

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

:
: Chapter 11

LYONDELL CHEMICAL COMPANY, et al.,

:
: Case No. 09-10023 (REG)

:
: Debtors.

:
: Jointly Administered
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**ORDER (I) APPROVING THE DISCLOSURE STATEMENT;
(II) ESTABLISHING PLAN SOLICITATION, VOTING AND
TABULATION PROCEDURES;(III) ESTABLISHING PROCEDURES
FOR PARTICIPATION IN RIGHTS OFFERING; AND (IV) SCHEDULING A
HEARING AND ESTABLISHING NOTICE AND OBJECTION PROCEDURES
FOR CONFIRMATION OF THE DEBTORS' PLAN OF REORGANIZATION**

Upon the motion dated September 11, 2009 (the "Motion"),¹ of Lyondell Chemical Company and certain of its subsidiaries and affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), pursuant to sections 105, 1125 and 1126 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code") and rules 2002, 3017, 3018 and 3020 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), for entry of an order (the "Order") (i) approving the Debtors' ~~disclosure statement~~Second Amended Disclosure Statement, dated ~~September 11,~~December 23, 2009 (as it may be amended or supplemented, the "Disclosure Statement"), with respect to the Second Amended Joint Chapter 11 Plan of Reorganization for the LyondellBasell Debtors, dated ~~September 11,~~December 23, 2009 (as it may be amended or supplemented, the "Plan"); (ii) establishing solicitation, voting and tabulation procedures with respect to the Plan, including fixing a voting record date, setting a deadline for filing motions to estimate claims for voting purposes, and approving the forms of ballots; (iii) establishing

¹ Capitalized terms not otherwise defined shall have the meaning ascribed to them in the Motion.

procedures for participation in a rights offering to certain of the Debtors' creditors and approving a subscription form that creditors participating in the rights offering must use to exercise subscription rights; and (iv) scheduling a hearing and establishing notice and objection procedures for confirmation of the Plan, all as more fully described in the Motion and the Debtors having amended certain of the exhibits to the Motion as set forth in the Notice of Filing of Amended Exhibits to the Debtors' Motion for an Order (I) Approving the Disclosure Statement; (II) Establishing Plan Solicitation, Voting and Tabulation Procedures; (III) Establishing Procedures for Participation in Rights Offering; and (IV) Scheduling a Hearing and Establishing Notice and Objection Procedures for Confirmation of the Debtors' Plan of Reorganization filed on January 26, 2010; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and it appearing that no further notice need be provided; and the relief being requested being in the best interest of the Debtors and their estates and creditors; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at the hearing held before the Court on ~~October 14, 2009~~ February 8, 2010 (the "Disclosure Statement Hearing"); and the Court having determined the legal and factual bases set forth in the Motion and at the Disclosure Statement Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED that the Motion is granted, and any and all objections to the Motion not otherwise settled or withdrawn are hereby overruled; and it is further

ORDERED that the Disclosure Statement (as may be amended and/or revised from time to time, including in connection with the Disclosure Statement Hearing) is approved as containing “adequate information” within the meaning of section 1125 of the Bankruptcy Code; and it is further

ORDERED that for the purpose of determining (i) the creditors who are entitled to vote on the Plan and (ii) in the case of non-voting classes, the creditors and interest holders who are entitled to receive a Notice of Non-Voting Status, the record date shall be ~~October 14, 2009~~February 22, 2010 (the “Record Date”); and it is further

ORDERED that the procedures for solicitation of acceptance or rejection of the Plan, as ~~described in the Motion~~set forth herein, are approved; and it is further

ORDERED that the Solicitation Packages will include the approved Disclosure Statement (with the Plan appended thereto), in electronic format on a CD-ROM, and a copy of this Order (excluding the exhibits thereto); and it is further

ORDERED that, subject to the exceptions set forth in the immediately following decretal paragraph, Solicitation Packages shall be mailed no later than ~~October 21, 2009~~the later of (a) seven (7) business days after the date of entry of this Order, and (b) seven (7) business days after the Record Date, or as soon as reasonably practicable thereafter (the “Solicitation Date”) to (i) all parties having filed proofs of claim, or notices of transfers of claims, in the Debtors’ chapter 11 cases prior to the Record Date; (ii) any other known holders of claims against or equity interests in the Debtors as of the Record Date, including all persons or entities listed in the Debtors’ schedules of assets and liabilities dated April 6, 2009, or any amendment thereof (the “Schedules”), as holding liquidated, noncontingent and undisputed claims; (iii) the United States Trustee; (iv) the attorneys for the Creditors’ Committee; (v) the attorneys for the Debtors’ postpetition lenders; (vi) all other parties in interest that have filed a

request for notice pursuant to Bankruptcy Rule 2002 in the Debtors' chapter 11 cases; (vii) the Securities and Exchange Commission; (viii) the Internal Revenue Service; (ix) the Pension Benefit Guaranty Corporation; (x) the transfer agent(s) and registered holders of any claims against the Debtors arising from public securities;² and (xi) all known parties to executory contracts that have not been assumed or rejected; and it is further

ORDERED that notwithstanding the immediately foregoing decretal paragraph, (a) holders of claims that were paid pursuant to, or expunged by, prior order of this Court, holders of claims against the Debtors that have not been classified in the Plan pursuant to section 1123(a)(1) of the Bankruptcy Code, and holders of claims listed in the Schedules as contingent, unliquidated, or disputed, or in an amount equal to \$0.00, for which a proof of claim was not filed by the applicable bar date for the filing of proofs of claim established by the Court shall receive only the Confirmation Hearing Notice; and (b) members of Classes 1, 2, 6, 7-B, 9, 10, 11, 12, 13, and 14, which are classified under the Plan as unimpaired or receiving no distribution, shall receive only a Notice of Non-Voting Status ~~and the Confirmation Hearing Notice~~; and it is further

ORDERED that the Debtors are excused from mailing Solicitation Packages, Notices of Non-Voting Status, Confirmation Hearing Notices or any other materials (as applicable) that would otherwise be distributed to those entities listed at addresses from which Disclosure Statement Notices were returned as undeliverable by the United States Postal Service, unless the Debtors are provided with accurate addresses for such entities before the Solicitation

² The Voting Nominees holding the relevant securities will be provided with copies of, and instructions to serve, the appropriate Solicitation Packages (or notice, as the case may be) on the beneficial holders of such claims and interests and will be reimbursed by the Debtors for reasonable, actual, and necessary expenses incurred in connection with such distribution. The procedure for distribution of the appropriate Solicitation Packages (or notice, as the case may be) to holders of claims is described more fully below.

Date; and any failure to mail Solicitation Packages ~~and/or~~, Notices of Non-Voting Status and the Confirmation Hearing Notice (as applicable) to such entities will not constitute inadequate notice of the Confirmation Hearing or the Voting Deadline, or a violation of Bankruptcy Rule 3017(d); and it is further

ORDERED that the forms of Ballots, substantially in the forms annexed as Exhibit D to the Motion, as amended, are sufficiently consistent with Bankruptcy Rule 3017(d) and Official Form No. 14 and are approved, and the Debtors are authorized to use such Ballots in soliciting votes on the Plan; and it is further

ORDERED that Ballots are to be distributed to holders of claims in Classes 3, 4, 5, 7-A, 7-B, 7-C, ~~7-D, 7-E~~ and 8 (the “Voting Classes”), and such classes are entitled to vote to accept or reject the Plan; and it is further

ORDERED that all Ballots (or Master Ballots in the case of votes cast by a Voting Nominee) must be properly delivered to the Debtors’ ballot solicitation and tabulation agent, ~~Epiq~~ Financial Balloting Group LLC (“~~Epiq~~” or the “Voting Agent”), by (i) first-class mail, either in the return envelope provided with each Ballot, or to the address indicated, (ii) overnight courier, or (iii) personal delivery so that they are received by the Voting Agent no later than 4:00 p.m. (prevailing Eastern time), on ~~November 23, 2009~~ _____, 2010 (the “Voting Deadline”); and it is further

ORDERED that with respect to those ~~member~~ members of the Voting Classes who are holders of public securities of the Debtors (collectively, the “Beneficial Holders”) and who are entitled to vote (the “Voting Securities”), the Debtors shall deliver Solicitation Packages, including beneficial ballots to record holders of such claims, including, without limitation, brokers, banks, dealers or other agents or nominees (collectively, the “Voting Nominees”) to distribute to Beneficial Holders of the claims on behalf of which the Voting

Nominee acts. Master Ballots will be delivered to Voting Nominees after the Solicitation Packages have been distributed to the Voting Nominees. The Debtors shall be responsible for each such Voting Nominee's reasonable and customary out-of-pocket expenses associated with (i) distribution of the Beneficial Ballots and Solicitation Packages to the Beneficial Holders; (ii) tabulation of the Beneficial Ballots; and (iii) completion of Master Ballots; and it is further

ORDERED that Voting Nominees, with respect to any Voting Securities, are ordered to do the following within five (5) business dates of the receipt of the Solicitation Packages:

- (a) Forward a Solicitation Package (including a Beneficial Ballot) to each Beneficial Holder as of the Record Date and include a return envelope provided by and addressed to the Voting Nominee so that the Beneficial Holder can return the completed Beneficial Ballot directly to the Voting Nominee. The Voting Nominee should advise the Beneficial Holders to return their Beneficial Ballots to the Voting Nominee by a date calculated by the Voting Nominee to allow it to prepare and return the Master Ballot to ~~Epic~~the Voting Agent by the Voting Deadline (as defined below). After Beneficial Ballots are returned, the Voting Nominee will summarize on the appropriate Master Ballot the votes and other Beneficial Ballot information of its respective Beneficial Holders as reflected in all properly completed and signed Beneficial Ballots, and then return the Master Ballot to the Voting Agent by the Voting Deadline; or
- (b) Distribute pre-validated Ballots pursuant to the following procedures:
 - (i) The Voting Nominee shall forward to each Beneficial Holder as of the Record Date the Solicitation Package or copies thereof (including (A) the Disclosure Statement; (B) an individual Beneficial Ballot that has been pre-validated, as indicated in paragraph (ii) below; and (C) a return envelope provided by and addressed to the Voting Agent);

- (ii) To pre-validate a ballot, the Voting Nominee should complete the first item only and execute the Beneficial Ballot and indicate on the Beneficial Ballot the name of the Voting Nominee, the amount of securities held by the Voting Nominee for the Beneficial Holder and the account number(s) for the account(s) in which such securities are held by the Voting Nominee; and
- (iii) The Beneficial Holder shall return the pre-validated Ballot to the Voting Agent by the Voting Deadline; and it is further

ORDERED that the Voting Nominees shall be required to keep the original Beneficial Ballots received from Beneficial Holders, or, in the case of pre-validated ballots, a list of Beneficial Holders to whom pre-validated Beneficial Ballots were sent for a period of at least one (1) year after the Voting Deadline; and it is further

ORDERED that transmittal of Solicitation Packages to any holders of securities held exclusively through Euroclear Bank (“Euroclear”) and Clearstream Bank (“Clearstream”) shall be deemed good, adequate and sufficient notice if it is delivered by electronic mail on or before the Solicitation Date to Euroclear and Clearstream, respectively; and it is further

ORDERED that, solely for ~~purposes~~purpose of voting to accept or reject the Plan and not for the purpose of the allowance of, or distribution on account of, a claim and without prejudice to the rights of the Debtors in any other context, each holder of a claim within a class of claims entitled to vote to accept or reject the Plan shall be entitled to vote the amount of such claim as set forth in a timely filed proof of claim, or, if no proof of claim was filed, the amount of such claim as set forth in the Schedules, provided that:

