

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information												
1a Name of plan <u>HUNTSMAN DEFINED BENEFIT PENSION PLAN</u> 2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>HUNTSMAN INTERNATIONAL LLC</u> <u>10003 WOODLOCH FOREST DRIVE</u> <u>THE WOODLANDS, TX 77380</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>012</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>03/01/1983</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>87-0630358</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>281-719-6000</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>325200</u></td> </tr> <tr> <td colspan="2" style="background-color: #cccccc; height: 40px;"></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>012</u>	1c Effective date of plan <u>03/01/1983</u>		2b Employer Identification Number (EIN) <u>87-0630358</u>		2c Sponsor's telephone number <u>281-719-6000</u>		2d Business code (see instructions) <u>325200</u>			
1b Three-digit plan number (PN) ▶	<u>012</u>												
1c Effective date of plan <u>03/01/1983</u>													
2b Employer Identification Number (EIN) <u>87-0630358</u>													
2c Sponsor's telephone number <u>281-719-6000</u>													
2d Business code (see instructions) <u>325200</u>													

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

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

SIGN HERE	Filed with authorized/valid electronic signature.		
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address HUNTSMAN BENEFITS COMMITTEE 10003 WOODLOCH FOREST DRIVE THE WOODLANDS, TX 77380		3b Administrator's EIN 87-0533091 3c Administrator's telephone number 281-719-6000
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 5866
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 2005
b Retired or separated participants receiving benefits		6b 1825
c Other retired or separated participants entitled to future benefits		6c 1914
d Subtotal. Add lines 6a , 6b , and 6c		6d 5744
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 188
f Total. Add lines 6d and 6e		6f 5932
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 58
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 1C 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>HUNTSMAN DEFINED BENEFIT PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>012</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>HUNTSMAN INTERNATIONAL LLC</u>	D Employer Identification Number (EIN) <u>87-0630358</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2013</u>	
2 Assets:	
a Market value	2a <u>486312840</u>
b Actuarial value	2b <u>480902539</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>1982</u> <u>206059550</u>
b For terminated vested participants.....	3b <u>1980</u> <u>79966876</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>11604539</u>
(2) Vested benefits	3c(2) <u>200025427</u>
(3) Total active.....	3c(3) <u>1982</u> <u>211629966</u>
d Total.....	3d <u>5944</u> <u>497656392</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.24 %</u>
6 Target normal cost	6 <u>18232890</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>10/07/2014</u>
Signature of actuary		Date
<u>JOHN J. TOSLOSKY</u>		<u>14-04685</u>
Type or print name of actuary		Most recent enrollment number
<u>TOWERS WATSON PENNSYLVANIA INC.</u>		<u>303-391-1200</u>
Firm name		Telephone number (including area code)
<u>555 17TH STREET, SUITE 2050</u> <u>DENVER, CO 80202</u>		
Address of the firm		

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

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

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)		
10 Interest on line 9 using prior year's actual return of <u>13.22</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		24395453
b Interest on (a) using prior year's effective interest rate of <u>6.90</u> % except as otherwise provided (see instructions)		1683286
c Total available at beginning of current plan year to add to prefunding balance		26078739
d Portion of (c) to be added to prefunding balance		26000000
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	26000000

Part III Funding Percentages		
14 Funding target attainment percentage	14	91.40 %
15 Adjusted funding target attainment percentage	15	91.40 %
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	92.99 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/12/2013	6810000				
07/12/2013	6810000				
10/14/2013	6810000				
01/15/2014	6810000				
09/15/2014	13800000				
			Totals ►	18(b)	41040000
				18(c)	

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	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	38630640
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 60
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	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
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	18232890	
b Excess assets, if applicable, but not greater than line 31a	31b		
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	42753853	13244397	
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	31477287	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			
36 Additional cash requirement (line 34 minus line 35).....	36	31477287	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	38630640	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	7153353	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b		
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center; font-weight: bold;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: x-small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large; font-weight: bold;">2013</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan HUNTSMAN DEFINED BENEFIT PENSION PLAN	B Three-digit plan number (PN) ▶	012
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 HUNTSMAN INTERNATIONAL LLC	D Employer Identification Number (EIN) 87-0630358	

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: HUNTSMAN GROUP PLANS MASTER TRUST			
b Name of sponsor of entity listed in (a): HUNTSMAN INTERNATIONAL LLC			
c EIN-PN 87-0630358-013	d Entity code M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 540568312	
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
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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
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plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>HUNTSMAN DEFINED BENEFIT PENSION PLAN</u>		B Three-digit plan number (PN) <u>012</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HUNTSMAN INTERNATIONAL LLC</u>		D Employer Identification Number (EIN) <u>87-0630358</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	28000000	20610000
	(2) Participant contributions	1b(2)		
	(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)		
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)	459017759	540568312
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	487017759	561178312

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	315378	317228
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	315378	317228

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	486702381	560861084
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	41040000	
(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)		41040000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(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)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(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)		65256604
(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		106296604

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	32137901	
(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)		32137901
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)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		
j Total expenses. Add all expense amounts in column (b) and enter total	2j		32137901

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		74158703
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: MELTON & MELTON, LLP

(2) EIN: 74-1550819

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

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

Part IV Compliance Questions

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

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		20000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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)

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) 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 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>HUNTSMAN DEFINED BENEFIT PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>012</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HUNTSMAN INTERNATIONAL LLC</u>	D Employer Identification Number (EIN) <u>87-0630358</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): _____ Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>116</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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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
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
--	-----------------------------------	-----------------------------------	-------------------------------	--

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: 86.3% Investment-Grade Debt: 0.0% High-Yield Debt: 0.0% Real Estate: 0.0% Other: 13.7%

- 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):

HUNTSMAN DEFINED BENEFIT PENSION PLAN

FINANCIAL STATEMENTS

FOR THE

YEARS ENDED DECEMBER 31, 2013 AND 2012

AND INDEPENDENT AUDITOR'S REPORT

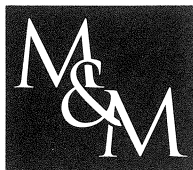


MELTON & MELTON, L.L.P.
CERTIFIED PUBLIC ACCOUNTANTS

HUNTSMAN DEFINED BENEFIT PENSION PLAN

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MELTON & MELTON, L.L.P.
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Investment Committee of
Huntsman Defined Benefit Pension Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Huntsman Defined Benefit Pension 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 audits 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 (DOL) 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.

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

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

Muller & Muller, L.L.P.

