Form 5500	Annual Return/Report of Employee Benefit Plan	OMB Nos. 1210-0110 1210-0089
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2013** **This Form is Open to Public Inspection**

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

B This return/report is:
- [ ] the first return/report;
- [X] the final return/report;
- [ ] 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. . . . . ▶ [X]

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
BASF CORPORATION SAVINGS PLAN FOR HOURLY PAID EMPLOYEES OF CATALYSTS BUSINESSES

1b Three-digit plan number (PN) ▶ 020

1c Effective date of plan 01/01/1991

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

BASF CORPORATION

100 PARK AVENUE
FLORHAM PARK, NJ 07932

2b Employer Identification Number (EIN) 16-1090809

2c Sponsor's telephone number 973-245-6000

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.	09/08/2014	GEORGE H. MUSKAL, EMPLOYEE BENEFITS
	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**	145
6 Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a Active participants	**6a**	0
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	0
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	
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:
2E 2J 2H 2K 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **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 C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).	2013
Department of Labor Employee Benefits Security Administration	▶ **File as an attachment to Form 5500.**	**This Form is Open to Public Inspection.**
Pension Benefit Guaranty Corporation		

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
BASF CORPORATION SAVINGS PLAN FOR HOURLY PAID EMPLOYEES OF CATALYSTS BUSINESSES

B Three-digit plan number (PN) ▶ 020

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

D Employer Identification Number (EIN)
16-1090809

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).. . . . . [X] 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

VANGUARD FIDUCIARY TRUST CO.

13-2929409

(b) Enter name and EIN or address of person who provided you disclosure 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)

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

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

(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)	DFE/Participating Plan Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	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.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
BASF CORPORATION SAVINGS PLAN FOR HOURLY PAID EMPLOYEES OF CATALYSTS BUSINESSES

B Three-digit plan number (PN) ▶ 020

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

D Employer Identification Number (EIN)
16-1090809

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: VANGUARD RETIREMENT SAVINGS TRUST

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST CO

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)
23-2186884-022	C	0

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)

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
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b Name of plan sponsor	**c** EIN-PN
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b Name of plan sponsor	**c** EIN-PN
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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)	Financial 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), and section 6058(a) of the Internal Revenue Code (the Code). ▶ **File as an attachment to Form 5500.**	**2013** **This Form is Open to Public Inspection**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
BASF CORPORATION SAVINGS PLAN FOR HOURLY PAID EMPLOYEES OF CATALYSTS BUSINESSES

B Three-digit plan number (PN) ▶ 020

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

D Employer Identification Number (EIN)
16-1090809

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)	4763	0
(2) Participant contributions	1b(2)	13378	0
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	475429	0
(9) Value of interest in common/collective trusts	1c(9)	4315107	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(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)	2439472	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(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	7248149	0
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	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	7248149	0

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	55994	
(B) Participants	2a(1)(B)	159170	
(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)		215164
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	7922	
(F) Other	2b(1)(F)	36503	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		44425
(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)	21603	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		21603
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	152232	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		152232

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		433424

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	643862	
(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)		643862
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)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	255	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		255
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		644117

Net Income and Reconciliation

k Net income (loss). Subtract line **2j** from line **2d**	2k		-210693
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		7037456

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: CONHREZNICK LLP **(2)** EIN: 22-1478099

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		1200
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		500000
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)
BASF CORPORATION BARGAINING UNIT SAVINGS PLAN	16-1090809	005

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)	Retirement Plan 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 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.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
BASF CORPORATION SAVINGS PLAN FOR HOURLY PAID EMPLOYEES OF CATALYSTS BUSINESSES

B Three-digit plan number (PN) ▶ 020

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

D Employer Identification Number (EIN)
16-1090809

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): 23-2186884 _____

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**

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): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

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

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

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

Independent Auditor's Report

BASF Corporation as Plan Sponsor
and Plan Administrator and Participant in the
BASF Corporation Bargaining Unit Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of BASF Corporation Bargaining Unit Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for 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 6, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of December 31, 2013 and 2012, 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 schedules of delinquent participant contributions and assets (held at end of year) as of or for the year ended December 31, 2013 is 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 is presented for the purpose of additional analysis and is 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 Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

CohnReznick LLP

Roseland, New Jersey
August 12, 2014

BASF CORPORATION SAVINGS PLAN
FOR HOURLY EMPLOYEES OF CATALYSTS BUSINESSES

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
(Schedule H, Line 4a)