- (a) If a claim is deemed allowed in accordance with the Plan, such claim is allowed for voting purposes in the deemed allowed amount set forth in the Plan;
- (b) If a claim for which a proof of claim has been timely filed is (i) listed as contingent ~~or unliquidated and such claim has not been allowed, such claim will be temporarily~~

~~allowed, for voting purposes only and not for allowance or distribution, in an amount equal to the greater of (i) \$1.00 or (ii) that~~ unliquidated or disputed on the face of the claim or (ii) determined by the Debtors or their agents after reasonable review of the claim (including any supporting documentation contained therewith), to be a contingent, unliquidated or disputed claim and is not the subject of an objection filed before the Voting Deadline, such claim shall vote in the amount of \$1.00, unless otherwise allowed by Court order after a timely filed motion under Bankruptcy Rule 3018; provided, however, that such claim shall vote the portion of the claim that is non-contingent or liquidated and as to which the Debtors have not filed an objection;

- (c) If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim is temporarily allowed in the amount so estimated or allowed by the Court for voting purposes;
- (d) If the Debtors have served an objection to a claim at least ten (10) days prior to the Voting Deadline and the objection has not been adjudicated or otherwise resolved, such claim will be ~~temporarily allowed,~~ disallowed for voting purposes only and not for purposes of allowance or distribution, ~~in the amount of \$1.00,~~ except to the extent and in the manner as may be otherwise set forth in the objection or as otherwise ordered by the Court;
- (e) If a claim is listed in the Schedules as contingent, unliquidated, or disputed and a proof of claim was not (i) filed by the applicable bar date for the filing of proofs of claim established by the Court or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline, unless the Debtors have consented otherwise in writing, such claim will be disallowed for voting purposes pursuant to Bankruptcy Rule 3003(c);
- (f) If a claim arises from or is related to an executory contract or lease that the Debtors have not yet assumed or rejected, such claim is temporarily allowed for voting purposes only and not for allowance or distribution in the amount of \$1.00 or such other amount as the Debtors and the claim holder may agree;
- (g) If a claim is filed in the amount of \$0.00, such claim shall not be entitled to vote; and

- (h) If a claim is filed in a currency other than U.S. Dollars, such claim shall be entitled to vote in the amount of \$1.00; and it is further

ORDERED that any creditor seeking to challenge the allowance of its claim for voting purposes in accordance with the procedures set forth in this Order shall serve upon the Debtors and file with the Court (with a copy to chambers) a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim in a different amount for purposes of voting to accept or reject the Plan on or before three (3) business days before the Voting Deadline; and it is further

ORDERED that the Ballot of any creditor filing a motion pursuant to Bankruptcy Rule 3018(a) shall not be counted unless temporarily allowed by the Court for voting purposes, after notice and a hearing, which hearing may be held contemporaneously with the Confirmation Hearing; and it is further

ORDERED that with respect to the tabulation of Master Ballots and Ballots cast by Voting Nominees and beneficial owners, for purposes of voting, the amount that will be used to tabulate acceptance or rejection of the Plan will be the principal amount held as of the Record Date (the "Record Amount").³ The following additional rules will apply to the tabulation of Master Ballots and Ballots cast by Voting Nominees and beneficial owners:

- (a) Votes cast by beneficial owners through a Voting Nominee will be applied against the positions held by such entities in the securities as of the Record Date, as evidenced by the record and depository listings. Votes submitted by a Voting Nominee, whether pursuant to a Master Ballot or pre-validated Ballots, will not be counted in excess of the Record Amount of such securities held by such Voting Nominee.

³ In the case of securities held exclusively through Euroclear and Clearstream, the Voting Agent shall seek to confirm with Euroclear or Clearstream, as applicable, the Record Date position of any Voting Nominee that has cast a Master Ballot.

- (b) To the extent that conflicting votes or “overvotes” are submitted by a Voting Nominee, whether pursuant to a Master Ballot or pre-validated Ballots, the Voting Agent will attempt to reconcile discrepancies with the Voting Nominees.
- (c) To the extent that overvotes on a Master Ballot or pre-validated Ballots are not reconcilable prior to the preparation of the vote certification, the Voting Agent will apply the votes to accept and to reject the Plan in the same proportion as the votes to accept and reject the Plan submitted on the Master Ballot or pre-validated Ballots that contained the overvote, but only to the extent of the Voting Nominee’s position in the security.
- (d) For purposes of tabulating votes, each beneficial owner will be deemed to have voted the principal amount relating to such security, although the Voting Agent may be asked to adjust such principal amount to reflect the claim amount, including prepetition interest; and it is further

ORDERED that (i) any Ballot that is otherwise properly completed, executed and timely returned to the Voting Agent but does not indicate an acceptance or rejection of the Plan; ~~or that~~ shall be deemed to have voted to accept the Plan; (ii) any Ballot that is otherwise properly completed, executed and timely returned to the Voting Agent but indicates both an acceptance and rejection of the Plan, shall ~~be deemed a vote to accept the Plan;~~ (i)not be counted; (iii) if no votes to accept or reject the Plan are received with respect to a particular class that is entitled to vote on the Plan, such class shall be deemed to have voted to accept the Plan; ~~(iii)~~ (iv) if a creditor casts more than one Ballot voting the same claim before the Voting Deadline, the latest dated, validly executed Ballot received before the Voting Deadline shall be deemed to reflect the voter’s intent and thus to supersede any prior Ballots;⁴ ~~(iv)~~ (v) creditors must vote all of their claims within a particular class with respect to each applicable Debtor under the

⁴ Likewise, if a claim holder submits more than one Ballot to a Voting Nominee, (a) the latest dated Ballot received before the submission deadline imposed by the Voting Nominee shall be deemed to supersede any prior Ballots submitted by the claim holder; and (b) the Voting Nominee shall complete the Master Ballot accordingly.

Plan either to accept or reject the Plan, and may not split their votes within a particular class and thus, a Ballot (or a group of Ballots) within a particular class for a particular Debtor received from a single creditor that partially accepts and partially rejects the Plan shall ~~be deemed to have voted to accept the Plan~~not be counted; and (vvi) except as otherwise provided in the Motion, for purposes of determining whether the numerosity and claim or interest amount requirements of sections 1126(c) and 1126(d) of the Bankruptcy Code have been satisfied, the Debtors will tabulate only those Ballots received by the Voting Deadline, except as deemed appropriate by the Debtors in their discretion; and it is further

ORDERED that the following Ballots will not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected: (i) any Ballot received after the Voting Deadline, unless the Debtors shall have granted in writing an extension of the Voting Deadline with respect to such Ballot; (ii) any Ballot that is illegible or contains insufficient information to permit the identification of the voter; (iii) any Ballot cast by a person or entity that does not hold a claim or interest in a class that is entitled to vote to accept or reject the Plan; (iv) any unsigned Ballot; (v) any Ballot without an original signature; and (vvi) any Ballot transmitted to the Voting Agent by facsimile or other electronic means, unless the Debtors in writing waive this requirement and accept alternate means of transmission or delivery of any Ballot; and it is further

ORDERED that the Debtors are authorized to distribute the Notices of Non-Voting Status, substantially in the forms annexed as Exhibit E to the Motion, as amended, which (i) identify the treatment of the classes designated; (ii) set forth the manner in which a copy of the Plan and Disclosure Statement may be obtained; and (iii) provide notice of the Confirmation Hearing and the time fixed for filing objections to the Plan, as applicable to holders of claims in Classes 1, 2, 66, 7-B and 14, which classes are unimpaired and deemed to accept the Plan and

thus are not entitled to vote, and to holders of claims and interests in Classes 9, 10, 11, 12 and 13, which classes will not receive any distributions under the Plan and are impaired and deemed to reject the Plan and thus are not entitled to vote; and it is further

ORDERED that the Debtors are not required to distribute copies of the Plan and Disclosure Statement to any member of Classes 1, 2, 6, 7-B. 9, 10, 11, 12, 13, and 14, and ~~notice~~Notice of Non-Voting Status satisfies the requirements of the Bankruptcy Code and Bankruptcy Rules for notice of the Plan, Disclosure Statement and Confirmation Hearing with respect to members of Classes 1, 2, 6, 7-B. 9, 10, 11, 12, 13, and 14; and it is further

ORDERED that the Rights Offering solicitation may be combined with the solicitation of acceptances for the Plan; and it is further

ORDERED that with regard to claims arising under the Senior Secured Credit Agreement ~~and the Bridge Loan Agreement~~, the Debtors shall either (i) distribute Subscription Forms to the administrative agent(s) under ~~each~~the loan agreement for the agents to transmit to the individual lenders thereunder; or (ii) distribute the Subscription Forms directly to the lenders as of the Record Date as identified by the agents to the Debtors; and it is further

ORDERED that with regard to claims arising under the ARCO Notes and the Equistar Notes held through The Depository Trust Company (“DTC”) by a bank or brokerage firm on behalf of beneficial owners, the Debtors shall distribute Subscription Forms to the bank or brokerage firm holding such notes, which bank or brokerage firm shall forward information with respect to the Rights Offering to beneficial owners of those securities and to effect any exercise of Subscription Rights on their behalf through DTC’s Automated Subscription Offer Program (“ASOP”) system. Such firms may use the Subscription Forms (as applicable) provided or such other form as they may customarily use for the purpose of obtaining instructions with respect to a subscription on account of the beneficial owner’s claim. In the event securities held

exclusively through Euroclear and Clearstream are entitled to participate in the Rights Offering, the Debtors will distribute Subscription Forms and effect any exercise of Subscription Rights in accordance with the customary procedures of Euroclear and Clearstream, and their respective participants; and it is further

ORDERED that the Debtors shall provide the Subscription Form in substantially the form as set forth in Exhibit F to the Motion, as amended, to each Eligible Holder, together with appropriate instructions for the proper completion, due execution and timely delivery of the Subscription Form, as well as instructions for the payment of the applicable purchase price for that portion of the Subscription Rights that such holder may be entitled to acquire, with each Eligible Holder's Solicitation Package (except in the case of claims arising under the ARCO Notes and the Equistar Notes). The Debtors will also send a notice of the commencement of the Rights Offering, substantially in the form as set forth in Exhibit G to the Motion, as amended; and it is further

ORDERED that in order to exercise the Subscription Rights, each Eligible Holder must (A) (i) return a duly completed Subscription Form to the Subscription Agent (as defined in the Plan) so that such form is actually received by the Subscription Agent on or before the final date by which an Eligible Holder may elect to subscribe to the Rights Offering (the "Rights Offering Expiration Date") and (ii) pay or arrange for payment to the Subscription Agent on or before the Rights Offering Expiration Date, or by DTC to the Subscription Agent, such holder's purchase price (the "Subscription Purchase Price") in accordance with the wire instructions set forth on the Subscription Form ~~or by certified bank or cashier's check delivered to the Subscription Agent along with the Subscription Form~~; or (B) in the case of securities held through DTC, send the subscription form to the relevant bank or brokerage firm (or follow such firm's directions with respect to submitting subscription instructions to the firm) with enough

time for the bank or brokerage firm to effect the subscription through DTC; or (C) in the case of securities held through Euroclear or Clearstream, follow the established procedures; in each case all on or before the Rights Offering Expiration Date; and it is further