Houston, Texas
October 15, 2014

HUNTSMAN DEFINED BENEFIT PENSION PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
<u>ASSETS</u>		
Investments - Plan interest in the Huntsman International LLC Pension Master Trust	\$ 540,568,312	\$ 459,017,759
Employer contributions receivable	<u>20,610,000</u>	<u>28,000,000</u>
Total assets	<u>561,178,312</u>	<u>487,017,759</u>
<u>LIABILITIES</u>		
Accrued expenses	<u>317,228</u>	<u>315,378</u>
Total liabilities	<u>317,228</u>	<u>315,378</u>
Net assets available for benefits	<u>\$ 560,861,084</u>	<u>\$ 486,702,381</u>

(See accompanying notes to financial statements)

HUNTSMAN DEFINED BENEFIT PENSION PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Years Ended December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Additions to Net Assets Attributable to:		
Investment income - Plan interest in the Huntsman International LLC Pension Master Trust	<u>\$ 67,991,151</u>	<u>\$ 53,444,618</u>
Employer contributions	<u>41,040,000</u>	<u>55,150,000</u>
Deductions from Net Assets Attributable to:		
Benefits paid to participants	32,137,901	29,336,536
Administrative expenses	<u>2,734,547</u>	<u>2,862,902</u>
	<u>34,872,448</u>	<u>32,199,438</u>
Change in Net Assets Available for Benefits	74,158,703	76,395,180
Net Assets Available for Benefits at:		
Beginning of year	<u>486,702,381</u>	<u>410,307,201</u>
End of year	<u>\$ 560,861,084</u>	<u>\$ 486,702,381</u>

(See accompanying notes to financial statements)

HUNTSMAN DEFINED BENEFIT PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the Huntsman Defined Benefit Pension Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

General

The Plan is a noncontributory defined benefit pension plan with a cash balance feature covering non-bargaining employees of Huntsman International LLC (the “Company”), unless participation is provided under a collective bargaining agreement. Participating employers are Huntsman International LLC, Huntsman Purchasing, Ltd., Huntsman Petrochemical LLC, Tioxide Americas Inc., Huntsman Propylene Oxide Ltd., and Huntsman Advanced Materials Americas LLC (collectively, the “Employer”).

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Fidelity Management Trust Company (Fidelity) is the Plan’s trustee and custodian. Towers Watson is the Plan’s actuary and a committee appointed by the Board of Directors of the Company is the Plan’s administrator.

Pension Benefits

Non-bargaining employees of participating companies and employees covered by a collective bargaining agreement that provides for participation in the Plan are eligible to participate in the Plan on the first day of the month coinciding with or next following the attainment of age 21 and the completion of one year of service.

Participants who terminated prior to January 1, 2008 with five or more years of service in the Plan are entitled to monthly pension benefits upon termination or normal retirement at age 65 equal to the amount in their cash balance account. Effective January 1, 2008, the years of service requirement was amended from five years to three years. A participant’s cash balance account increases, annually, for pay credits, transition credits, and interest credits, as applicable. Pay and transition credits are based on a participant’s compensation, age, and years of service and are applied at the end of each year. Transition credits are limited to participants with cash account balances at July 1, 2004 and to their number of years of service prior to July 1, 2004, up to five years. Interest credits are determined by multiplying the participant’s cash account balance at the beginning of the plan year by the applicable interest-crediting rate, which is the greater of the 30-year U.S. Treasury yield for the prior November or 5%.

The Plan permits early retirement for participants with ten years of service and the attainment of age 55 or the sum of their years of service and age equaling at least 80 and the attainment of age 50. These participants will receive the amount in their cash balance account at their early retirement date. For early retirement annuities, a social security supplement amount is added. The supplement amount is determined by multiplying the participant’s years of service by \$25, not to exceed \$750, for single life annuities or an actuarial calculation for all other annuities.

HUNTSMAN DEFINED BENEFIT PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

Benefits are payable in the form of a single lump sum, single life annuity, life and ten-year certain annuity, or joint and survivor annuity. If participants terminate before rendering three years of service, they forfeit the right to receive their accumulated plan benefits. Certain eligible participants in the Plan have become fully vested due to change in ownership of their employer. In addition, certain participants have been credited with years of service from prior employers.

Death and Disability Benefits

A participant who terminates with three or more years of service due to total and permanent disability may elect to receive a monthly pension benefit in an amount equal to their cash balance account. If a participant dies, monthly pension benefits are payable to the participant's beneficiary subject to certain limitations, as defined in the Plan.

Funding Policy

The Company's funding policy is to make contributions to the Plan that are actuarially determined, such that all employees' benefits will be fully provided for by the time they retire. Employee contributions and rollovers are not allowed. The Plan has met ERISA minimum funding requirements.

Termination

Although it has not expressed the intent to do so, the Company may terminate the Plan subject to the provisions set forth in ERISA. In such event, 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. 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 the Plan provisions in effect at any time during the five years preceding the Plan termination.
- b. Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) (a U.S. government agency) up to the applicable limitations (discussed below).
- c. All other vested benefits, that is, vested benefits not insured by the PBGC.
- d. All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal retirement age 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, subject to a statutory ceiling on the amount of the individual's monthly benefit.

HUNTSMAN DEFINED BENEFIT PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

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.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investment Valuation and Income Recognition

Investments in the Huntsman International LLC Pension Master Trust (the "Master Trust") are stated at fair value, which 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 for discussion of fair value measurements. The Plan's proportionate interest in the investments of the Master Trust is shown in the statements of net assets available for benefits as Plan interest in the Huntsman International LLC Pension Master Trust (Note 3).

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, which are attributable to the service employees have rendered under the Plan's provisions. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. The accumulated plan benefits for employees are based on their compensation, age, and years of service. 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 (as of the beginning of the year).

The actuarial present value of accumulated plan benefits is determined by an independent actuary from Towers Watson and is the 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 death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions underlying the actuarial computations, based on the projected unit credit method, for the December 31, 2012 valuation date was (a) life expectancy of participants (the RP 2000 Combined Health Mortality Table projected to 2024 using Scale AA, previously projected to 2015), (b) retirement age assumptions (the assumed average retirement age was 60), and (c) investment return (7.5%). The foregoing actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

HUNTSMAN DEFINED BENEFIT PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Benefit Payments

Benefit payments are recorded when distributed.

Administrative Expenses

The Plan's expenses are paid either by the Plan or by the Company, as provided by the Plan document. Expenses that are paid directly by the Company are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statements of changes in net assets available for benefits. In addition, certain investment related expenses are included in investment income - Plan interest in the Huntsman International LLC Pension Master Trust presented in the accompanying statements of changes in net assets available for benefits.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements, and changes therein. Accordingly, actual results could differ from those estimates.