YEAR ENDED DECEMBER 31, 2013

EIN #16-1090809 Plan #020

Total That Constitute Nonexempt Prohibited Transactions					
Participant Contributions Transferred Late to the Plan	Check Here if Late Participant Loan Repayments are Included	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under Voluntary Fiduciary Correction Program ("VFCP") and Prohibited Transaction Exemption 2002-51
$1,199.69	✓				$1,199.69

BASF CORPORATION SAVINGS PLAN FOR HOURLY PAID EMPLOYEES OF CATALYSTS BUSINESSES

Schedule II

Schedule of Reportable Transactions - Attachment for Schedule H, Line 4j
Year Ended December 31, 2013

BASF Corporation Savings Plan For Hourly Paid Employees of Catalysts Businesses

EIN 16-1090809, PN 020

Identity of Party Involved	Description of Asset (include interest rate and maturity in the case of a loan)	Purchase Price	Selling Price	Historical Cost of Asset	Current Value of Asset on Transaction Date	Historical Gain (Loss)
Vanguard	Vanguard Balanced Ix Inv	$ 24,863.35			$ 24,863.35	
Vanguard	Vanguard Balanced Ix Inv		$ 507,435.90	$ 438,551.42	507,435.90	$ 68,884.48
Vanguard	Vanguard Growth & Income Inv	21,890.92			21,890.92	
Vanguard	Vanguard Growth & Income Inv		521,645.85	396,879.29	521,645.85	124,766.56
Vanguard	Vanguard Windsor Inv	12,270.07			12,270.07	
Vanguard	Vanguard Windsor Inv		404,748.33	292,365.69	404,748.33	112,382.64
Vanguard	Vanguard Retire Savings Trust	267,701.92			267,701.92	
Vanguard	Vanguard Retire Savings Trust		4,373,026.46	4,373,026.46	4,373,026.46	-

BASF CORPORATION
BARGAINING UNIT SAVINGS PLAN

Financial Statements

(with Supplemental Information)

and Independent Auditor's Report

December 31, 2013 and 2012

BASF CORPORATION BARGAINING UNIT SAVINGS PLAN

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Independent Auditor's Report

BASF Corporation as Plan Sponsor
and Plan Administrator and Participant in the
BASF Corporation Bargaining Unit Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of BASF Corporation Bargaining Unit Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for 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 6, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of December 31, 2013 and 2012, 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 schedules of delinquent participant contributions and assets (held at end of year) as of or for the year ended December 31, 2013 is 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 is presented for the purpose of additional analysis and is 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 Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

CohnReznick LLP

Roseland, New Jersey
August 12, 2014

BASF CORPORATION BARGAINING UNIT SAVINGS PLAN

Statements of Net Assets Available for Benefits

December 31, 2013 and 2012

(In thousands, except for Note 1)

	2013	2012
Assets:		
Investments at fair value	$ 88,531	$ 61,765
BASF Stable Fund at fair value	51,528	49,228
Total investments at fair value	140,059	110,993
Receivables:		
Due from BASF Corporation Savings Plan for Hourly Employees of Catalysts Businesses	2,237	—
Notes receivable from participants	7,977	6,971
Net assets reflecting investments at fair value	150,273	117,964
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	(774)	(1,799)
Net assets available for benefits	$ 149,499	$ 116,165

See accompanying notes to financial statements.

BASF CORPORATION BARGAINING UNIT SAVINGS PLAN

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2013 and 2012

(In thousands, except for Note 1)

	2013	2012
Additions:		
Contributions:		
Participant	$ 9,103	$ 8,012
Employer	7,514	5,644
Rollovers	510	504
Total contributions	17,127	14,160
Investment income:		
Net appreciation in fair value of investments	13,287	5,661
Dividends and interest	2,652	2,090
Total investment income	15,939	7,751
Interest income on notes receivable from participants	271	259
Total additions	33,337	22,170
Deductions:		
Distributions to participants	9,747	7,213
Administrative expenses	43	31
Total deductions	9,790	7,244
Increase in net assets available for benefits before transfers	23,547	14,926
Transfer from BASF Corporation Savings Plan for Hourly Employees of Catalysts Businesses	7,038	7,888
Transfer from BASF Corporation Monaca, PA Bargaining Unit Employees' Defined Contribution Plan	2,749	-
Transfer from BASF Corporation 401(k) Plan for Newark California Union Employees	-	832
Transfer from merged plans	-	22
Net increase	33,334	23,668
Net assets available for benefits:		
Beginning of year	116,165	92,497
End of year	$ 149,499	$ 116,165

See accompanying notes to financial statements.