ORDERED that if the Subscription Agent for any reason does not receive from an Eligible Holder or DTC both (i) a duly completed Subscription Form or equivalent instructions from DTC ~~on or prior to the Rights Offering Expiration Date and~~, or if applicable, instructions in accordance with the rules and procedures of Euroclear or Clearstream, and (ii) immediately available funds in an amount equal to such holder's Subscription Purchase Price ~~on or prior to the Rights Offering Expiration Date~~, or payment by DTC, or, if applicable, in accordance with the rules and procedures of Euroclear or Clearstream, in each case on or prior to the Rights Offering Expiration Date, such holder shall be deemed to have relinquished and irrevocably waived its right to participate in the Rights Offering. Each Eligible Holder intending to participate in the Rights Offering must affirmatively elect to exercise its Subscription Right(s) on or prior to the Rights Offering Expiration Date; and it is further

ORDERED that the Debtors may adopt, as necessary and in consultation with the Rights Offering Sponsor and the Creditors' Committee, any additional detailed procedures consistent with the provisions of the Rights Offering; and it is further

ORDERED that the Confirmation Hearing will commence on ~~November 30, 2009~~ April 14, 2010 beginning at [__:___.m.] (prevailing Eastern time), and if required, will continue on such further date and time as may be announced in Court without any further notice other than such in-Court announcement; and it is further

ORDERED that the procedures set forth in the Motion for notice of the Confirmation Hearing, including the Confirmation Hearing Notice substantially in the form annexed to the Motion as Exhibit C, as amended, are approved; and it is further

ORDERED that objections to the confirmation or proposed modification of the Plan shall (i) be in writing, (ii) state the name and address of the objecting party and the amount and nature of the claim or interest of such party, (iii) state with particularity the basis and nature of any objection or proposed modification to the Plan, and (iv) be filed, together with proof of service, with the Court and served so as to be actually received by: (a) the Clerk of the Court, (b) attorneys for the Debtors, (c) attorneys for the Creditors' Committee, (d) attorneys for the postpetition lenders, and (e) the U.S. Trustee no later than 4:00 p.m. (prevailing Eastern time), on the date that is ~~five~~seven (~~5~~7) business days prior to the Confirmation Hearing; and it is further

ORDERED that the Debtors are authorized to make nonsubstantive changes to the Disclosure Statement, the Plan, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Packages, prior to their mailing; and it is further

ORDERED that the Debtors are authorized to take or refrain from taking any action necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court.

Dated: _____, ~~2009~~2010
New York, New York

HONORABLE ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE

Exhibit C*:
Blackline of Confirmation Hearing Notice

HEARING DATE AND TIME: [~~November 30~~April 14], 20092010 at __: __.m. (prevailing Eastern time)
OBJECTION DEADLINE: [~~November 23~~], 20092010 at 4:00 p.m. (prevailing Eastern time)

~~Deryck A. Palmer, Esq.~~
~~John J. Rapisardi, Esq.~~ George A. Davis, Esq.
Andrew M. Troop, Esq.
Christopher R. Mirick, Esq.
~~Jessica L. Fink, Esq.~~
CADWALADER, WICKERSHAM & TAFT LLP
One World Financial Center
New York, New York 10281
Telephone: (212) 504-6000
Facsimile: (212) 504-6666

- and -

Mark C. Ellenberg, Esq.
Peter M. Friedman, Esq.
CADWALADER, WICKERSHAM & TAFT LLP
700 Sixth Street, N.W.
Washington, DC 20001
Telephone: (202) 862-2200
Facsimile: (202) 862-2400

Attorneys for Lyondell Chemical Company, et al.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X		
In re:	:	Chapter 11
	:	
LYONDELL CHEMICAL COMPANY, <u>et al.</u> ,	:	Case No. 09-10023 (REG)
	:	
Debtors.	:	Jointly Administered
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**NOTICE OF CONFIRMATION HEARING AND OBJECTION DEADLINE WITH
RESPECT TO THE DEBTORS' PLAN OF REORGANIZATION**

**TO ALL CREDITORS, EQUITY INTEREST HOLDERS AND PARTIES IN INTEREST,
PLEASE TAKE NOTICE THAT:**

1. **Approval of Disclosure Statement.** On ~~October~~[14]____, 2010], 2009, the United States Bankruptcy Court for the Southern District of New York (the "Court") entered an order (the "Disclosure Statement Order") approving the Debtors' Disclosure Statement, ~~dated September 11, 2009 (as may be amended,~~ (the "Disclosure Statement"), filed by Lyondell Chemical Company and certain of its subsidiaries and affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), and directed the

Debtors to solicit votes with regard to the acceptance or rejection of the Debtors' *Joint Chapter 11 Plan of Reorganization for the LyondellBasell Debtors*, ~~dated September 11, 2009 (as may be amended,~~ the "Plan").

2. Confirmation Hearing. A hearing (the "Confirmation Hearing") to consider confirmation of the Plan will be held on [~~November 30, 2009~~April 14, 2010] at [__:___.m.] ~~New York Time~~prevailing Eastern time, before the Honorable Judge Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors in open court of the adjourned date(s) at the Confirmation Hearing or any continued hearing, and the Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

3. Record Date and Voting Deadline. If you hold a claim against one of the Debtors as of ~~October [14], 2009~~February 22, 2010 (the "Record Date"), and are entitled to vote to accept or reject the Plan, you have received a ballot form (the "Ballot") and voting instructions appropriate for your claim(s). For your vote to accept or reject the Plan to be counted, you must complete all required information on the Ballot, execute and return the completed, original Ballot to the address indicated on the Ballot by 4:00 p.m. prevailing Eastern time on November [23] [], 20092010 (the "Voting Deadline"). Any failure to follow the voting instructions included with the Ballot may disqualify your Ballot and your vote.

4. Rights Offering Expiration Date. If you are an Eligible Holder of claims in Class 4 ~~or Class 5~~ of the Plan ~~(or otherwise treated as such)~~ as of the Record Date, you have received a subscription form (the "Subscription Form") for participating in the Rights Offering, as described in the Plan. To exercise your subscription rights, you must (A) (i) return a duly completed Subscription Form to the Subscription Agent (as defined in the Plan) so that such form is actually received by the Subscription Agent on or before the Rights Offering Expiration Date and (ii) pay or arrange for payment to the Subscription Agent ~~on or before the Rights Offering Expiration Date~~, or by DTC to the Subscription Agent, such holder's purchase price (the "Subscription Purchase Price") in accordance with the wire instructions set forth on the Subscription Form ~~or by certified bank or cashier's check delivered to the Subscription Agent along with the Subscription Form~~ on or before the Rights Offering Expiration Date; or (B) in the case of securities held through DTC, send the subscription form to the relevant bank or brokerage firm (or follow such firm's directions with respect to submitting subscription instructions to the firm) with enough time for the bank or brokerage firm to effect the subscription and payment through DTC; or (C) in the case of securities held through Euroclear or Clearstream, follow the established procedures; in each case all on or before the Rights Offering Expiration Date. **If the Subscription Agent for any reason does not receive from an Eligible Holder (or DTC) both (i) a duly completed Subscription Form or equivalent instructions from DTC** ~~on or prior to the Rights Offering Expiration Date and, or, if applicable, instructions in accordance with the rules and procedures of Euroclear or Clearstream, and (ii) immediately available funds in an amount equal to such holder's Subscription Purchase Price~~ or payment through DTC or, if applicable, in accordance with the rules and procedures of Euroclear or Clearstream, in each case on or prior to the Rights Offering Expiration Date, ~~or payment by DTC~~, such holder shall be deemed to have

relinquished and irrevocably waived its right to participate in the Rights Offering. Additional information regarding the Rights Offering and additional instructions for submitting your Subscription Form and participating in the Rights Offering are set forth in the Subscription Form, the Notice of Rights Offering, the Plan and the Disclosure Statement.

5. Parties in Interest Not Entitled to Vote. Holders of claims who are not impaired under the Plan are not entitled to vote on the Plan and will receive a Notice of Non-Voting Status rather than a Ballot. Holders of claims or interests who are not receiving any distribution under the Plan are also not entitled to vote on the Plan and will receive a Notice of Non-Voting Status rather than a Ballot. If you disagree with the Debtors' classification of your claim or believe that you should be entitled to vote on the Plan, then you must serve on the Debtors and file with the Bankruptcy Court a motion (a "Rule 3018(a) Motion") for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") temporarily allowing your claim in a different amount or in a different class for purposes of voting to accept or reject the Plan. All Rule 3018(a) Motions must be filed on or before ~~November 18~~ November 18, ~~2009~~ 2010 at 4:00 p.m. prevailing Eastern Time. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018(a) Motion, such creditor's Ballot will not be counted unless temporarily allowed by the Bankruptcy Court for voting purposes, after notice and a hearing, which hearing may be held contemporaneously with the Confirmation Hearing. Rule 3018(a) Motions that are not timely filed and served in the manner as set forth above will not be considered.

6. Objections to the Plan. Any objections to the Plan must (i) be in writing, (ii) state the name and address of the objecting party and the amount and nature of the claim or interest of such party, (iii) state with particularity the basis and nature of any objection or proposed modification to the Plan, and (iv) be filed, together with proof of service, with the Court and served so as to be actually received no later than 4:00 p.m. (prevailing Eastern time), on the date that is ~~five~~ seven (~~5~~ 7) business days prior to the Confirmation Hearing, by: (a) the Clerk of the Bankruptcy Court, One Bowling Green, New York, New York 10004-1408; (b) Cadwalader, Wickersham & Taft LLP, attorneys for the Debtors, One World Financial Center, New York, New York 10281 (Attn: George A. Davis, Esq. and Andrew M. Troop, Esq.); (c) the Office of the United States Trustee, 33 Whitehall Street, New York, New York 10004 (Attn: Paul Schwartzberg, Esq.); (d) Davis, Polk & Wardwell, attorneys for the agents for the Debtors' postpetition credit facilities, 450 Lexington Avenue, New York, NY 10017 (Attn: Marshall S. Huebner, Esq. and Timothy E. Graulich, Esq.); (e) Simpson Thacher & Bartlett LLP, attorneys for UBS AG, Stamford Branch, as Term DIP Agent, 425 Lexington Avenue, New York, New York 10017 (Attn: Kathrine McLendon and Anne L. Knight, Esq.); (f) Mayer Brown LLP, attorneys for the agents for the Debtors' postpetition credit facilities, 1675 Broadway, New York, NY 10019 (Attn: Brian Trust, Esq.); and (g) Brown Rudnick LLP, attorneys for the Official Committee of Unsecured Creditors, Seven Times Square, New York, NY 10036 (Attn: Edward S. Weisfelner, Esq.) and Brown Rudnick LLP, One Financial Center, Boston, MA 02111 (Attn: Steven D. Pohl, Esq.).

7. Inquiries. Any party in interest wishing to obtain (i) information about the solicitation procedures; or (ii) copies of the Disclosure Statement or Plan, should telephone the Debtors' balloting agent, ~~Epiq~~ Epiq-Financial Balloting Group LLC, at ~~[(xxx) xxx xxxx]~~ 866 329-9971. Parties may also view such documents by accessing the Bankruptcy Court's

Electronic Case Filing System, which can be found at www.nysb.uscourts.gov, the official website for the Bankruptcy Court, or the Debtors' restructuring website at www.epiqbankruptcysolutions.com.