Federal Income Taxes

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated August 5, 2014, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

HUNTSMAN DEFINED BENEFIT PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 3 - INTEREST IN MASTER TRUST

The Plan's investment assets are held in a Master Trust, which was established by the Company. The Master Trust is administered and investments are held by Fidelity. Use of the Master Trust permits the commingling of trust assets with the assets of the Plan and several other retirement plans sponsored by Huntsman International LLC and its affiliates, all of which are under common control, for investment and administrative purposes. Although assets of the participating plans are commingled in the Master Trust, the custodian maintains supporting records for the purpose of allocating the net gain or loss of the investment account to the participating plans. The net investment income of the investment assets is allocated by the custodian to each participating plan based on the relationship of the interest of each plan to the total of the interests of the participating plans.

The investments of the Master Trust at December 31, 2013 and 2012 are summarized as follows:

	<u>2013</u>	<u>2012</u>
Investments, at fair value:		
Commingled real estate funds	\$ 46,677,322	\$ 40,983,576
Commingled pools and separately managed accounts	69,707,552	53,370,792
Mutual funds	414,455,235	367,148,576
Cash and money market funds	<u>26,604,781</u>	<u>11,670,502</u>
Total investments	557,444,890	473,173,446
Accrued income	<u>230,536</u>	<u>578,699</u>
Net assets of the Master Trust	<u>\$557,675,426</u>	<u>\$473,752,145</u>
Plan's interest in Master Trust net assets	<u>\$540,568,312</u>	<u>\$459,017,759</u>
Plan's percentage interest in Master Trust net assets	<u>96.9%</u>	<u>96.9%</u>

The net investment income of the Master Trust for the years ended December 31, 2013 and 2012 is summarized as follows:

	<u>2013</u>	<u>2012</u>
Investment income:		
Net appreciation in fair value of investments:		
Commingled real estate funds	\$ 5,786,702	\$ 3,502,149
Commingled pools and separately managed accounts	16,336,760	5,159,767
Mutual funds	<u>37,540,710</u>	<u>33,570,569</u>
Total net appreciation in fair value of investments	59,664,172	42,232,485
Interest and dividends	<u>9,983,858</u>	<u>12,820,820</u>
Total	<u>\$69,648,030</u>	<u>\$55,053,305</u>

HUNTSMAN DEFINED BENEFIT PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 4 - INVESTMENTS

The Plan's investment in the Master Trust represents 5% or more of the Plan's net assets available for benefits at December 31, 2013 and 2012.

NOTE 5 - FAIR VALUE MEASUREMENTS

The Financial Accounting Standards Board Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, clarifies the definition of fair value for financial reporting, establishes a framework for measuring fair value, and requires additional disclosure about the use of fair value measurements in an effort to make the measurement of fair value more consistent and comparable.

Various inputs are used in determining the fair value of the investments in the Master Trust. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. In addition, ASC 820 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. 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. The three levels of the fair value hierarchy, including the types of investments in the Master Trust that fall under each category and the valuation methodologies used to measure fair value, are described below:

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

Mutual Funds: Valued at net asset value (NAV) of shares held by the Master Trust at year-end. NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market.

Cash and Money Market Funds: Valued at cost plus interest earned, which approximates fair value.

Level 2 - Inputs to the valuation methodology are other than quoted market prices in active markets that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices that are in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Mutual Funds: The Fidelity High Income Real Estate Fund is not traded on a public market. Shares of this fund are offered to banks and trust institutions investing for their own account or for accounts of their customers, retirement plan sponsors, and similar institutional customers. It is valued at NAV of shares held by the Master Trust at year-end. NAV is based on the value of underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. There are no imposed redemption restrictions, nor does the Plan have any contractual obligation to further invest in the account.

HUNTSMAN DEFINED BENEFIT PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

Commingled Pools and Separately Managed Accounts: Valued based on the NAV of the underlying securities, as reported by the investment manager in the audited financial statements of the accounts. The NAV is a quoted price in a market that is not active. Each account provides for daily participant redemptions by the Plan at reported NAV per share, with no advance notice requirement. The Plan has no unfunded commitments and no contractual obligations to further invest in the accounts.

Level 3 - Inputs to the valuation methodology are unobservable inputs (i.e. projections, estimates, interpretations, etc.) that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Commingled Real Estate Funds: Valued based on third-party appraisals, as reported by the investment managers. The funds are invested in JPMorgan funds. The objective of the funds is to exceed the performance of the National Council of Real Estate Investment Fiduciaries Property Index. The underlying holdings are diversified real estate assets.

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 inputs and methodologies used for valuing securities are not an indication of the risk associated with investing in those securities. There have been no changes in the methodologies used at December 31, 2013 or 2012.

The following tables set forth by level, within the fair value hierarchy, the investments in the Master Trust at fair value as of December 31, 2013 and 2012:

<u>Description</u>	<u>December 31, 2013</u>			<u>Total</u>
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	
Mutual Funds:				
Large Cap	\$135,044,805			\$135,044,805
Mid Cap	29,628,292			29,628,292
International	70,682,157			70,682,157
Fixed Income	105,196,807	\$28,789,851		133,986,658
Alternative	45,113,323			45,113,323
Total mutual funds	<u>385,665,384</u>	<u>28,789,851</u>		<u>414,455,235</u>
Commingled Real Estate Funds			\$46,677,322	<u>46,677,322</u>

HUNTSMAN DEFINED BENEFIT PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

<u>Description</u>	<u>December 31, 2013 (continued)</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Commingled Pools and Separately Managed Accounts:				
Small Cap		\$43,446,669		\$43,446,669
Large Cap		<u>26,260,883</u>		<u>26,260,883</u>
Total commingled pools and separately managed accounts		<u>69,707,552</u>		<u>69,707,552</u>
Cash and Money Market Funds	\$ 26,604,781			26,604,781
Total investments at fair value	<u>\$412,270,165</u>	<u>\$98,497,403</u>	<u>\$46,677,322</u>	<u>\$557,444,890</u>
<u>Description</u>	<u>December 31, 2012</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds:				
Large Cap	\$102,036,489			\$102,036,489
Mid Cap	21,919,333			21,919,333
International	61,996,585			61,996,585
Fixed Income	106,696,385	\$27,181,224		133,877,609
Alternative	<u>47,318,560</u>			<u>47,318,560</u>
Total mutual funds	<u>339,967,352</u>	<u>27,181,224</u>		<u>367,148,576</u>
Commingled Real Estate Funds			<u>\$40,983,576</u>	<u>40,983,576</u>
Commingled Pools and Separately Managed Accounts:				
Small Cap		33,744,030		33,744,030
Large Cap		<u>19,626,762</u>		<u>19,626,762</u>
Total commingled pools and separately managed accounts		<u>53,370,792</u>		<u>53,370,792</u>
Cash and Money Market Funds	<u>11,670,502</u>			<u>11,670,502</u>
Total investments at fair value	<u>\$351,637,854</u>	<u>\$80,552,016</u>	<u>\$40,983,576</u>	<u>\$473,173,446</u>