BASF CORPORATION BARGAINING UNIT SAVINGS PLAN

Notes to Financial Statements

December 31, 2013 and 2012

(In thousands, except for Note 1)

(1) Description of the Plan

The following description of the BASF Corporation Bargaining Unit Savings Plan (the Plan) is provided for general information. Participants should refer to the Plan Document for a more complete description of the provisions of the Plan and detailed definitions of various Plan terms.

BASF Corporation (the Sponsor, the Company) administers the Plan through its Pension and Savings Plan Committee (the Plan Administrator) under the authority of the Pension and Benefits Committee of the Sponsor's Board of Directors. The Plan's assets are maintained under a trust agreement and are represented by ownership of shares in mutual funds, common collective trusts and unallocated insurance contracts that are primarily managed by an affiliate of Fidelity Management Trust Company (the Trustee).

(a) General

The Plan is a defined contribution plan providing benefits to the Sponsor's eligible employees, as defined in the Plan Document. Employees become eligible to participate immediately upon commencing employment with the Sponsor. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan became effective January 1, 2008. Although it has not expressed any intention to do so, the Sponsor reserves the right to amend or terminate the Plan at any time. If the Plan were terminated, participants would be paid their vested account balances.

Effective June 1, 2012, the Plan was amended to provide for the participation of employees at the BASF Corporation Bristol, Pennsylvania Facility, who are in the bargaining unit of employees represented by the International Brotherhood of Teamsters Local Number 107 (Bristol). Bristol did not have any assets as of June 1, 2012.

Effective September 1, 2012, the Plan was amended to provide for the participation of employees at BASF Catalysts LLC's Elyria, Ohio Facility, Local 73 of the International Chemical Workers Union Council/UFCW, formerly participants of the BASF Corporation Savings Plan for Hourly Employees of Catalyst Businesses. Accordingly, the Plan received a transfer of $7,888,160 from that plan in September 2012. The transfer was comprised of $7,325,594 in investments and $562,566 of participant loans.

Effective November 1, 2012, the Plan was amended to provide for the participation of employees of the Local Union No. 98 of the International Brotherhood of Teamsters, formerly participants of the BASF Corporation 401(k) Plan for the Newark, California Union Employees. Accordingly, the Plan received a transfer of $832,310 from that plan in November 2012. The transfer was comprised of $813,739 in investments and $18,571 of participant loans.

Effective April 30, 2013, the Plan was amended to provide for the participation of employees at BASF Catalysts LLC's Attapulgus, Georgia Facility, Local 170 of the United Steel Workers of America Union, formerly participants of the BASF Corporation Savings Plan for Hourly Paid Employees of Catalysts Businesses. Accordingly, the Plan received transfers totaling $4,801,280 from the BASF Corporation Savings Plan for Hourly Paid Employees of Catalysts Businesses in April 2013 and May 2013. The transfers were comprised of $4,436,461 in investments and $364,819 of participant loans.

Effective October 1, 2013, the Plan was amended to provide for the participation of employees at the Monaca, PA facility. Accordingly, the Plan received a transfer totaling $2,748,673 from the BASF Corporation Monaca, PA Bargaining Unit Employees' Defined Contribution Plan in October 2013. The transfer was comprised of $2,748,673 in investments.

Effective December 31, 2013, the Plan was amended to provide for the participation of employees at BASF Catalysts LLC's Quincy, Florida Facility, Local 174 of the United Steel Workers of America Union, formerly participants of the BASF Corporation Savings Plan for Hourly Paid Employees of Catalysts Businesses. Accordingly, the Plan received a transfer totaling $2,236,833 from the BASF Corporation Savings Plan for Hourly Paid Employees of Catalysts Businesses in January 2014. The transfer was comprised of $2,184,078 in investments and $52,755 of participant loans.

(b) Participant Contributions

Participant contributions can consist of "pre-tax contributions," which reduce the participant's taxable compensation, "after-tax contributions," which do not reduce a participant's taxable compensation, or "rollovers," which are transfers from other qualified retirement plans.