~~8. — **Injunction.** The Plan contains an injunction that prevents, among other things, any holder of a Senior Facility Agreement Claim, Bridge Claim or 2015 Notes Claims (as such terms are defined in the Plan) from asserting against certain of the Debtors or their affiliates, their successors or their assets or properties any other or future Senior Facility Agreement Claim, Bridge Loan Claim or 2015 Notes Claim based upon any document, instrument, act or omission, transaction or other activity of any kind or nature that occurs before the entry of the order confirming the Plan.~~

The Plan contains an injunction that prevents, among other things, any holder of any claim or equity interest in the Debtors' chapter 11 cases accepting distributions under the Plan, including any DIP Roll-Up Claim, Senior Secured Claim, Bridge Loan Claim and 2015 Notes Claim, from directly or indirectly commencing or continuing, in any manner, any action or other proceeding of any kind against the Debtors, enforcing judgments related to such claims or interests, asserting rights of setoff, recoupment or subrogation on and after the effective date under the Plan. In addition, except as provided in the Plan, the Debtors will not have any liability for any administrative expense, claim against or equity interest in the Debtors that arose prior to the effective date under the Plan.

The Plan contains various releases and injunctions in favor of, among others and with certain limited exceptions, the Debtors, the Reorganized Debtors, the Ad Hoc Group and its members, current and former agents under the Senior Secured Credit Agreement and the Bridge Loan Agreement, the Senior Secured Lenders, the DIP Agent, the DIP Lenders, the Rights Offering Sponsors, the Bridge Lenders, the Arrangers, and the Creditors' Committee and its members, the security agent under the Intercreditor Agreement and the Disbursing Agent (but in each case only in their capacity as members of the Ad Hoc Group, as a current or former agent under the Senior Secured Credit Agreement or the Bridge Loan Agreement, as Senior Secured Lenders, as the DIP Agent, as DIP Lenders, as Rights Offering Sponsors, as Bridge Lenders, as Arrangers, as members of the Creditors' Committee, as the security agent under the Intercreditor Agreement, and as the Disbursing Agent, as applicable), and the respective principals, members, officers, directors, employees, agents, sponsors, managers, attorneys, accountants, financial advisors, and other professionals retained by the Debtors, their non-Debtor affiliates, the Creditors' Committee, members of the Ad Hoc Group, the Rights Offering Sponsors, the Senior Secured Lenders, the DIP Lenders, the DIP Agents, the Bridge Lenders, the Arrangers and the current and former agents under the Senior Secured Credit Agreement. These releases and injunctions specifically exclude any claim asserted in the Committee Litigation and not otherwise settled by the Lender Litigation Settlement (including, without limitation, claims asserted in the Committee Litigation against Access Group, or any of its or their principals, officers, members, directors, employees, agents, attorneys, financial advisors and other

professionals who are named as defendants in such Committee Litigation), except with respect to any claims asserted against officers or employees of the Debtors and Non-Debtor Affiliates serving in such capacities on December 15, 2009, which are released pursuant to the Plan.

Dated: New York, New York
_____, 2009
2010

CADWALADER, WICKERSHAM & TAFT LLP

~~Deryck A. Palmer, Esq.~~
~~John J. Rapisardi, Esq.~~

George A. Davis, Esq.

Andrew M. Troop, Esq.

Christopher R. Mirick, ~~Esq.~~
~~Jessica L. Fink, Esq.~~
One World Financial Center

New York, New York 10281

Telephone: (212) 504-6000

Facsimile: (212) 504-6666
~~Deryck.Palmer@cwt.com~~
~~John.Rapisardi@cwt.com~~
George.Davis@cwt.com

Andrew.Troop@cwt.com

Christopher.Mirick@cwt.com ~~Jessica.Fink@cwt.com~~

- and -

Mark C. Ellenberg, Esq.
Peter M. Friedman, Esq.
700 Sixth Street, N.W.
Washington, DC 20001
Telephone: (202) 862-2200
Facsimile: (202) 862-2400
Mark.Ellenberg@cwt.com

Peter.Friedman@cwt.com

Attorneys for Lyondell Chemical Company, et al.

Exhibit D*:
Blackline of Ballots

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: Chapter 11
LYONDELL CHEMICAL COMPANY, et al., Case No. 09-10023 (REG)
Debtors. Jointly Administered
-----X

**BALLOT FOR ACCEPTING OR REJECTING DEBTORS' SECOND AMENDED JOINT
CHAPTER 11 PLAN OF REORGANIZATION FOR THE LYONDELLBASELL DEBTORS**

**~~BALLOT FOR VOTING CLASS 3 DIP ROLL-UP CLAIMS, CLASS 4 SENIOR SECURED CLAIMS, CLASS 5
BRIDGE LOAN CLAIMS, AND CLASS 7 A, 7 B, 7 C, 7 D, AND 7 E GENERAL UNSECURED CLAIMS
OTHER THAN THOSE BASED UPON SECURITIES HELD BY VOTING NOMINEES ON BEHALF OF
BENEFICIAL HOLDERS~~ [X] [CLASS DESCRIPTION]**

Lyondell Chemical Company and certain of its subsidiaries and affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), have filed ~~their~~ a Disclosure Statement, ~~dated September 11, 2009 (as may be amended, the "Disclosure Statement") and annexed thereto as Exhibit A, the Debtors' and a~~ Joint Chapter 11 Plan of Reorganization for the LyondellBasell Debtors (the "Plan"), ~~which are included on the CD-ROM accompanying this Ballot and have also been posted on the Debtors' case information website at www.epiqbankruptcysolutions.com. On [October 14, 2009, On [~~ _____, 2010], the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order approving the Disclosure Statement (the "Disclosure Statement Order") ~~approving the Disclosure Statement. If you are, as of [October 14, 2009], The Plan, the Disclosure Statement, and the Disclosure Statement Order (without its exhibits) are included on the CD-ROM accompanying this Ballot and also have been posted on the Debtors' case information website at www.epiqbankruptcysolutions.com~~

If you are, as of February 22, 2010 (the "Record Date"), the holder of a Claim against the Debtors that has been classified in Class 3 Dip Roll-Up Claims, Class 4 Senior Secured Claims, Class 5 Bridge Loan Claims, or Class 7 A, 7 B, 7 C, 7 D, or 7 E General Unsecured Claims, other than those based upon securities held by voting nominees on behalf of beneficial holders the class referenced above, please use this Ballot to cast your vote to accept or reject the Plan. Please note that a vote in favor of the Plan constitutes consent to the releases granted in Sections 11.5, 11.7 and 11.8 of the Plan, which are described in Sections IV.G.5, IV.G.7 and IV.G.8 of the Disclosure Statement.

If the class referenced above is Class 3 DIP Roll-Up Claims, Class 4 Senior Secured Claims, Class 5 Bridge Loan Claims, or Class 6 Other Secured Claims, please note that overall acceptance of the Plan by such Class will be deemed to be an instruction to the applicable security agent(s) to release the relevant collateral. In addition, if the class referenced above is Class 4 Senior Secured Claims, please note that the overall acceptance of the Plan by such Class also will be deemed to be a direction to the security agent under the Intercreditor Agreement dated December 20, 2007 to initiate the sale of LyondellBasell Industries Holdings B.V. stock to LyondellBasell Holdings B.V. for EUR 10 in cash, as described in Section IV.B.5.a. of the Disclosure Statement.

The Disclosure Statement, ~~which has been approved by the Bankruptcy Court pursuant to section 1125 of the Bankruptcy Code,~~ provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court's approval of the Disclosure Statement does not indicate approval of the Plan. If you cannot access or have not received the CD-ROM or wish to obtain a printed copy of the Disclosure Statement, please contact the Debtors' Voting Agent, ~~Epiq~~ Financial Balloting Group, at [(xxx) xxx-xxxx]-866.329-9971.

You should review the Disclosure Statement, the Plan and the Disclosure Statement Order before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your claim or claims under the Plan. If you hold claims in more than one class, you will receive a Ballot for each class in which you are entitled to vote. If you hold any claim other than the claims identified herein and you are entitled to vote such claim, a separate ballot will be provided to you.

VOTING DEADLINE: 4:00 P.M. (PREVAILING EASTERN TIME) ON ~~NOVEMBER 23, 2009~~ _____, 2010.

If your Ballot is not received by the Debtors' Voting Agent, ~~Epiq~~-Financial Balloting Group, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

Ballots will not be accepted by facsimile transmission or other electronic means.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

HOW TO VOTE

1. REVIEW ITEM 1.
2. COMPLETE ITEM 2.
3. COMPLETE ITEM 3, IF APPLICABLE.
4. COMPLETE ITEM 4, IF APPLICABLE.
5. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 5.
6. **SIGN AND DATE THE BALLOT.**
7. RETURN THE BALLOT WITH AN ORIGINAL SIGNATURE IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (SO THAT IT IS **RECEIVED** BEFORE THE VOTING DEADLINE).
8. YOU MUST VOTE THE FULL AMOUNT OF ALL YOUR CLAIMS IN ANY CLASS *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.
9. ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, ~~WILL BE DEEMED A VOTE TO ACCEPT THE PLAN~~ SHALL NOT BE COUNTED.
10. IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR BALLOT MUST BE PROPERLY COMPLETED AND ACTUALLY RECEIVED NO LATER THAN ~~NOVEMBER [23], 2009~~ _____, 2010 AT 4:00 P.M. (PREVAILING EASTERN TIME) BY THE DEBTORS' VOTING AGENT, ~~EPIQ~~-FINANCIAL BALLOTING GROUP, AS FOLLOWS:

By Courier/Hand Delivery ~~Epiq~~-Financial Balloting Group
or First Class Mail: 757 Third Avenue
3rd Floor
New York, NY 10017
Attn: Lyondell Tabulation
11. IF YOU HOLD CLAIMS IN MORE THAN ONE CLASS UNDER THE PLAN, YOU MAY RECEIVE MORE THAN ONE BALLOT. EACH BALLOT VOTES ONLY YOUR CLAIMS INDICATED ON THAT BALLOT. PLEASE COMPLETE AND RETURN EACH BALLOT YOU RECEIVE.

Item 1. Amount of ~~Class 3 DIP Roll-Up Claims, Class 4 Senior Secured Claims, Class 5 Bridge Loan Claims, or Class 7-A, 7-B, 7-C, 7-D, or 7-E General Unsecured Claims~~ Voted. The undersigned certifies that as of ~~October [14], 2009~~ February 22, 2010, the undersigned held Claims in the below-listed Class against the below-listed Debtor in the following aggregate unpaid amount, which arose prior to the Commencement Date:

Class:

Debtor:

Amount: \$

Item 2. **Vote.** The holder of the Claims identified in Item 1 votes as follows (check one box only – if you do not check a box or if you check both boxes your vote ~~will be deemed a vote to accept the Plan~~ shall not be counted):

Accept the Plan.

OR

Reject the Plan.

Item 3. FOR NON-U.S. RESIDENTS OR DOMICILIARIES ONLY: Location of Residence/Jurisdiction of Registered Office. The holder of the Claims identified in Item 1, if a resident or a legal entity domiciled in a member state of the European Economic Area (“EEA”), must identify below his or her state of residence (or in the case of a legal entity, its registered office). This certification is given in connection with the undersigned’s possible receipt of securities pursuant to the Plan.

Location of Residence/Jurisdiction of ~~Formation~~Registered Office: _____

Item 4. FOR NON-U.S. RESIDENTS OR DOMICILIARIES ONLY: Qualified Investor. The holder of the Claims identified in Item 1 must check the box below to indicate whether he/she/it is a “Qualified Investor” as defined below. This certification is given in connection with the undersigned’s possible receipt of securities pursuant to the Plan.

Yes, I am a Qualified Investor. OR No, I am not a Qualified Investor.