HUNTSMAN DEFINED BENEFIT PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

The following tables set forth a summary of changes in the fair value of the Master Trust's Level 3 assets for the years ended December 31, 2013 and 2012:

	<u>Commingled Real Estate Funds</u>
<u>2013:</u>	
Balance, beginning of year	\$40,983,576
Total gains (realized and unrealized) included in net appreciation in fair value of investments in the Master Trust	5,786,702
Purchases	809
Sales	<u>(93,765)</u>
Balance, end of year	<u>\$46,677,322</u>
<u>2012:</u>	
Balance, beginning of year	\$27,481,427
Total gains (realized and unrealized) included in net appreciation in fair value of investments in the Master Trust	3,502,149
Purchases	<u>10,000,000</u>
Balance, end of year	<u>\$40,983,576</u>

The following table represents the Master Trust's Level 3 investment, the valuation techniques used to measure the fair value of the investments, and the significant unobservable inputs and the ranges of values for those inputs at December 31, 2013 and 2012.

Instrument	Fair Value	Principal Valuation Technique	Unobservable Inputs
Commingled Real Estate Funds	2013 - \$46,677,322	Property valuations	External independent appraisals, rental revenue and expense amounts, revenue and expense growth rates, terminal capitalization rates, discount rates
	2012 - \$40,983,576	Mortgage loan valuations	Original term borrowing rates, leveraged equity yields, market interest rates, interest spreads, credit risk and liquidity and other factors

The investment committee reviews and approves the fair value measurement valuation policies and procedures, including those for Level 3 recurring measurements. At least annually, the investment committee determines if the current valuation techniques used in fair value measurements are still appropriate and evaluates and adjusts the unobservable inputs used in the fair value measurements based on current market conditions and third-party information.

HUNTSMAN DEFINED BENEFIT PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 6 - INFORMATION CERTIFIED BY THE TRUSTEE

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. Accordingly, Fidelity, the trustee of the Plan, has certified to the completeness and accuracy of all investments reflected in the accompanying statements of net assets available for benefits as of December 31, 2013 and 2012, and the related investment activity reflected in the statements of changes in net assets available for benefits for the years then ended.

NOTE 7 - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

The actuarial present value of the Plan's accumulated plan benefits at December 31, 2012 (date of the most recent valuation) is as follows:

Vested benefits of participants and beneficiaries currently receiving payments	\$186,932,520
Other vested benefits	247,007,736
Nonvested benefits	<u>9,864,583</u>
Actuarial present value of accumulated plan benefits	<u>\$443,804,839</u>

The changes in the actuarial present value of the Plan's accumulated plan benefits for the year ended December 31, 2012 (date of the most recent valuation) is as follows:

Actuarial present value of accumulated plan benefits at December 31, 2011	<u>\$430,334,558</u>
Additions:	
Benefits accumulated	16,618,293
Interest due to decrease in the discount period	<u>31,188,329</u>
	<u>47,806,622</u>
Deductions:	
Benefits paid	29,336,536
Assumption changes	<u>4,999,805</u>
	<u>34,336,341</u>
Net change	<u>13,470,281</u>
Actuarial present value of accumulated plan benefits at December 31, 2012	<u>\$443,804,839</u>

NOTE 8 - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments in the Master Trust are in shares of mutual funds managed by affiliates of Fidelity. Fidelity is the trustee, as defined by the Plan. Therefore, these investments qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are included as a reduction of the return on each fund. These transactions are considered to be exempt party-in-interest transactions and are not considered prohibited transactions under the Department of Labor's Rules and Regulations.

HUNTSMAN DEFINED BENEFIT PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 9 - RISKS AND UNCERTAINTIES

The Plan provides for various investments in a Master Trust. In general, such investments are exposed to various risks, such as significant world events, interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the statements of net assets available for benefits.

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

NOTE 10 - SUBSEQUENT EVENTS

Effective July 1, 2014, no one hired, or rehired subject to Plan provisions, on or after July 1, 2014 as an employee shall be an eligible employee other than an employee who is included in a unit of employees covered by a collective bargaining agreement, which provides for coverage under the Plan.

The Plan has evaluated subsequent events through October 15, 2014, the date the financial statements were available to be issued.

Attachment to the 2013 Schedule SB (Form 5500)
Huntsman Defined Benefit Pension Plan
EIN: 87-0630358 PN: 012
Schedule SB, Part V – Summary of Plan Provisions

Plan Provisions

The most recent amendment reflected in the following plan provisions was adopted December 1, 2011.

Covered Employees

Employees of Huntsman International LLC and the following affiliates: Huntsman Petrochemical Corporation, Huntsman International Trading Corporation, Huntsman Purchasing, Ltd., Huntsman Polymers Corporation, and Huntsman Polypropylene Corporation. As of the following effective dates, all participants are covered under the cash balance provisions:

- July 1, 2004 for Employees of Huntsman, Huntsman Purchasing Ltd., Huntsman Petrochemical Corporation, Huntsman Polymers Corporation, Huntsman Expandable Polymers Company LC, Huntsman International LLC, Tioxide Americas, Inc., Huntsman Propylene Oxide, Ltd, in a position not subject to a collective bargaining agreement; O&O and D-4 plants in Jefferson County, Texas covered by a collective bargaining agreement with the IBEW Local 2286.
- July 1, 2004 for employees of Huntsman International LLC who were participants of the ICI Americas Pension Plan prior to April 1, 1999 or who were hired into the Polyurethane Business Unit on or after April 1, 1999.
- July 1, 2004 for former employees of Tioxide Americas, Inc. and transferred employees of Rohm and Haas.
- January 1, 2005 for employees of Huntsman Advanced Materials Americas Inc. in a position not subject to a collective bargaining agreement.
- April 1, 2005 for employees of Huntsman at its Marysville, Michigan location covered by the collective bargaining agreement with the Paper, Allied-Industrial, Chemical and Energy Workers International Union Local 6-004.

September 1, 2005 for all other groups of employees at the O&O, A&O and C-4 plants in Jefferson County, Texas covered by a collective bargaining agreement.