Participants may elect to contribute, through payroll deductions, between 1% and 50% of their compensation on a pre-tax or after-tax basis. The dollar amount of a participant's contributions cannot exceed certain Plan and Internal Revenue Service (the IRS) limits. Participants direct how monies contributed are invested. Eligible compensation is defined as W-2 earnings (subject to certain adjustments), not to exceed $255,000 and $250,000 effective for 2013 and 2012, respectively, as adjusted by the IRS. For purposes of the Plan, compensation means base pay (before any reductions for before-tax contributions to the Plan or any other Sponsor plan) plus overtime, commissions, awards, shift premiums and other types of base payments. Compensation does not include moving expense reimbursements, payments to attract new or retain employees, benefits credits for any Company sponsored health plan or any other similar special compensation payments. Pre-tax contributions were limited by the IRS to $17,500 and $17,000 for 2013 and 2012, respectively. As a result of Economic Growth and Tax Relief Reconciliation Act, participants who attained age 50 on or before December 31, 2011 are limited to pre-tax contributions of $23,000 and $22,500, effective for 2013 and 2012. These limits will be subject to change in future years to be consistent with IRS limits.

Additionally, participants may make rollover contributions to the Plan. A rollover contribution is a transfer from another tax qualified plan such as qualified retirement plans, individual retirement accounts or annuities, eligible government retirement plans or certain annuity contracts.

(c) ***Sponsor Contribution***

The Sponsor matches contributions up to a maximum percent of compensation as set forth in the "Maximum Employee Participating Contribution Percentage" in the Schedule of Benefits applicable to the employee group of which such participant is a member. The Sponsor will also make an employer retirement contribution equal to a maximum of 1.5% of the compensation of each participant in the Plan who is an employee of the Company for each pay period, or such other percentage of compensation as set forth in the Schedule of Benefits applicable to the employee group of which such employee is a member.

(d) ***"415 Limitation"***

Under Section 415 of the Internal Revenue Code (the Code), the annual additions to a participant's account under the Plan (plus annual additions to any other qualified defined contribution plan in which they participate) may not exceed the lesser of $51,000 and $50,000 for 2013 and 2012, respectively, or 100% of covered compensation. To meet this limitation, the Plan may be required to refund after-tax, pre-tax or Sponsor contributions, in that order, that had previously been made.

(e) ***Vesting***

Participants are vested immediately in their contributions, as well as, the Sponsor's matching contribution portion of their accounts plus actual earnings thereon. A participant becomes fully vested in the Sponsor's contributions of Employer Retirement Contributions after a period of three years.

(f) ***Notes Receivable from Participants***

Participants may apply to the Plan Administrator to borrow from the Plan up to one-half of the value of the participants' vested account balances, but not more than $50,000. Loans are evidenced by promissory notes and are repayable through payroll deductions over a period of up to 1) 60 months for general purpose loans, and 2) 360 months for loans used for the purchase of primary residences. Loans are repayable immediately (within 60 days) upon termination of the participant's employment. These loans have maturity dates that range from January 2014 until August 2033 and interest rates ranging from 3.25% to 10.50%.

(g) Distribution-Termination and Retirement

On termination of service due to death, disability, or retirement, benefits are paid in the following manner:

- Accounts of $1,000 or less: A participant receives an immediate lump-sum payment.
- Retirement or Disability: Participant may elect to receive an immediate lump-sum payment, payments in installment form, or defer payments until age 70 1/2.
- Severance from Service: Participant may receive a lump-sum payment or defer payments until age 70 ½.

(h) Forfeited Accounts

Forfeited non-vested accounts will be used to reduce future employer contributions.

(2) Summary of Significant Accounting

(a) Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of the Plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through the insurance contract and a common collective trust. The statement of net assets available for benefits presents the fair value of the investment in the insurance contract and common collective trust as well as the adjustment of the investment in the insurance contract and common collective trust from fair value to contract value relating to the fully benefit-responsive investment contracts. The statement of changes in net assets available for benefits is prepared using the contract value basis for fully benefit-responsive investment contracts.

(b) Valuation of Investments

The Plan's investments are stated at fair value, which has been determined based on the fair value of the underlying investments. 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 at the measurement date. See Note 5 "Fair Value Measurements" for discussion of fair value measurements.

(c) ***Security Transactions***

Purchases and sales of securities are recorded on a trade date basis. The Plan's gains and losses on investments purchased or sold or held during the year are included in net appreciation.

(d) ***Investment Income***

Dividend income is recorded on the ex-dividend date; interest income is recorded as earned on the accrual basis.

