee's periods of service after July 31, 1999 divided by 12. A partial calendar month in an employee's period of service counts as a whole calendar month.
Pension service	Pension service shall comprise the sum of (a) and (b): (a) For an employee who is a former FMC employee, the employee's years of pension service prior to July 31, 1999 as determined under the prior FMC plan, plus (b) For any employee, the total number of calendar months during the employee's periods of service after July 31, 1999 divided by 12. A partial calendar month in an employee's period of service counts as a whole calendar month.
Normal retirement date (NRD)	First of month coinciding with or next following the attainment of age 65

Monthly pension benefit	A monthly benefit of the employee's pension service multiplied by the benefit rate:

Effective Date	Years of Pension Service	Service Segment Rate
01/01/2001	1-10 years	$ 32.50
01/01/2001	11-20 years	$ 33.50
01/01/2001	Over 21 years	$ 34.50
Effective Date		Benefit Rate
03/02/2001		$ 35.50
03/02/2002		$ 36.50
03/02/2003		$ 37.50

Monthly preretirement death benefit	50% of the monthly pension benefit as of the date of death, reduced for the 50% joint and survivor election and reduced for payment as early as the participant's 55th birthday

Eligibility for Benefits

Normal retirement	Retirement on NRD
Early retirement	Retirement before NRD and on or after attaining age 55 and completing 10 years of pension service
Postponed retirement	Retirement after NRD
Vested termination	Termination for reasons other than death or retirement after completing five years of vesting service
Disability	First day of the month following the 13 week period as specified in the collective bargaining agreement of total and permanent disability and after completing 10 years of pension service
Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse

Benefits Paid Upon the Following Events	
Normal retirement	Monthly pension benefit determined as of NRD
Early retirement	Monthly pension benefit determined as of early retirement date, reduced 3.0% for each year that payment precedes age 62
Postponed retirement	Monthly pension benefit determined as of actual retirement date
Vested termination	Monthly pension benefit determined as of termination date, reduced actuarially for payment before the participant's NRD
Disablement	Monthly pension benefit determined as of date of disablement, payable immediately
Preretirement death	The monthly preretirement death benefit that would have been payable if the participant had terminated, survived to normal retirement age, elected a joint and 100% survivor annuity, and then died

Other Plan Provisions	
Forms of payment	Preretirement death benefits are payable only as described above. Monthly pension benefits are paid as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of 100% joint and survivor annuity option or, if the participant elects and the spouse consents, a life annuity.
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

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.

CHEMTURA CORPORATION RETIREMENT PLAN
EIN: 52-2183153
Plan Number: 001

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

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
*	SEI Core Property Fund	Common collective trust	$ 37,500,000	$ 39,175,459
*	SEI Opportunity Fund	"	37,500,000	38,224,883
*	SEI Structured Credit Fund	"	37,500,000	42,614,542
	New Enterprise Associates VI, LP	Commingled fund	62,568	38,032
	U.S. Treasury Strips Z Coupon 8/15/13	Government obligation	10,111,150	10,130,266
	U.S. Treasury Strips Z Coupon 11/15/14	"	10,451,260	10,490,015
	U.S. Treasury Strips Z Coupon 11/15/15	"	10,433,838	10,502,437
	U.S. Treasury Strips Z Coupon 8/15/17	"	9,075,512	9,159,667
	U.S. Treasury Strips Z Coupon 11/15/19	"	9,282,004	9,371,452
	U.S. Treasury Strips Z Coupon 11/15/22	"	10,788,946	10,856,620
	U.S. Treasury Strips Z Coupon 2/15/27	"	9,037,164	9,007,211
	U.S. Treasury Strips Z Coupon 5/15/42	"	3,759,386	3,602,514
	Prime Obligation Fund	Mutual fund	657	657
*	SEI Dynamic Asset Allocation Fund	"	28,263,060	27,541,100
*	SEI Large Cap Index Fund	"	67,696,196	72,379,937
*	SEI Small Cap Fund	"	17,566,138	18,251,513
*	SEI U.S. Managed Volatility Fund	"	72,063,606	73,352,986
*	SEI World Equity Ex-US Fund	"	83,248,949	89,837,551
*	SEI Core Fixed Income Fund	"	12,197,510	12,349,167
*	SEI Emerging Markets Debt Fund	"	19,007,820	19,172,050
*	SEI High Yield Bond Fund	"	24,160,329	25,176,489
*	SEI Long Duration Corporate Bond Fund	"	259,916,486	269,505,918
*	Interest in Chemtura Master Trust	Master Trust	71,294	71,294
	Total investments per the Form 5500		$ 769,693,873	$ 800,811,760

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

Attachment to 2012 Form 5500
Schedule SB, line 32 - Schedule of Amortization Bases

Plan Name Chemtura Corporation Retirement Plan **EIN:** 52-2183153
Plan Sponsor's Name Chemtura Corporation **PN:** 001

Type of Base	Present Value of Any Remaining Installments	Valuation Date	Years Remaining	Amortization Installment
Shortfall	96,396,863	01/01/2010	5	21,412,394
Shortfall	41,301,177	01/01/2011	6	7,912,218
Shortfall	(89,953,851)	01/01/2012	7	(15,267,381)