Attachment to the 2013 Schedule SB (Form 5500)
Huntsman Defined Benefit Pension Plan
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Schedule SB, Part V – Summary of Plan Provisions

Prior Plan Provisions

Participation Date	First of the month following the completion of one year of service and attaining age 21.
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Definitions

Vesting service	Full years of service as a covered employee.
Pension service	Years and fractional years of service as a covered employee.
Pensionable pay	W-2 earnings, excluding noncontractual bonuses, moving expenses, and various allowances.
Average earnings	The average of the highest 36 consecutive months of pensionable pay during the ten-year period ending on the earlier of the participant's termination date or retirement date.
Social Security benefit	The projected amount of the participant's primary Social Security benefit according to the law in effect at the date of termination of employment assuming continuation of then current earnings to age 65.
Normal retirement date (NRD)	First of month coinciding with or next following the attainment of age 65 with five years of pension service.
Monthly pension benefit	Basic benefit equals one-twelfth of 1.4% of average earnings multiplied by pension service prior to January 1, 2000, plus 1.5% of average earnings multiplied by pension service after January 1, 2000, less 50% of the Social Security benefit prorated by pension service, payable as a life annuity to the participant. Special provisions apply for former Texaco, Hoeschst Celanese, Amoco, Monsanto, Rexene and Polypropylene employees.
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 early commencement of benefits.

Eligibility for Benefits

Normal retirement	Retirement on NRD.
Early retirement	Retirement before NRD and on or after the earlier of (i) both attaining age 50 and age plus vesting service equal to 80 or more or (ii) age 55 with 10 years of vesting service.
Postponed retirement	Retirement after NRD.
Deferred vested termination	Termination for reasons other than death, disability or retirement after completing five years of vesting service.
Disability	Retirement before NRD and totally and permanently disabled.
Preretirement death benefit	Death of an active employee with a surviving spouse while

Attachment to the 2013 Schedule SB (Form 5500)
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eligible for normal, early, postponed, disability, or deferred vested retirement benefits.

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 without the Social Security benefit offset, reduced 5.0% for each year by which the benefit commencement date precedes age 60. The Social Security benefit offset is applied at 65.
Postponed retirement	Greater of monthly pension benefit determined as of actual retirement date or monthly pension benefit as of NRD actuarially adjusted to postponed retirement date.
Termination with deferred vested benefit	Monthly pension benefit determined as of termination date, actuarially reduced for early commencement if eligible for early retirement.
Disablement	Monthly pension determined at earlier of (i) commencement of benefit payments under the long-term disability policy or (ii) 24 months following disablement.
Death with preretirement spouse benefits	Monthly pension benefit determined as of the date of death payable as a 50% joint and survivor form of income at the earliest commencement date.

Other Plan Provisions

Forms of payment	Preretirement spouse benefits are payable only as described above. Monthly pension benefits are paid as described above 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 for retirement benefits and 100% joint and survivor annuity for terminated vested participants or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the plan. Optional forms are a 100% joint and survivor annuity, a 50% joint and survivor annuity, a ten-year certain and life annuity, or (for married participants) a life annuity.
Pension Increases	None
Plan participants' contributions	None
Actuarial Equivalence	Converts optional forms of payment to the same actuarial present value as the benefit it replaces, based on an interest rate of 7.0% per year compounded annually and the 1983 Group Annuity Mortality Table (GAM-83) weighted 80% male and 20% female.
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.

Attachment to the 2013 Schedule SB (Form 5500)
Huntsman Defined Benefit Pension Plan
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Schedule SB, Part V – Summary of Plan Provisions

Cash Balance Provisions

Covered Employees	First of the month following the completion of one year of service and attaining age 21.
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Definitions

Years of Service	Each 12 month period of service.
Plan compensation	Total earnings including regular earnings, shift differential, overtime, bonuses, employee recognition awards and wage replacement benefits.
Normal retirement date (NRD)	First of the month coincident with or next following the attainment of age 65 with five years of service.
Early retirement date	The first day of the month coincident with or next following the earlier of 1) age 50 while the sum of age and years of service equals or exceeds 80 or 2) Age 55 with 10 years of service. Prior Polyurethanes and Huntsman Advanced Materials employees have special grandfathered provisions.

Pay credits	For each year-end for which the participant is a covered participant, the participant's cash balance account is increased by Pay Credits. The amount of Pay Credit is determined by multiplying the Plan Compensation for the year by the applicable percentage from the following table, based on age plus Years of Service at the beginning of the year:
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<i>Age + Years of Service</i>	<i>Pay Credit Percentage</i>
Under 30	4.0%
30 but less than 40	5.5%
40 but less than 50	7.0%
50 but less than 60	8.0%
60 but less than 70	9.0%
70 but less than 80	10.5%
80 and over	12.0%

While disabled, participants will continue to receive pay credits for a period of up to two years.

Interest credits	The interest credited each year is based on the greater of 1) the 30-year treasury yield for the prior November and 2) 5.0%.
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Attachment to the 2013 Schedule SB (Form 5500)
Huntsman Defined Benefit Pension Plan
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Schedule SB, Part V – Summary of Plan Provisions

Transition Period

The period beginning from the following effective dates and lasting the number of years equal the participant's completed Years of Service at the effective date listed below, subject to a maximum of five Years of Service:

July 1, 2004: Employees of the employer who was a participating employer in the Plan on July 1, 2004 who were last hired or rehired by that Employer prior to July 1, 2004 and who are either (i) employees not covered by a collective bargaining agreement or (ii) are employees at the O&O and C-4 plants in Jefferson County, Texas covered by a collective bargaining agreement with IBEW Local 2286.

April 1, 2005 for employees of Huntsman at its Marysville, Michigan location covered by the collective bargaining agreement with the Paper, Allied-Industrial, Chemical and Energy Workers International Union Local 6-004.

September 1, 2005 for all other groups of employees at the O&O, A&O and C-4 plants in Jefferson County, Texas covered by a collective bargaining agreement.

Transition Credits

For the groups listed in the Transition Period section, during the Transition Period, the plan shall credit additional Transition Credits. These amounts are determined by multiplying Plan Compensation for the plan year by the applicable percentage from the following table based on age plus Years of Service at the effective date for the cash balance plan provisions.

<i>Age + Years of Service</i>	<i>Pay Credit Percentage</i>
Under 50	0%
50 but less than 51	1%
51 but less than 53	2%
53 but less than 56	3%
56 but less than 60	4%
60 but less than 65	5%
65 but less than 71	6%
71 but less than 78	7%
78 and above	8%

Former Advanced Materials participants are not eligible for Transition Credits.

Opening Account Balance

For participants who were participating immediately prior to the effective date of the cash balance formula, the Opening Account Balance is equal to present value of the accrued benefit earned to that effective date.

Cash Balance Account

Sum of Opening Account Balance, Pay Credits, Interest Credits, and Transition Credits.