A “Qualified Investor” is:

(i) any person or entity who or which is subject to supervision by a regulatory authority in any country in order to lawfully operate in the financial markets;

(ii) any person or entity who or which engages in a regulated activity on the financial markets but who or which is not subject to supervision by a regulatory authority;

(iii) a governmental body being part of a central government, a central bank, regional, local or other decentralised governmental institutions, international treaty organisations and supranational organisations;

(iv) any company or legal entity which meets at least two of the following three criteria according to its most recent consolidated or non-consolidated annual accounts: (a) an average number of employees during the financial year of at least 250; (b) total assets of at least EUR 43,000,000; or (c) an annual net turnover of at least EUR 50,000,000;

(v) any company having its registered office in a Member State of the EEA which does not meet at least two of the three criteria mentioned in (iv) above and which (a) has expressly requested the ~~the~~ competent authority of such Member State to be considered as a qualified investor, and (b) has been entered on the register of qualified investors maintained by the competent authority of such Member State;

(vi) any natural person who is resident in a Member State of the EEA if this person meets at least two of the following criteria:

(a) the investor has carried out transactions of a significant size on securities markets at an average frequency of, at least, ten (10) per quarter over the previous four (4) quarters;

(b) the size of the investor's securities portfolio exceeds EUR 500,000;

(c) the investor works or has worked for at least one year in the financial sector in a professional position which requires knowledge of investment in securities,

provided this person (i) has expressly requested the competent authority of the Member State in which it has its registered office to be considered as a qualified investor, and (ii) has been entered on the register of qualified investors maintained by such competent authority; or

(vii) any entity whose corporate purpose is solely to invest in securities.

Item 5. Certification. By returning this Ballot, the holder of the Claims identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the Claims identified in Item 1, (b) it has full power and authority to vote to accept or reject the Plan with respect to the Claims identified in Item 1, (c) it was the holder of the Claims identified in Item 1 as of ~~October [14], 2009~~ February 22, 2010, and (d) it has received a copy of the Disclosure Statement (including the exhibits thereto)

and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement and Plan.

YOUR RECEIPT OF THIS BALLOT DOES NOT SIGNIFY THAT YOUR CLAIM BEEN OR WILL BE ALLOWED.

Name of Creditor (Print or Type): _____

Signature: _____

Print Name: _____

Title: (If Appropriate) _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: () _____

Email Address: _____

Date Completed: _____

This Ballot shall not constitute or be deemed a proof of claim, an assertion of a claim, or the allowance of a claim.

YOUR VOTE MUST BE FORWARDED SO AS TO BE RECEIVED BY THE DEBTORS' VOTING AGENT, ~~EPIQ~~ FINANCIAL BALLOTING GROUP BY 4:00 P.M. (PREVAILING EASTERN TIME), ON ~~NOVEMBER 23, 2009,~~ 2010, OR YOUR VOTE WILL NOT BE COUNTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE DEBTORS' VOTING AGENT, ~~EPIQ~~ FINANCIAL BALLOTING GROUP, AT ~~(XXX) XXX-XXXX~~, 866) 329-9971.

IN THE EVENT THAT YOU ARE A RESIDENT OF A MEMBER STATE OF THE EEA WHICH HAS IMPLEMENTED THE PROSPECTUS DIRECTIVE, NO OFFER OR SOLICITATION OF AN OFFER TO RECEIVE ANY SECURITIES SHALL BE DEEMED TO BE MADE TO YOU PURSUANT TO THE PLAN OF REORGANIZATION OR RIGHTS OFFERING UNLESS YOU ARE EITHER (I) A QUALIFIED INVESTOR OR (II) LESS THAN 100 NON-QUALIFIED INVESTORS FROM SUCH MEMBER STATE PARTICIPATE IN THE RELEVANT OFFERING. IN THE EVENT THAT MORE THAN 100 NON-QUALIFIED INVESTORS FROM ANY EEA MEMBER STATE WHICH HAS ADOPTED THE PROSPECTUS DIRECTIVE SEEK TO RECEIVE SECURITIES PURSUANT TO THE PLAN OF REORGANIZATION OR RIGHTS OFFERING, THE COMPANY RESERVES THE RIGHT TO DELIVER SUBSTITUTE CONSIDERATION OF EQUIVALENT VALUE WITH RESPECT TO ANY ELIGIBLE HOLDER TO WHOM AN OFFER CANNOT BE MADE WITHOUT PUBLICATION OF A PROSPECTUS PURSUANT TO THE PROSPECTUS DIRECTIVE.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

LYONDELL CHEMICAL COMPANY, et al.,

Debtors.

Chapter 11

Case No. 09-10023 (REG)

Jointly Administered

**BALLOT FOR ACCEPTING OR REJECTING DEBTORS’ SECOND AMENDED JOINT
CHAPTER 11 PLAN OF REORGANIZATION FOR THE LYONDELLBASELL DEBTORS**

**GENERAL MASTER BALLOT FOR CLAIMS HELD BY
VOTING NOMINEES ON BEHALF OF BENEFICIAL HOLDERS**

YOUR MASTER BALLOT MUST BE **RECEIVED** BY THE VOTING AGENT ON OR BEFORE THE VOTING DEADLINE OF ~~NOVEMBER 23, 2009~~, 2010 AT 4:00 P.M. (PREVAILING EASTERN TIME) OR THE VOTES REPRESENTED BY YOUR BALLOT WILL NOT BE COUNTED.

Lyondell Chemical Company and certain of its subsidiaries and affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), have filed their ~~Disclosure Statement, dated September 11, 2009 (as may be amended, the “Disclosure Statement”) and annexed thereto as Exhibit A, the Debtors’ and a~~ Joint Chapter 11 Plan of Reorganization for the LyondellBasell Debtors (the “Plan”), ~~which are included on the CD-ROM accompanying this Ballot and have also been posted on the Debtors’ case information website at www.epiqbankruptcysolutions.com. On [October 14, 2009, On [, 2010], the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) entered an order approving the Disclosure Statement (the “Disclosure Statement Order”) approving the Disclosure Statement. If you are, as of [October 14, 2009], The Plan, the Disclosure Statement and the Disclosure Statement Order (without its exhibits) are included on the CD-ROM accompanying this Ballot and also have been posted on the Debtors’ case information website at www.epiqbankruptcysolutions.com.~~

If you are, as of February 22, 2010 (the “Record Date”), the record holder of public securities of the Debtors, including without limitation a broker, bank, dealer or other agent or nominee (a “Voting Nominee”), who holds securities (“Voting Securities”) on behalf of beneficial holders (“Beneficial Holders”), please use this Ballot to tabulate and cast the votes of the Beneficial Holders on whose behalf you act to accept or reject the Plan. Please note that a vote in favor of the Plan constitutes consent to the releases granted in Sections 11.5, 11.7 and 11.8 of the Plan, which are described in Sections IV.G.5, IV.G.7 and IV.G.8 of the Disclosure Statement.

If you are using this Ballot for a Class 4 Senior Secured Claim, please note that overall acceptance of the Plan by such Class will be deemed to be an instruction to the applicable security agent(s) to release the relevant collateral. In addition, overall acceptance of the Plan by Beneficial Holders of Class 4 Senior Secured Claims will also be deemed to be a direction to the security agent under the Intercreditor Agreement dated December 20, 2007 to initiate the sale of LyondellBasell Industries Holdings B.V. stock to LyondellBasell Holdings B.V. for EUR 10 in cash, as described in Section IV.B.5.a. of the Disclosure Statement.

The Disclosure Statement, ~~which has been approved by the Bankruptcy Court pursuant to section 1125 of the Bankruptcy Code,~~ provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan. If you cannot access or have not received the CD-ROM or wish to obtain a printed copy of the Disclosure Statement, please contact the Debtors’ Voting Agent, ~~EpIQ~~ Financial Balloting Group, at ~~{(xxx) xxx-xxxx}~~ ~~866~~ 329-9971.

This Master Ballot is to be used by you as a Voting Nominee to transmit the votes of Beneficial Holders with respect to Voting Securities you hold on their behalf. Before you transmit such votes, please carefully review the (i) ~~the~~ Disclosure Statement and (ii) ~~the~~ Disclosure Statement Order contained on the CD-ROM that was included in the Solicitation Package you received.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING AGENT, EPIQ

[BALLOT CODE]

FINANCIAL BALLOTING GROUP, BEFORE THE VOTING DEADLINE OF 4:00 P.M. (PREVAILING EASTERN TIME), ON ~~NOVEMBER 23, 2009~~, FEBRUARY 22, 2010. IF THIS MASTER BALLOT IS NOT COMPLETED, ORIGINALLY SIGNED, AND RECEIVED ON OR BEFORE THE VOTING DEADLINE AND THE VOTING DEADLINE IS NOT EXTENDED, THE VOTES TRANSMITTED BY THIS MASTER BALLOT WILL NOT BE COUNTED.

You should review the Disclosure Statement, the Plan and the Disclosure Statement Order before you transmit votes with this Master Ballot. You or the Beneficial Holders for whom you are the Voting Nominee may wish to seek legal advice concerning the Plan and the classification and treatment of the general beneficial holder claims under the Plan. Holders of claims in more than one class will receive a Ballot for each class (or account) in which such holders are entitled to vote.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you and the Beneficial Holders for whom you are the Voting Nominee, whether or not such holders vote and whether or not any votes are transmitted by this Master Ballot.

COMPLETE THE FOLLOWING:

Item 1. Certification of Authority to Vote. The undersigned certifies that as of ~~October 14, 2009~~ February 22, 2010 (the voting Record Date), the undersigned (please check the applicable box):

- Is a broker, bank or other nominee for the beneficial owners of the principal amount of the Voting Security listed in Item 2 below, and is the registered holder thereof, or
- Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank or other nominee that is the registered holder of the principal amount of the Voting Security listed in Item 2 below, or
- Has been granted a proxy (an original of which is attached hereto) from a broker, bank or other nominee, or a beneficial owner, that is the registered holder of the principal amount of the Voting Security listed in Item 2 below,

and, accordingly, has full power and authority to vote to accept or reject the Plan, on behalf of the Beneficial Holders of the Voting Security described in Item 2.

Items 2, 3 and 4. Vote, Location of Residence or Jurisdiction of Formation, and Indication of Whether Beneficial Holder is a Qualified Investor. The undersigned transmits the following for the Beneficial Holders for which the undersigned is the Voting Nominee: (1) votes to accept or reject the Plan, (2) the location of residence or jurisdiction of formation of the Beneficial Holder, and (3) indications by Beneficial Holders that such holders are "Qualified Investors". The undersigned certifies that the Beneficial Holders identified by their respective customer account numbers set forth below are Beneficial Holders of the securities identified below as of the ~~October 14, 2009~~ February 22, 2010 record date and have delivered to the undersigned, as Voting Nominee, properly executed Beneficial Ballots casting such votes on the Plan and providing such other information as the undersigned has set forth below.

ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL ~~BE DEEMED AN ACCEPTANCE OF THE PLAN~~ NOT BE COUNTED.

Please indicate the requested information in the appropriate column. For purposes of this Master Ballot, accrued or unmatured interest should not be included in the principal amount voted for each account. Please note that each Beneficial Holder must vote all his, her, or its Voting Security holdings *either* to accept *or* reject the Plan, and may *not* split such vote. If there is insufficient space, please attach the requested information to this Master Ballot in the form of the table below.