(e) ***Risks and Uncertainties***

The Plan utilizes various investment securities including common collective trusts, mutual funds and insurance contracts. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and those changes could materially affect participants' account balances and the amounts reported in the financial statements.

(f) ***Use of Estimates***

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires the Plan Sponsor to make estimates, assumptions and valuations that affect the amounts reported in the financial statements and accompanying footnotes. Actual results could differ from those estimates.

(g) ***Notes Receivable from Participants***

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

(h) ***Payment of Benefits***

Benefits are recorded when paid.

(i) ***Administrative Fees***

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

(j) Subsequent Events

The Plan has evaluated subsequent events through August 12, 2014, the date the financial statements were available to be issued.

(3) Federal Income Tax Status

The IRS has determined and informed the Sponsor by letter dated August 1, 2011 that the Plan and the related trust are designed in accordance with applicable sections of Code. The Plan has been amended since receiving the determination letter. However, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed and currently being operated in compliance with applicable requirements of the Code. Accordingly, the Plan's financial statements do not include a provision for income taxes.

The Plan Administrator believes it is no longer subject to income tax examinations for the years prior to 2010.

(4) Investment Contracts with Financial Institutions

The Plan has entered into various benefit-responsive investment contracts with one or more financial institutions, with respect to investment of Plan assets for the BASF Stable Value Fund in U.S. Government or fixed–income securities, bond funds and other short-term investment securities designated by the Plan Administrator under the authority of the Pension and Benefits Committee of the Sponsor's Board of Directors. The Trustee maintains the contributions in the BASF Stable Value Fund. The fund is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. As described in Note 2(a), because the investment contracts are fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

As of December 31, 2013 and 2012, there were no reserves against contract value for credit risk of the contract issuer or otherwise. The average yield and crediting interest rate for the BASF Stable Value Fund was approximately 1.87% and 1.62%, respectively, for 2013 and 2.32% and 1.97%, respectively, for 2012. The crediting interest rate is subject to a quarterly review with the appropriate credit issuers. The development of the crediting interest rate is based on a set formula for which there is no stated minimum rate.

(5) Fair Value Measurements

Financial Accounting Standards Board (FASB) *Accounting Standards Codification (ASC) 820, Fair Value Measurement and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level One measurement) and the lowest priority to unobservable inputs (Level Three measurement). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level One	Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities. The fair value hierarchy gives the highest priority to Level One inputs.
Level Two	Observable prices that are based on inputs not quoted on active markets, but corroborated by market data.
Level Three	Unobservable inputs are used when little or no market data is available which are significant to the fair value measurement. The fair value hierarchy gives the lowest priority to Level Three inputs.

In determining fair value, the Plan utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible, as well as, considers counterparty credit risk in its assessment of fair value. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The following is a description of the valuation methodologies used for assets at fair value. There have been no changes from prior years in the methodologies used at December 31, 2013 and 2012.

- *Mutual Funds:* Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

- *Common Collective Trusts:* Valued at the NAV of units of a bank collective trust. The NAV, as provided by the Trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities.

- *Insurance Contract*: The fair value of the synthetic guaranteed investment contracts is based on the fair value of the underlying assets plus the value of the wrapper as determined on a replacement cost basis.

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.

Below is an asset summary by level (as defined by FASB ASC 820), at fair value as of December 31, 2013 and 2012:

BASF CORPORATION BARGAINING UNIT SAVINGS PLAN

Notes to Financial Statements

December 31, 2013 and 2012

(In thousands, except for Note 1)

Assets at Fair Value as of December 31, 2013

	Level 1	Level 2	Level 3	Total
Common Collective Trust:				
Target Funds	$ -	$ 25,654	$ -	$ 25,654
Foreign Large Growth	-	1,022	-	1,022
Lifecycle Fund	-	994	-	994
Total Common Collective Trust	-	27,670	-	27,670
Mutual Funds:				
Foreign Large Growth	5,055	-	-	5,055
Intermediate-Term Bond	3,200	-	-	3,200
Inflation - Protected Bond	491	-	-	491
Mid Blend	3,889	-	-	3,889
Mid Value	2,587	-	-	2,587
Large Blend	16,630	-	-	16,630
Large Value	4,793	-	-	4,793
Large Growth	8,595	-	-	8,595
Mid Growth	6,174	-	-	6,174
High Yield Bond	1,102	-	-	1,102
Moderate Allocation	8,345	-	-	8,345
Total Mutual Funds	60,861	-	-	60,861
Stable Value Fund	-	51,528	-	51,528
	$ 60,861	$ 79,198	$ -	$ 140,059