Attachment to the 2013 Schedule SB (Form 5500)
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Schedule SB, Part V – Summary of Plan Provisions

Annuity Factor	For retirement benefits, greater of 1) $175 - \text{age}$ or 2) Age 65 factor discounted with interest from age 65 to commencement date at the applicable interest rate. For terminated vested employees, conversion is based on applicable interest rate and applicable mortality table.
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Eligibility for Benefits

Normal retirement	Retirement at NRD.
Early retirement	Retirement at ERD.
Postponed retirement	Retirement after NRD.
Disability retirement	Retirement before NRD and totally and permanently disabled.
Deferred vested	Termination for reasons other than death, disability or retirement after completing three Years of Service.
Pre-retirement death benefit	Death of an active employee while eligible for normal, early, postponed, disability or deferred vested retirement benefits.

Benefits Paid Upon the Following Events

Normal retirement	Cash balance account determined as of NRD divided by the annuity factor not less than minimum benefit based on prior formula and pay credits with interest under new formula.
Early retirement	Cash balance account determined as of ERD divided by the annuity factor not less than minimum benefit based on prior formula and pay credits with interest under new formula. Monthly supplemental benefit for participants who elect an annuity: \$25 times years of service (maximum 30 years) payable from ERD to age 65. This supplemental benefit is not available to Advanced Materials participants.
Postponed retirement	Greater of cash balance account determined as of the actual retirement date divided by the annuity factor or benefit as of NRD actuarially adjusted to retirement date.
Disability retirement	Cash balance account determined as of the actual retirement date divided by the annuity factor.
Vested termination	Cash balance account determined as of the actual retirement date divided by the annuity factor.
Preretirement death benefit	Cash balance account determined as of the date of death payable as a lump sum or annuity for surviving spouses only.

Attachment to the 2013 Schedule SB (Form 5500)
Huntsman Defined Benefit Pension Plan
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Schedule SB, Part V – Summary of Plan Provisions

Other Plan Provisions

Forms of payment	The following forms of benefit are available: lump sum, single life, 10 year certain and continuous and 50% or 100% joint and survivor annuities. The annuity options are actuarially reduced to reflect the option chosen.
Actuarial Equivalence	Converts optional forms of payment to the same actuarial present value as the benefit it replaces, based on an interest rate of 7.5% per year compounded annually and the 1994 Group Annuity Reserving Table (GAR-94).
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.

Future Plan Changes

No future plan changes were recognized in determining pension cost or in determining minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

Statutory pay and benefit limits were increased.

Attachment to the 2013 Schedule SB (Form 5500)
Huntsman Defined Benefit Pension Plan
EIN: 87-0630358 PN: 012
Schedule SB, Line 26 – Schedule of Active Participant Data

Age Nearest Birthday		Completed Years of Service								Total
		0 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	Over 34	
Under 25	Count	15	5	-	-	-	-	-	-	20
	Avg Earnings	-	-	-	-	-	-	-	-	70,985
	Avg Cash Balance	-	-	-	-	-	-	-	-	3,120
25 to 29	Count	42	26	-	-	-	-	-	-	68
	Avg Earnings	73,934	78,108	-	-	-	-	-	-	75,530
	Avg Cash Balance	4,593	15,355	-	-	-	-	-	-	8,708
30 to 34	Count	68	52	6	-	-	-	-	-	126
	Avg Earnings	91,037	85,460	-	-	-	-	-	-	89,003
	Avg Cash Balance	8,997	23,807	-	-	-	-	-	-	16,558
35 to 39	Count	74	88	43	19	-	-	-	-	224
	Avg Earnings	91,850	99,112	105,620	-	-	-	-	-	98,382
	Avg Cash Balance	11,374	33,139	56,609	-	-	-	-	-	33,791
40 to 44	Count	65	85	52	47	16	-	-	-	265
	Avg Earnings	107,298	107,201	115,536	127,701	-	-	-	-	112,688
	Avg Cash Balance	17,516	40,892	72,613	89,806	-	-	-	-	53,520
45 to 49	Count	61	66	57	53	76	19	-	-	332
	Avg Earnings	94,147	103,722	112,952	104,789	127,331	-	-	-	110,142
	Avg Cash Balance	19,141	47,362	81,511	93,643	147,066	-	-	-	86,355
50 to 54	Count	63	65	64	60	79	23	27	1	382
	Avg Earnings	109,601	112,117	119,625	119,648	117,416	139,142	131,641	-	118,160
	Avg Cash Balance	19,526	56,065	103,616	144,358	173,317	240,392	271,103	-	122,670
55 to 59	Count	34	51	28	38	64	31	63	30	339
	Avg Earnings	98,892	115,029	103,274	115,337	126,283	116,217	136,723	121,150	119,281
	Avg Cash Balance	19,118	72,956	110,308	162,352	225,647	241,834	289,074	307,931	185,890
60 to 64	Count	20	27	16	10	29	18	27	35	182
	Avg Earnings	109,723	111,670	-	-	117,396	-	121,070	133,885	117,080
	Avg Cash Balance	31,135	68,437	-	-	231,924	-	331,976	346,061	207,053
65 to 69	Count	5	7	6	3	4	1	1	10	37
	Avg Earnings	-	-	-	-	-	-	-	-	116,658
	Avg Cash Balance	-	-	-	-	-	-	-	-	232,146
Over 69	Count	-	-	1	2	1	1	-	2	7
	Avg Earnings	-	-	-	-	-	-	-	-	135,756
	Avg Cash Balance	-	-	-	-	-	-	-	-	312,285
Total	Count	447	472	273	232	269	93	118	78	1,982
	Avg Earnings	96,276	102,401	113,509	115,127	121,622	120,113	131,775	126,711	110,185
	Avg Cash Balance	15,163	44,311	90,631	121,306	181,496	230,687	297,995	326,671	106,710

Attachment to the 2013 Schedule SB (Form 5500)
Huntsman Defined Benefit Pension Plan
EIN: 87-0630358 PN: 012
Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Actuarial Assumptions and Methods — Contributions

Economic Assumptions

Interest rate basis:

- ▶ Applicable month September 2012
- ▶ Yield curve basis IRC 430 Funding Segment Rates
(24-month average)

Interest rates:	Reflecting Corridors	Not Reflecting Corridors
▶ First segment rate - 10-year rate	4.94%	1.75%
▶ Second segment rate - 20-year rate	6.15%	4.62%
▶ Third segment rate - 30-year rate	6.76%	5.72%
▶ Effective interest rate	6.24%	4.82%