Customer Name Or Account Number For Each Beneficial Owner Of Voting Security	Item 2. List the entire Principal Amount of such Beneficial Holder under either "Accept the Plan" or "Reject the Plan" to indicate Beneficial Holder's vote.	Item 3. Location of Residence or Jurisdiction of Formation indicated by Beneficial Holder	Item 4. Check column if Beneficial Holder has indicated it is a "Qualified Investor"

	Accept the Plan	Reject the Plan		
1.	\$	\$		
2.	\$	\$		
3.	\$	\$		
4.	\$	\$		
5.	\$	\$		
6.	\$	\$		
7.	\$	\$		
8.	\$	\$		
9.	\$	\$		
10.	\$	\$		
TOTALS:	\$	\$		

Item 5. Transcription. The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by Beneficial Holders in Item 3 of the Beneficial Holder's Ballots, identifying any security or other claim in the same Class as the Voting Security for which such beneficial owners have submitted other Ballots other than to the undersigned:

Your customer account number and/or Customer Name for each Beneficial Holder who completed Item 3 of the Beneficial Holder Ballot.	Transcribe from Item 3 of the Beneficial Holder Ballot			
	Account Number	Name of Registered Holder or Nominee	CUSIP or ISIN Number of other Security Voted (if applicable)	Principal Amount of Claim or other Security
1.				\$
2.				\$
3.				\$
4.				\$
5.				\$
6.				\$
7.				\$
8.				\$
9.				\$
10.				\$

Item 6.

Certification. By signing this Master Ballot, the undersigned certifies that each Beneficial Holder listed in Item 2, above, (i) has been provided with a Solicitation Package (and all contents thereof, including a Beneficial Ballot), (ii) acknowledges that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement Order and the Disclosure Statement, (iii) received a properly completed and signed Beneficial Ballot from each Beneficial Holder listed above, and (iv) accurately transcribed all applicable information from the Beneficial Ballots received from each Beneficial Holder.

Name of Broker, Bank or other Nominee:

(Print or Type)

Participant Number: _____

Name of Proxy Holder or Agent for Broker, Bank or Other Nominee
(if applicable):

(Print or Type)

Signature: _____

Print Name: _____

By: _____

(If Appropriate)

Title: _____

(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: (____) _____

(Including Area Code)

Email Address: _____

Date Completed: _____

THIS MASTER BALLOT MUST BE ACTUALLY RECEIVED BY THE VOTING AGENT BEFORE 4:00 P.M. (PREVAILING EASTERN TIME), ON ~~NOVEMBER 23, 2009,~~ _____, 2010, OR THE VOTES TRANSMITTED HEREBY WILL NOT BE COUNTED.

PLEASE NOTE: THE VOTING AGENT WILL *NOT* ACCEPT BALLOTS OR MASTER BALLOTS BY FACSIMILE OR OTHER MEANS OF ELECTRONIC TRANSMISSION.

ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL ~~BE DEEMED TO VOTE TO ACCEPT THE PLAN~~ NOT BE COUNTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL VOTING AGENT, EPIQ-FINANCIAL BALLOTING GROUP, AT ~~(XXX) XXX-XXXX~~ 866-329-9971.

VOTING INSTRUCTIONS

1. The Master Ballot is to be used by brokers, banks, dealers or other agents or nominees (each a “Voting Nominee”) to transmit on behalf of holders of public securities of the Debtors (“Beneficial Holders”): (1) votes cast by Beneficial Holders to accept or reject the Plan referred to in the Disclosure Statement; (2) the location of residence or jurisdiction of formation indicated by each Beneficial Holder; and (3) indications by Beneficial Holders as to whether such holders are “Qualified Investors”. In addition to being contained on the CD-ROM included in each Solicitation Package, the Disclosure Statement, Plan, and other related documents are available for viewing by accessing the Debtors' case information website at www.epiqbankruptcysolutions.com/ or by contacting the Debtors' Voting Agent, ~~Epiq~~ Financial Balloting Group, by writing to ~~Epiq~~ Financial Balloting Group, 757 Third Avenue, 3rd Floor, New York, NY 10017, Attn: Lyondell Tabulation or by telephone at ~~{(xxx) xxx-xxxx}~~ [866-329-9971](tel:866-329-9971). All capitalized terms used in this Master Ballot or in these instructions but not otherwise defined herein have the meaning ascribed to them in the Disclosure Statement, the Plan or the Disclosure Statement Order, as the case may be.

2. If you are transmitting the vote of any Beneficial Holder other than yourself, you may *either*:

- a. Complete Item 1 and execute the Beneficial Holder Ballot, including the Voting Nominee's name and beneficial holder account number, and deliver to the Beneficial Holder such “pre-validated” Beneficial Holder Ballot, along with the Solicitation Package and other materials requested to be forwarded. The Beneficial Holder should complete all remaining items of its pre-validated Beneficial Ballot and return the completed Beneficial Ballot to the Voting Agent so as to be received before the Voting Deadline.

OR

- b. For any Beneficial Holder Ballot you do not “pre-validate”:

Deliver the Beneficial Holder Ballot to the Beneficial Holder, along with the Solicitation Package and other materials requested to be forwarded, and take the necessary actions to enable such Beneficial Holder to (i) complete and execute such Beneficial Ballot voting to accept or reject the Plan and completing the other items as appropriate; and (ii) return the completed, executed Beneficial Ballot to you in sufficient time to enable you to complete the Master Ballot and deliver it to the Voting Agent so as to be received before the Voting Deadline of 4:00 P.M. (Prevailing Eastern Time), on ~~NOVEMBER [23], 2009~~ , 2010 at the following address:

~~Epiq~~ Financial Balloting Group
757 Third Avenue, 3rd Floor
New York, NY 10017
Attn: Lyondell Tabulation

Tel: ~~{(xxx) xxx-xxxx}~~ [866-329-9971](tel:866-329-9971)

With respect to all Beneficial Holder Ballots returned to you, please properly complete the Master Ballot as follows:

- i. Provide appropriate information for each of the items on the Master Ballot. Please note that Items 2, 3, 4 and 5 request information for each individual Beneficial Holder for whom you hold general beneficial holder claims in your name. To identify such Beneficial Holders, please use the customer name and/or account number assigned by you to each such Beneficial Holder.
- ii. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable item of the Master Ballot to which you are responding.
- iii. Sign and date your Master Ballot.
- iv. If you are completing the Master Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing.
- v. Provide your name and other requested information.

- vi. Deliver the Master Ballot (containing an original signature) to the Voting Agent so as to be actually received before the Voting Deadline of 4:00 P.M. (Prevailing Eastern Time), on ~~NOVEMBER 23, 2009~~ NOVEMBER 23, 2010.
- vii. If you are both the registered holder and the Beneficial Holder of any Voting Securities and you wish to vote such Voting Securities, you may return either a Beneficial Ballot or a Master Ballot to the Voting Agent before the Voting Deadline.

3. **Pursuant to the Disclosure Statement Order, all original Beneficial Ballots received from Beneficial Holders must be kept by you until at least one year after the Voting Deadline (or such other date as is set by subsequent Bankruptcy Court order). You may be ordered to produce the original Beneficial Ballots to the Debtors or the Bankruptcy Court.**

4. If a Master Ballot is actually received after the Voting Deadline it will not be counted (except in the Debtors' sole discretion). The method of delivery of a Master Ballot to the Voting Agent is at the election and risk of each entity. Instead of effecting delivery by mail, it is recommended, though not required, that you use an overnight or personal delivery service. In all cases, sufficient time should be allowed to assure timely delivery.

5. **Master Ballots should only be sent to the Voting Agent.** They should not be sent to the Debtors, any other agent or the Debtors' financial or legal advisors.

6. The Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Beneficial Holders should not surrender their Voting Securities at this time. The Voting Agent will not accept delivery of any Voting Securities transmitted with a Master Ballot.

7. If multiple Master Ballots, Beneficial Ballots or Ballots are received from or on behalf of the same creditor with respect to the same Claims prior to the Voting Deadline, the latest dated Master Ballot, Beneficial Ballot or Ballot timely received will supersede and revoke any earlier received Master Ballot, Beneficial Ballot or Ballot.

8. No Master Ballot, Beneficial Ballot or Ballot shall constitute or be deemed to be a proof of claim or an assertion or admission of a claim.

9. The following rules shall apply to Master Ballots: (i) Votes cast by beneficial owners through a Voting Nominee will be applied against the positions held by such entities in the securities as of the Voting Record Date, as evidenced by the record and depository listings, or confirmations provided by Euroclear Bank or Clearstream Bank. Votes submitted by a Voting Nominee, whether pursuant to a Master Ballot or pre-validated Ballots, will not be counted in excess of the Record Amount of such securities held by such Voting Nominee; (ii) to the extent that conflicting votes or "overvotes" are submitted by a Voting Nominee, whether pursuant to a Master Ballot or pre-validated Ballots, the Voting Agent will attempt to reconcile discrepancies with the Voting Nominees; (iii) to the extent that overvotes on a Master Ballot or pre-validated Ballots are not reconcilable prior to the preparation of the vote certification, the Voting Agent will apply the votes to accept and to reject the Plan in the same proportion as the votes to accept and reject the Plan submitted on the Master Ballot or pre-validated Ballots that contained the overvote, but only to the extent of the Voting Nominee's position in the security; and (iv) for purposes of tabulating votes, each Voting Nominee or beneficial owner will be deemed to have voted the principal amount relating to such security, although the Voting Agent may be asked to adjust such principal amount to reflect the claim amount, including prepetition interest.

10. A creditor must vote all of its claims within a particular Plan class either to accept or reject the Plan and may not split its vote. Accordingly, a Master Ballot, Beneficial Ballot or Ballot on behalf of a creditor's claims within the same Plan class purporting to partially reject and partially accept the Plan will ~~be deemed an acceptance of the Plan~~ not be counted.

11. Unless otherwise directed by the Bankruptcy Court, delivery of a defective or irregular Master Ballot will not be deemed to have been made until such defect or irregularity has been cured or waived by the Debtors. Any waiver by the Debtors of defects or irregularities in any Ballot will be detailed in the Voting Report filed with the Bankruptcy Court by the Voting Agent. Neither the Debtors, nor any other person or entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Master Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification.

12. If you believe you have received the wrong Beneficial Ballot(s) or Master Ballot, please contact the Voting Agent immediately.

13. We will, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Beneficial Ballots and other enclosed materials to the Beneficial Holders for whom you are the Voting Nominee. No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting Beneficial Ballots with respect to the Plan.