BASF CORPORATION BARGAINING UNIT SAVINGS PLAN

Notes to Financial Statements

December 31, 2013 and 2012

(In thousands, except for Note 1)

Assets at Fair Value as of December 31, 2012

	Level 1	Level 2	Level 3	Total
Common Collective Trust:				
Target Funds	$ -	$ 14,487	$ -	$ 14,487
Foreign Large Growth	-	1,069	-	1,069
Lifecycle Fund	-	1,156	-	1,156
Total Common Collective Trust	-	16,712	-	16,712
Mutual Funds:				
Foreign Large Growth	3,968	-	-	3,968
Intermediate-Term Bond	4,683	-	-	4,683
Inflation - Protected Bond	594	-	-	594
Mid Blend	2,169	-	-	2,169
Mid Value	974	-	-	974
Large Blend	12,231	-	-	12,231
Large Value	3,304	-	-	3,304
Large Growth	5,112	-	-	5,112
Mid Growth	3,859	-	-	3,859
High Yield Bond	1,432	-	-	1,432
Moderate Allocation	6,727	-	-	6,727
Total Mutual Funds	45,053	-	-	45,053
Stable Value Fund	-	49,228	-	49,228
	$ 45,053	$ 65,940	$ -	$ 110,993

The following table presents the Plan's investments with reported NAV at December 31, 2013:

	Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Russell Target Funds	$ 25,654	None	Daily	1 Day
Russell Retirement Fund	994	None	Daily	1 Day
Capital Guardian Emerging Markets Equity Fund	1,022	None	Daily	1 Day
	$ 27,670			

The following table presents the Plan's investments with reported NAV at December 31, 2012:

	Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Russell Target Funds	$ 14,487	None	Daily	1 Day
Russell Retirement Fund	1,156	None	Daily	1 Day
Capital Guardian Emerging Markets Equity Fund	1,069	None	Daily	1 Day
	$ 16,712			

Russell Target Funds – A premixed portfolio which changes its mix of stocks and bonds as its target date draws near. The objective is a long-term consistent performance. The fund is made up of a broad diversified mix of stocks and bonds that are suitable based on the targeted retirement date. The funds included are: Russell 2015 Target Fund, Russell 2020 Target Fund, Russell 2025 Target Fund, Russell 2030 Target Fund, Russell 2035 Target Fund, Russell 2040 Target Fund, Russell 2045 Target Fund, and Russell 2050 Target Fund.

Russell Retirement Fund – A premium portfolio with a fixed mix of stocks and bonds that seeks long-term, consistent performance. The portfolio is a broadly diversified fund with approximately 32% stocks, 68% bonds.

Capital Guardian Emerging Markets Equity Fund – A collective investment trust that invests internationally and seeks to provide long-term capital appreciation through investments in developing country equity securities.

(6) Certification by the Plan Trustee (Unaudited)

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Investments and notes receivable from participants held at December 31, 2013 and 2012, and investment income and interest income on notes receivable from participants for the years then ended, that is disclosed in the accompanying financial statements and supplemental schedule, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the Trustee of the Plan.

	2013	2012
Investments:		
Common/collective trust	$ 27,670	$ 16,712
Mutual funds	60,861	45,053
Insurance contracts	50,754	47,429
Total investments	139,285	109,194
Notes receivable from participants	7,977	6,971
Totals	$ 147,262	$ 116,165

Supplemental Schedule: All investment balances and information are included in the Schedule H, Line 4i – Schedule of Assets (Held at End of Year).

During the years ended December 31, 2013 and 2012, the Plan's mutual fund investments and investment contracts (including gains and losses on investment bought and sold, as well as held during the year) appreciated in value as follows:

	2013	2012
Investment income:		
Common collective trust	$ 2,427	$ 1,633
Mutual funds	10,860	4,028
Net appreciation in fair value of investments	13,287	5,661
Dividend and interest income	2,652	2,090
Total income	$ 15,939	$ 7,751
Interest income on notes receivable from participants	$ 271	$ 259

The following presents investments that represent five percent or more of the Plan's net assets:

	2013	2012
BASF Stable Value Fund	$ 50,754	$ 47,429
Vanguard Institutional Index Plus	16,630	12,231
Vanguard PRIMECAP Fund Admiral Shares	8,595	-
Vanguard Balanced Index Institutional Shares	8,345	6,727

(7) Permitted Party-in-Interest

Certain Plan investments represent shares or units of funds managed by Fidelity Investment Trust Company as of December 31, 2013 and 2012. Transactions in these funds qualify as permitted party-in-interest transactions.