Annual rates of increase

- ▶ Weighted average Compensation Increase 4.40%

Salary Scale

Age	Rate
20-24	13.0%
25-29	9.0%
30-34	8.0%
35-39	6.5%
40-44	6.0%
45-49	4.5%
50-54	4.5%
55-59	4.0%
60-64	4.0%
65+	0.0%
▶ Statutory limits on compensation	2.50%
▶ Cash balance interest credit	5.10%
▶ Lump Sum conversion rate	IRC 430 Funding Segment Rates

Attachment to the 2013 Schedule SB (Form 5500)
Huntsman Defined Benefit Pension Plan
EIN: 87-0630358 PN: 012
Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Demographic Assumptions

Inclusion date	The valuation date coincident with or next following the date on which the employee becomes a participant.
Mortality	Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2028 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2020 using Scale AA).
Termination	Rates varying by age Sample Termination Rates

Percentage leaving during the year

Attained Age	Rate
25	11.90%
40	5.00%
55	5.80%

Disability	The rates at which participants become disabled by age are shown below:
------------	---

Percentage becoming disabled during the year

Age	Rates
25	0.20%
40	0.22%
55	0.40%

Attachment to the 2013 Schedule SB (Form 5500)
Huntsman Defined Benefit Pension Plan
EIN: 87-0630358 PN: 012
Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Retirement

Rates varying by age
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	Eligibility at Age 55/10Years of Service	Rule of 80
50-54	—	9.00%
55-58	2.50%	9.00%
59	2.50%	11.20%
60	2.50%	13.40%
61	5.00%	15.60%
62	5.00%	17.80%
63-64	10.00%	20.00%
65	100%	100%

Benefit commencement date:

- ▶ Preretirement death benefit Immediately upon death
- ▶ Deferred vested benefit Upon termination of employment
- ▶ Disability benefit Normal retirement date
- ▶ Retirement benefit Upon termination of employment

Form of payment

For current active participants:

Termination, death or disability: 65% lump sum and 35% annuity.

Retirement: 45% lump sum and 55% annuity

For current terminated vested participants:

Cash Balance: 65% are assumed elect a lump sum to be paid out over the next three years in equal instalments and 35% are assumed to elect an annuity.

Non Cash Balance: 100% annuity

Percent married

85%.

Spouse age

Wife two years younger than husband.

Covered pay

Earnings for 2013 are calculated as the sum of the following:

- a) Estimated 2012 bonus paid in 2013
- b) Maximum of 1) base salary and, 2) 2012 overtime plus

Attachment to the 2013 Schedule SB (Form 5500)
Huntsman Defined Benefit Pension Plan
EIN: 87-0630358 PN: 012
Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

	regular earnings, increased for one year of estimated salary growth at an annual rate that varies by age.
Administrative expenses	Equal to actual 2012 plan expenses excluding investment management fees (\$1,980,000).
At-risk assumptions	For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year. In addition, cash balance participants are assumed to elect a lump sum and all other participants are assumed to elect a life annuity.
Timing of benefit payments	Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Methods

Valuation date	First day of plan year
Funding target	Present value of accrued benefits The IRC §430 regulations describe the required methodology for attributing benefits among Funding Target, current year Target Normal Cost, and future years' Target Normal Costs for disability benefits, Social Security benefits, death benefits and other ancillary benefits. For most such benefits, the required attribution methodology is clear.
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 not in excess of the average of the third segment rates for the 24-month period ending with the month preceding the month containing the valuation date. The average asset value must be within 10% of fair value, including contributions receivable.
Benefits not valued	All benefits described in the Plan Provisions section of this report were valued. Towers Watson has reviewed the plan provisions with Huntsman and, based on that review, is not aware of any significant benefits required to be valued that were not.
Change in assumptions and methods since prior valuation	The funding interest rates were updated to reflect the applicable segment rates and MAP-21 corridor rates published by the IRS for the 2013 valuation. The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements.

Attachment to the 2013 Schedule SB (Form 5500)

Huntsman Defined Benefit Pension Plan

EIN: 87-0630358 PN: 012

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

The retirement, termination, and disability rate assumptions were updated to reflect recent plan experience.

The cash balance interest crediting rate was changed from 5.25% to 5.10%.

The spousal age difference was changed from wives being four years younger than husbands to wives being two years younger.

The salary increase rate was changed from a flat 4.00% to an age graded table.

The form of payment election for retirements was changed from 60% Lump Sum and 40% Annuity to 45% Lump Sum and 55% Annuity. The lump sum election rate for termination, disability, and death was changed from 100% to 65%.

The statutory pay limit increase assumption was decreased from 3.00% to 2.50%.

Attachment to the 2013 Schedule SB (Form 5500)
Huntsman Defined Benefit Pension Plan
EIN: 87- 0630358 PN: 012
Schedule SB, Line 32 – Schedule of Amortization Bases

Type of Base		Date Established	Initial Amount	Remaining Amortization Period (Years)	Outstanding Balance	Amortization Payment
1	Shortfall	01/01/2013	19,837,383	7	19,837,383	3,310,700
2	Shortfall	01/01/2012	(44,102,605)	6	(39,618,854)	(7,485,297)
3	Shortfall	01/01/2011	39,065,192	5	29,250,350	6,427,377
4	Shortfall	01/01/2010	12,621,858	4	7,915,271	2,124,158
5	Shortfall	01/01/2009	49,971,938	3	25,369,703	8,867,456
Total					42,753,853	13,244,394

Attachment to the 2013 Schedule SB (Form 5500)
Huntsman Defined Benefit Pension Plan
EIN: 87-0630358 PN: 012
Schedule SB, Line 24 – Change in Actuarial Assumptions

The retirement, termination, and disability rate assumptions were updated to reflect recent plan experience.

The cash balance interest crediting rate was changed from 5.25% to 5.10%.

The spousal age difference was changed from wives being four years younger than husbands to wives being two years younger.

The salary increase rate was changed from a flat 4.00% to an age graded table.

The form of payment election for retirements was changed from 60% Lump Sum and 40% Annuity to 45% Lump Sum and 55% Annuity. The lump sum election rate for termination, disability, and death was changed from 100% to 65%.

The statutory pay limit increase assumption was decreased from 3.00% to 2.50%.

Attachment to the 2013 Schedule SB (Form 5500)
Huntsman Defined Benefit Pension Plan
EIN: 87-0630358 PN: 012
Schedule SB – Statement by Enrolled Actuary

Plan Sponsor: Huntsman International, LLC.