PLEASE DELIVER YOUR MASTER BALLOT PROMPTLY.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE DEBTORS OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BENEFICIAL BALLOTS, DISCLOSURE STATEMENT, OR OTHER RELATED MATERIALS, PLEASE CALL THE DEBTORS' VOTING AGENT, **EPIQ FINANCIAL BALLOTING GROUP, AT **+(xxx866) xxx329-xxxx-9971**.**

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
: :
In re: : Chapter 11
: :
LYONDELL CHEMICAL COMPANY, et al., : Case No. 09-10023 (REG)
: :
Debtors. : Jointly Administered
: :
-----X

**BALLOT FOR ACCEPTING OR REJECTING DEBTORS' SECOND AMENDED JOINT
CHAPTER 11 PLAN OF REORGANIZATION FOR THE LYONDELLBASELL DEBTORS**

**GENERAL BENEFICIAL HOLDER BALLOT FOR CLAIMS HELD BY
VOTING NOMINEES ON BEHALF OF BENEFICIAL HOLDERS**

Lyondell Chemical Company and certain of its subsidiaries and affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), have filed ~~their~~ Disclosure Statement, ~~dated September 11, 2009 (as may be amended, the "Disclosure Statement") and annexed thereto as Exhibit A, the Debtors' and a Joint Chapter 11 Plan of Reorganization for the LyondellBasell Debtors (the "Plan"), which are included on the CD-ROM accompanying this Ballot and have also been posted on the Debtors' case information website at www.epiqbankruptcysolutions.com. On [October 14, 2009, On [_____, 2010], the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order (the "Disclosure Statement Order") approving the Disclosure Statement, The Plan, the Disclosure Statement and the Disclosure Statement Order (without its exhibits) are included on the CD-ROM accompanying this Ballot, and also have been posted on the Debtors' case information website at www.epiqbankruptcysolutions.com.~~

If you are, as of ~~[October 14, 2009]~~ February 22, 2010 (the "Record Date"), the beneficial holder (a "Beneficial Holder") of public securities of the Debtors ("Voting Securities") that are held by a broker, bank, dealer or other agent or nominee (a "Voting Nominee") on your behalf, please use this Ballot to cast your vote to accept or reject the Plan. Please note that a vote in favor of the Plan constitutes consent to the releases granted in Sections 11.5, 11.7 and 11.8 of the Plan, which are described in Sections IV.G.5, IV.G.7 and IV.G.8 of the Disclosure Statement.

If you are the Beneficial Holder of a Class 4 Senior Secured Claim, please note that overall acceptance of the Plan by such Class will be deemed to be an instruction to the applicable security agent(s) to release the relevant collateral. In addition, overall acceptance of the Plan by Beneficial Holders of Class 4 Senior Secured Claims will also be deemed to be a direction to the security agent under the Intercreditor Agreement dated December 20, 2007 to initiate the sale of LyondellBasell Industries Holdings B.V. stock to LyondellBasell Holdings B.V. for EUR 10 in cash, as described in Section IV.B.5.a. of the Disclosure Statement.

The Disclosure Statement, ~~which has been approved by the Bankruptcy Court pursuant to section 1125 of the Bankruptcy Code,~~ provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court's approval of the Disclosure Statement does not indicate approval of the Plan. If you cannot access or have not received the CD-ROM or wish to obtain a printed copy of the Disclosure Statement please contact the Debtors' Voting Agent, ~~[Epiq Financial Balloting Group, at [(xxx) xxx xxx]-866] 329-9971.~~

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your claim or claims under the Plan. If you hold claims in more than one class or in multiple accounts, you will receive a Ballot for each class or account in which you are entitled to vote.

VOTING DEADLINE: 4:00 P.M. (PREVAILING EASTERN TIME) ON ~~NOVEMBER [23], 2009.~~ _____, 2010.

Upon completion, this Ballot should be returned either to your Voting Nominee or to the Debtors' Voting Agent, ~~Epiq~~ Financial Balloting Group, as directed. If you are directed to return the Ballot to your Voting Nominee, your Voting Nominee will transmit your vote to the Voting Agent on a Master Ballot. If your Ballot or the Master Ballot cast on your behalf by your Voting Nominee is not received by the Voting Agent on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

Ballots will not be accepted by facsimile transmission or other electronic means. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

[BALLOT CODE]

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

HOW TO VOTE

1. COMPLETE ITEM 1 (UNLESS YOUR BALLOT HAS BEEN PRE-VALIDATED BY YOUR NOMINEE).
2. COMPLETE ITEM 2.
3. COMPLETE ITEM 3, IF APPLICABLE.
4. COMPLETE ITEM 4, IF APPLICABLE.
5. COMPLETE ITEM 5, IF APPLICABLE.
6. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 6.
7. **SIGN AND DATE THE BALLOT.** (UNLESS YOUR BALLOT HAS ALREADY BEEN SIGNED OR PRE-VALIDATED BY YOUR VOTING NOMINEE).
8. RETURN THE ORIGINAL BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (SO THAT IT IS RECEIVED BEFORE THE VOTING DEADLINE). (IF YOU ARE DIRECTED TO RETURN YOUR BALLOT TO YOUR VOTING NOMINEE, PLEASE ENSURE THAT YOUR VOTING NOMINEE RECEIVES IT WITH SUFFICIENT TIME TO TRANSMIT YOUR VOTE ON A MASTER BALLOT TO THE VOTING AGENT BY THE VOTING DEADLINE).
9. YOU MUST VOTE THE FULL AMOUNT OF ALL YOUR VOTING SECURITIES, AS WELL AS ALL OTHER CLAIMS IN THE SAME CLASS AS YOUR VOTING SECURITIES, *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.
10. ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL ~~BE DEEMED A VOTE TO ACCEPT THE PLAN~~ **NOT BE COUNTED**.

Item 1. Amount of Voting Securities Voted. The undersigned certifies that as of ~~[October 14, 2009]~~ February 22, 2010, the undersigned held the Voting Security ~~listed~~ referenced in the footer below in the following principal amount:

\$

Item 2. Vote. The holder of the Voting Security identified in Item 1 votes as follows (check one box only— if you do not check a box or if you check both boxes your vote will ~~be deemed a vote to accept the Plan~~ not be counted):

Accept the Plan. OR Reject the Plan.

[BALLOT CODE]

[VOTING SECURITY DESCRIPTION]
CUSIP / ISIN NUMBER:

Item 3. FOR NON-U.S. RESIDENTS OR DOMICILIARIES ONLY: Location of Residence/Jurisdiction of Registered Office. The holder of the Claims identified in Item 1, if a resident or a legal entity domiciled in a member state of the European Economic Area (“EEA”), must identify below his or her state of residence (or in the case of a legal entity, its jurisdiction of registered office). This certification is given in connection with the undersigned’s possible receipt of securities pursuant to the Plan.

Location of Residence/Jurisdiction of ~~Formation~~Registered Office: _____

Item 4. FOR NON-U.S. RESIDENTS OR DOMICILIARIES ONLY: Qualified Investor. The holder of the Claims identified in Item 1 must check the box below to indicate whether he/she/it is a “Qualified Investor” as defined below. This certification is given in connection with the undersigned’s possible receipt of securities pursuant to the Plan.

Yes, I am a Qualified Investor. OR No, I am not a Qualified Investor.

A “Qualified Investor” is:

(i) any person or entity who or which is subject to supervision by a regulatory authority in any country in order to lawfully operate in the financial markets;

(ii) any person or entity who or which engages in a regulated activity on the financial markets but who or which is not subject to supervision by a regulatory authority;

(iii) a governmental body being part of a central government, a central bank, regional, local or other decentralised governmental institutions, international treaty organisations and supranational organisations;

(iv) any company or legal entity which meets at least two of the following three criteria according to its most recent consolidated or non-consolidated annual accounts: (a) an average number of employees during the financial year of at least 250; (b) total assets of at least EUR 43,000,000; or (c) an annual net turnover of at least EUR 50,000,000;

(v) any company having its registered office in a Member State of the EEA which does not meet at least two of the three criteria mentioned in (iv) above and which (a) has expressly requested the ~~the~~ competent authority of such Member State to be considered as a qualified investor, and (b) has been entered on the register of qualified investors maintained by the competent authority of such Member State;

(vi) any natural person who is resident in a Member State of the EEA if this person meets at least two of the following criteria:

(a) the investor has carried out transactions of a significant size on securities markets at an average frequency of, at least, ten (10) per quarter over the previous four (4) quarters;

(b) the size of the investor's securities portfolio exceeds EUR 500,000;

(c) the investor works or has worked for at least one year in the financial sector in a professional position which requires knowledge of investment in securities,

provided this person (i) has expressly requested the competent authority of the Member State in which it has its registered office to be considered as a qualified

[BALLOT CODE]

[VOTING SECURITY DESCRIPTION]
CUSIP / ISIN NUMBER:

investor, and (ii) has been entered on the register of qualified investors maintained by such competent authority; or

(vii) any entity whose corporate purpose is solely to invest in securities.

Item 5. Identify All Claims and Other Securities Held in the Same Class. By returning this Ballot, the holder of the Voting Security identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted with respect to claims in the same Class as the Voting Security owned by such holder, except for any other claims or securities all of which are identified in the following table, and (b) *all* Ballots for any other claims or securities in the same Class as the Voting Security submitted by the holder indicate the same vote to accept or reject the Plan that the holder has indicated in Item 2 of this Ballot (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS TABLE IF YOU HAVE VOTED OTHER CLAIMS OR SECURITIES IN THE SAME CLASS AS THE VOTING SECURITIES

Account Number	Name of Registered Holder or Nominee	CUSIP or ISIN Number of other Securities Voted (if applicable)	Principal Amount of Claim or other Security
			\$
			\$
			\$
			\$

Item 6. Certification. By returning this Ballot, the holder of the Voting Securities identified in Item 1 certifies that (a) it has full power and authority to vote to accept or reject the Plan with respect to the Voting Securities listed in Item 1, (b) it was the holder of the Voting Securities described in Item 1 as of ~~October 14, 2009~~ February 22, 2010, (c) *all* Ballots to vote claims or securities against the Debtors placed in the same Class of the Plan as the Voting Security submitted by the holder indicate the same vote to accept or reject the Plan that the holder has indicated on this Ballot, (d) it has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement and Plan.

[BALLOT CODE]

[VOTING SECURITY DESCRIPTION]
CUSIP / ISIN NUMBER:

YOUR RECEIPT OF THIS BALLOT DOES NOT SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL BE ALLOWED.

Name of Creditor (Print or Type): _____

Signature: _____

Print Name: _____

Title: (If Appropriate): _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: () _____

Date Completed: _____

This Ballot shall not constitute or be deemed a proof of claim, an assertion of a claim, or the allowance of a claim.

UPON COMPLETION, THIS BALLOT SHOULD BE RETURNED EITHER TO YOUR VOTING NOMINEE OR TO THE DEBTORS' VOTING AGENT, ~~EPIQ~~-FINANCIAL BALLOTING GROUP, AS DIRECTED. IF YOU ARE DIRECTED TO RETURN THE BALLOT TO YOUR VOTING NOMINEE, YOUR VOTING NOMINEE WILL TRANSMIT YOUR VOTE TO THE VOTING AGENT ON A MASTER BALLOT. IF YOUR BALLOT OR THE MASTER BALLOT CAST ON YOUR BEHALF BY YOUR VOTING NOMINEE IS NOT RECEIVED BY THE VOTING AGENT ON OR BEFORE THE VOTING DEADLINE AND SUCH DEADLINE IS NOT EXTENDED, YOUR VOTE WILL NOT COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, ~~EPIQ~~-FINANCIAL BALLOTING GROUP, AT ~~{(xxx) xxx-xxxx}~~-[866\) 329-9971](tel:8663299971).

IN THE EVENT THAT YOU ARE A RESIDENT OF A MEMBER STATE OF THE EEA WHICH HAS IMPLEMENTED THE PROSPECTUS DIRECTIVE, NO OFFER OR SOLICITATION OF AN OFFER TO RECEIVE ANY SECURITIES SHALL BE DEEMED TO BE MADE TO YOU PURSUANT TO THE PLAN OF REORGANIZATION OR RIGHTS OFFERING UNLESS YOU ARE EITHER (I) A QUALIFIED INVESTOR OR (II) LESS THAN 100 NON-QUALIFIED INVESTORS FROM SUCH MEMBER STATE PARTICIPATE IN THE RELEVANT OFFERING. IN THE EVENT THAT MORE THAN 100 NON-QUALIFIED INVESTORS FROM ANY EEA MEMBER STATE WHICH HAS ADOPTED THE PROSPECTUS DIRECTIVE SEEK TO RECEIVE SECURITIES PURSUANT TO THE PLAN OF REORGANIZATION OR RIGHTS OFFERING, THE COMPANY RESERVES THE RIGHT TO DELIVER SUBSTITUTE CONSIDERATION OF EQUIVALENT VALUE WITH RESPECT TO ANY ELIGIBLE HOLDER TO WHOM AN OFFER CANNOT BE MADE WITHOUT PUBLICATION OF A PROSPECTUS PURSUANT TO THE PROSPECTUS DIRECTIVE.