(8) Benefits Payable to Participants

The Plan had no benefits payable to participants at December 31, 2013 and 2012.

(9) Plan Termination

Although it has not expressed any intent to do so, the Sponsor has the right to under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

(10) Reconciliation of Financial Statement to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2013 and 2012 to Form 5500:

	2013	2012
Net assets available for benefits per the financial statements	$ 149,499	$ 116,165
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	774	1,799
Net assets available for benefits per the Form 5500	$ 150,273	$ 117,964

The following is a reconciliation of investment income per the financial statements for the years ended December 31, 2013 and 2012 to Form 5500:

	2013	2012
Investment income per the financial statements	$ 15,939	$ 7,751
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	(1,025)	57
Investment income per the Form 5500	$ 14,914	$ 7,808

(11) Nonexempt Transactions

As reported on the supplemental schedule of delinquent participant contributions (Schedule H, Line 4a), certain Plan contributions were not remitted to the trust within the time frame specified by the Department of Labor's Regulation 29 (CFR 2510.3-102), thus constituting nonexempt transactions between the Plan and the Company for the year ended December 31, 2013.

BASF CORPORATION BARGAINING UNIT SAVINGS PLAN

EIN 16-1090809

Plan #005

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions

December 31, 2013

Total That Constitute Nonexempt Prohibited Transactions					
Participant Contributions Transferred Late to the Plan	Check Here if Late Participant Loan Repayments are Included	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under Voluntary Fiduciary Correction Program ("VFCP") and Prohibited Transaction Exemption 2002-51
$ 128	√			$ 128 *	

* The VFCP filing has not yet been submitted to the DOL.

See Independent Auditor's Report.

BASF CORPORATION BARGAINING UNIT SAVINGS PLAN
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Plan #005

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2013
(In thousands)

(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
*	BASF Stable Value Fund	Unallocated Insurance Contract	**	$ 51,528
	Russell Retirement Fund	Common/Collective Trust	**	994
	Russell 2015 Target Fund	Common/Collective Trust	**	3,260
	Russell 2020 Target Fund	Common/Collective Trust	**	6,460
	Russell 2025 Target Fund	Common/Collective Trust	**	4,010
	Russell 2030 Target Fund	Common/Collective Trust	**	3,973
	Russell 2035 Target Fund	Common/Collective Trust	**	2,653
	Russell 2040 Target Fund	Common/Collective Trust	**	1,910
	Russell 2045 Target Fund	Common/Collective Trust	**	1,371
	Russell 2050 Target Fund	Common/Collective Trust	**	2,017
	Capital Guardian Emerging Markets Equity Fund	Common/Collective Trust	**	1,022
	PIMCO Total Return Institutional Class	Mutual Fund	**	3,200
	Vanguard Inflation-Protected Securities Fund Institutional Shares	Mutual Fund	**	491
	Vanguard Extended Market Index Fund Institutional Shares	Mutual Fund	**	3,889
	Vanguard Institutional Index Plus	Mutual Fund	**	16,630
	Vanguard International Growth Fund Admiral Shares	Mutual Fund	**	5,055
	Vanguard Balanced Index Institutional Shares	Mutual Fund	**	8,345
	Vanguard Windsor II Fund Admiral Shares	Mutual Fund	**	4,793
	Vanguard PRIMECAP Fund Admiral Shares	Mutual Fund	**	8,595
	Vanguard High-Yield Corporate Fund Admiral Shares	Mutual Fund	**	1,102
	Vanguard Selected Value	Mutual Fund	**	2,587
	T. Rowe Price Institutional Mid-Cap Equity Growth Fund	Mutual Fund	**	6,174
*	Participant loans	Promissory notes from participants with interest rates varying from 3.25% to 10.50% with maturity dates from 2014 to 2033	**	7,977
	Total			$ 148,036

* Represents party-in-interest.

** Cost information is not required for participant-directed investment and, therefore, is not included.

See Independent Auditor's Report.