Valuation date: January 1, 2013

Enrolled Actuary: John J. Toslosky

Enrolled Number: 14-04685

The actuarial assumptions that are not mandated by IRC 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

Attachment to the 2013 Schedule SB (Form 5500)**Huntsman Defined Benefit Pension Plan****EIN: 87-0630358 PN: 012****Schedule SB, Line 22 – Description of Weighted Average Retirement Age**

For each active participant, an expected retirement age was calculated, weighted in proportion to the probability that the individual would remain an active participant to each age and then retire at that age. The plan's weighted average retirement age of 60 is the arithmetic average of the expected retirement ages of all participants on January 1, 2013.

Retirement Rates based on eligibility criteria of:

Age	Rate for Age 55 with 10 Years of Service	Rate for Rule of 80	Assumed Retirements for Age 55 and 10	Assumed Retirements for Rule of 80	Weighted Total Retirements
50	N/A	9.0%	0	9.00	450.00
51	N/A	9.0%	0	8.19	417.69
52	N/A	9.0%	0	7.45	387.55
53	N/A	9.0%	0	6.78	359.45
54	N/A	9.0%	0	6.17	333.27
55	2.5%	9.0%	2.50	5.62	446.40
56	2.5%	9.0%	2.44	5.11	422.71
57	2.5%	9.0%	2.38	4.65	400.56
58	2.5%	9.0%	2.32	4.23	379.87
59	2.5%	11.2%	2.26	4.79	416.07
60	2.5%	13.4%	2.20	5.09	437.69
61	5.0%	15.6%	4.30	5.13	575.17
62	5.0%	17.8%	4.08	4.94	559.51
63	10.0%	20.0%	7.75	4.57	776.11
64	10.0%	20.0%	6.98	3.65	680.36
65	100.0%	100.0%	62.80	14.61	5031.76

Sum of weighted counts = 12,074.17

Weighted Average Retirement Age (Sum of weighted counts / 200) = **60.4**

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment 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**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
☒ a single-employer plan; ☐ a DFE (specify) _____
- B** This return/report is: ☐ the first return/report; ☐ the final return/report;
☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
- C** If the plan is a collectively-bargained plan, check here ☐
- D** Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program;
☐ special extension (enter description) _____

Part II Basic Plan Information - enter all requested information**1a** Name of plan
HUNTSMAN DEFINED BENEFIT PENSION PLAN**1b** Three-digit
plan number (PN) ▶ **012****1c** Effective date of plan
03/01/1983**2a** Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)**HUNTSMAN INTERNATIONAL LLC****2b** Employer Identification Number (EIN)
87-0630358**2c** Sponsor's telephone number
281-719-6000**10003 WOODLOCH FOREST DRIVE****2d** Business code (see instructions)
325200**THE WOODLANDS****TX 77380****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		10/15/14	MARK CORDINGLY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		10/15/14	MARK CORDINGLY
	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)

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

Form 5500 (2013)
v. 130118

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address
HUNTSMAN BENEFITS COMMITTEE

10003 WOODLOCH FOREST DRIVE
THE WOODLANDS TX 77380

3b Administrator's EIN
87-0533091

3c Administrator's telephone number
281-719-6000

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5 Total number of participants at the beginning of the plan year	5	5,866
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	2,005
b Retired or separated participants receiving benefits	6b	1,825
c Other retired or separated participants entitled to future benefits	6c	1,914
d Subtotal. Add lines 6a , 6b , and 6c	6d	5,744
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	188
f Total. Add lines 6d and 6e	6f	5,932
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	58
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 1C 3H

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

9a Plan funding arrangement (check all that apply)

- (1) ☐ Insurance
 (2) ☐ Code section 412(e)(3) insurance contracts
 (3) ☒ Trust
 (4) ☐ General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- (1) ☐ Insurance
 (2) ☐ Code section 412(e)(3) insurance contracts
 (3) ☒ Trust
 (4) ☐ General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

- (1) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information - Small Plan)
 (3) ☐ **A** (Insurance Information)
 (4) ☐ **C** (Service Provider Information)
 (5) ☒ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

► **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 HUNTSMAN DEFINED BENEFIT PENSION PLAN	B Three-digit plan number (PN) ►	012
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF HUNTSMAN INTERNATIONAL LLC	D Employer Identification Number (EIN) 87-0630358	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2013</u>			
2 Assets:			
a Market value	2a		486,312,840
b Actuarial value	2b		480,902,539
3 Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	1,982	206,059,550
b For terminated vested participants	3b	1,980	79,966,876
c For active participants:			
(1) Non-vested benefits	3c(1)		11,604,539
(2) Vested benefits	3c(2)		200,025,427
(3) Total active	3c(3)	1,982	211,629,966
d Total	3d	5,944	497,656,392
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		6.24 %
6 Target normal cost	6		18,232,890

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	John J. Toslosky <div style="text-align: center;"> Signature of actuary </div>	<div style="text-align: center;"> Date </div>	<div style="text-align: center;"> 14-04685 Most recent enrollment number </div>
John J. Toslosky Type or print name of actuary		(303) 391-1200 Telephone number (including area code)	
Towers Watson Pennsylvania Inc. Firm name		555 17th Street, Suite 2050 Denver CO 80202 Address of the firm	

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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF. Schedule SB (Form 5500) 2013 v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>13.22</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		24,395,453
	b Interest on (a) using prior year's effective interest rate of <u>6.90</u> % except as otherwise provided (see instructions)		1,683,286
	c Total available at beginning of current plan year to add to prefunding balance		26,078,739
	d Portion of (c) to be added to prefunding balance		26,000,000
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	26,000,000

Part III Funding Percentages			
14	Funding target attainment percentage	14	91.40 %
15	Adjusted funding target attainment percentage	15	91.40 %
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	92.99 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/12/2013	6,810,000				
07/12/2013	6,810,000				
10/14/2013	6,810,000				
01/15/2014	6,810,000				
09/15/2014	13,800,000				
Totals ►			18(b)	41,040,000	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	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	38,630,640

20 Quarterly contributions and liquidity shortfalls:

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

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

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

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:			
a Segment rates:	1st segment: 4.94 %	2nd segment: 6.15 %	3rd segment: 6.76 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 60
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	18,232,890
b Excess assets, if applicable, but not greater than line 31a	31b	0
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	42,753,853	13,244,397
b Waiver amortization installment		0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	31,477,287
	Carryover balance	Prefunding balance
35 Balances elected for use to offset funding requirement	0	0
36 Additional cash requirement (line 34 minus line 35)	36	31,477,287
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	38,630,640
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	38a	7,153,353
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40 Unpaid minimum required contributions for all years	40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:		
a Schedule elected	☐ 2 plus 7 years ☐ 15 years	
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011	
42 Amount of acceleration adjustment	42	0
43 Excess installment acceleration amount to be carried over to future plan years	43	0