[BALLOT CODE]

[VOTING SECURITY DESCRIPTION]
CUSIP / ISIN NUMBER:

Exhibit E*:
Blackline of Notices of Non-Voting Status

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
: **Chapter 11**
: **Case No. 09-10023 (REG)**
: **Jointly Administered**
: **Debtors.**
: **Jointly Administered**
-----X

**NOTICE OF NON-VOTING STATUS WITH RESPECT TO
IMPAIRED CLASSES DEEMED TO REJECT THE PLAN**

PLEASE TAKE NOTICE that on [~~October 14, 2009~~, April 14, 2010], the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) entered an order (the “Disclosure Statement Order”) approving the Debtors’ Disclosure Statement, ~~dated September 11, 2009 (as may be amended,~~ the “Disclosure Statement”), filed by Lyondell Chemical Company and certain of its subsidiaries and affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), and directed the Debtors to solicit votes with regard to the approval or rejection of the *Joint Chapter 11 Plan of Reorganization for the LyondellBasell Debtors*, ~~dated September 11, 2009~~ (the “Plan”).

PLEASE TAKE FURTHER NOTICE that a hearing (the “Confirmation Hearing”) to consider confirmation of the Plan will be held at [__:___.m.] prevailing Eastern time, on [~~November 30, 2009~~April 14, 2010], before the Honorable Judge Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors in open court of the adjourned date(s) at the Confirmation Hearing or any continued hearing, and the Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

PLEASE TAKE FURTHER NOTICE that any objections to the Plan must (i) be in writing, (ii) state the name and address of the objecting party and the amount and nature of the claim or interest of such party, (iii) state with particularity the basis and nature of any objection or proposed modification to the Plan, and (iv) be filed, together with proof of service, with the Court and served so as to be actually received no later than 4:00 p.m. (prevailing Eastern time), on the date that is ~~five~~seven (57) business days prior to the Confirmation Hearing, by: (a) the Clerk of the Court, (b) Cadwalader, Wickersham & Taft LLP, attorneys for the Debtors, One World Financial Center, New York, New York 10281 (Attn: George A. Davis, Esq. and Andrew M. Troop, Esq.); (c) the Office of the United States Trustee, 33 Whitehall Street, New York, New York 10004 (Attn: Paul Schwartzberg, Esq.); (d) Davis, Polk & Wardwell, attorneys for the agents for the Debtors’ postpetition credit facilities, 450 Lexington Avenue, New York, NY 10017 (Attn: Marshall S. Huebner, Esq. and Timothy E. Graulich,

Esq.); (e) Simpson Thacher & Bartlett LLP, attorneys for UBS AG, Stamford Branch, as Term DIP Agent, 425 Lexington Avenue, New York, New York 10017 (Attn: Kathrine McLendon and Anne L. Knight, Esq.); (f) Mayer Brown LLP, attorneys for the agents for the Debtors' postpetition credit facilities, 1675 Broadway, New York, NY 10019 (Attn: Brian Trust, Esq.); and (g) Brown Rudnick LLP, attorneys for the Official Committee of Unsecured Creditors, Seven Times Square, New York, NY 10036 (Attn: Edward S. Weisfelner, Esq.) and Brown Rudnick LLP, One Financial Center, Boston, MA 02111 (Attn: Steven D. Pohl, Esq.).

PLEASE TAKE FURTHER NOTICE THAT UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST THE DEBTORS IS/ARE NOT IMPAIRED AND, THEREFORE, PURSUANT TO SECTION 1126(f) OF TITLE 11 OF THE UNITED STATES CODE, YOU ARE (I) CONCLUSIVELY PRESUMED TO HAVE ACCEPTED THE PLAN; AND (II) NOT ENTITLED TO VOTE ON THE PLAN. IF YOU WANT TO REQUEST A COPY OF THE DISCLOSURE STATEMENT ORDER (EXCLUDING THE EXHIBITS THERETO), THE PLAN, OR THE DISCLOSURE STATEMENT, YOU MAY VISIT THE WEBSITE OF THE DEBTORS' BALLOTING AGENT, ~~EPIQ BANKRUPTCY—SOLUTIONS—LLC~~FINANCIAL BALLOTING GROUP, AT WWW.EPIQBANKRUPTCYSOLUTIONS.COM, OR CONTACT THEM AT:

~~Epiq~~-Financial Balloting Group
757 Third Avenue, 3rd Floor
New York, NY 10017
Attn: Lyondell Tabulation
Telephone: ~~()~~(866) 329-9971

PLEASE TAKE FURTHER NOTICE that if you disagree with the Debtors' classification of your claim or believe that you should be entitled to vote on the Plan, then you must serve on the Debtors and file with the Bankruptcy Court a motion (a "Rule 3018(a) Motion") for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") temporarily allowing your claim in a different amount or in a different class for purposes of voting to accept or reject the Plan. All Rule 3018(a) Motions must be filed on or before ~~November [18], 2009~~[] , 2010 at 4:00 p.m. prevailing Eastern Time. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018(a) Motion, such creditor's Ballot will not be counted unless temporarily allowed by the Bankruptcy Court for voting purposes, after notice and a hearing, which hearing may be held contemporaneously with the Confirmation Hearing. Rule 3018(a) Motions that are not timely filed and served in the manner as set forth above will not be considered.

Dated: New York, New York
_____, ~~2009~~2010

CADWALADER, WICKERSHAM & TAFT LLP

~~Deryck A. Palmer, Esq.~~

~~John J. Rapisardi, Esq.~~ George A. Davis, Esq.

Andrew M. Troop, Esq.

Christopher R. Mirick, ~~Esq.~~

~~Jessica L. Fink, Esq.~~

One World Financial Center

New York, New York 10281

Telephone: (212) 504-6000

Facsimile: (212) 504-6666

~~Deryck.Palmer@cwt.com~~~~John.Rapisardi@cwt.com~~

George.Davis@cwt.com

Andrew.Troop@cwt.com

Christopher.Mirick@cwt.com

~~Jessica.Fink@cwt.com~~

- and -

Mark C. Ellenberg, Esq.

[Peter M. Friedman, Esq.](#)

700 Sixth Street, N.W.

Washington, DC 20001

Telephone: (202) 862-2200

Facsimile: (202) 862-2400

Mark.Ellenberg@cwt.com

[Peter.Friedman@cwt.com](#)

Attorneys for Lyondell Chemical Company, et al.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

LYONDELL CHEMICAL COMPANY, et al.,

Debtors.

Chapter 11

Case No. 09-10023 (REG)

Jointly Administered

**NOTICE OF NON-VOTING STATUS WITH RESPECT TO
UNIMPAIRED CLASSES DEEMED TO ACCEPT THE PLAN**

PLEASE TAKE NOTICE that on [~~October 14, 2009~~, April 14, 2010], the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) entered an order (the “Disclosure Statement Order”) approving the Debtors’ Disclosure Statement, ~~dated September 11, 2009 (as may be amended,~~ the “Disclosure Statement”), filed by Lyondell Chemical Company and certain of its subsidiaries and affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), and directed the Debtors to solicit votes with regard to the approval or rejection of the *Joint Chapter 11 Plan of Reorganization for the LyondellBasell Debtors*, ~~dated September 11, 2009~~ (the “Plan”).

PLEASE TAKE FURTHER NOTICE that a hearing (the “Confirmation Hearing”) to consider confirmation of the Plan will be held at [__:___.m.] prevailing Eastern time, on [~~November 30, 2009~~April 14, 2010], before the Honorable Judge Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors in open court of the adjourned date(s) at the Confirmation Hearing or any continued hearing, and the Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

PLEASE TAKE FURTHER NOTICE that any objections to the Plan must (i) be in writing, (ii) state the name and address of the objecting party and the amount and nature of the claim or interest of such party, (iii) state with particularity the basis and nature of any objection or proposed modification to the Plan, and (iv) be filed, together with proof of service, with the Court and served so as to be actually received no later than 4:00 p.m. (prevailing Eastern time), on the date that is ~~five~~seven (57) business days prior to the Confirmation Hearing, by: (a) the Clerk of the Court, (b) Cadwalader, Wickersham & Taft LLP, attorneys for the Debtors, One World Financial Center, New York, New York 10281 (Attn: George A. Davis, Esq. and Andrew M. Troop, Esq.); (c) the Office of the United States Trustee, 33 Whitehall Street, New York, New York 10004 (Attn: Paul Schwartzberg, Esq.); (d) Davis, Polk & Wardwell, attorneys for the agents for the Debtors’ postpetition credit facilities, 450 Lexington Avenue, New York, NY 10017 (Attn: Marshall S. Huebner, Esq. and Timothy E. Graulich,

Esq.); (e) Simpson Thacher & Bartlett LLP, attorneys for UBS AG, Stamford Branch, as Term DIP Agent, 425 Lexington Avenue, New York, New York 10017 (Attn: Kathrine McLendon and Anne L. Knight, Esq.); (f) Mayer Brown LLP, attorneys for the agents for the Debtors' postpetition credit facilities, 1675 Broadway, New York, NY 10019 (Attn: Brian Trust, Esq.); and (g) Brown Rudnick LLP, attorneys for the Official Committee of Unsecured Creditors, Seven Times Square, New York, NY 10036 (Attn: Edward S. Weisfelner, Esq.) and Brown Rudnick LLP, One Financial Center, Boston, MA 02111 (Attn: Steven D. Pohl, Esq.).

PLEASE TAKE FURTHER NOTICE THAT UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST THE DEBTORS IS/ARE NOT IMPAIRED AND, THEREFORE, PURSUANT TO SECTION 1126(f) OF TITLE 11 OF THE UNITED STATES CODE, YOU ARE (I) CONCLUSIVELY PRESUMED TO HAVE ACCEPTED THE PLAN; AND (II) NOT ENTITLED TO VOTE ON THE PLAN. IF YOU WANT TO REQUEST A COPY OF THE DISCLOSURE STATEMENT ORDER (EXCLUDING THE EXHIBITS THERETO), THE PLAN, OR THE DISCLOSURE STATEMENT, YOU MAY VISIT THE WEBSITE OF THE DEBTORS' BALLOTING AGENT, ~~EPIQ BANKRUPTCY SOLUTIONS LLC~~ FINANCIAL BALLOTING GROUP, AT WWW.EPIQBANKRUPTCYSOLUTIONS.COM, OR CONTACT THEM AT:

~~Epiq~~-Financial Balloting Group
757 Third Avenue, 3rd Floor
New York, NY 10017
Attn: Lyondell Tabulation
Telephone: ~~()~~ (866) 329-9971

Dated: New York, New York
_____, ~~2009~~ 2010

CADWALADER, WICKERSHAM & TAFT LLP

~~Deryck A. Palmer, Esq.~~
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One World Financial Center
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Telephone: (212) 504-6000
Facsimile: (212) 504-6666
~~Deryck.Palmer@cwt.com~~ ~~John.Rapisardi@cwt.com~~
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~~Jessica.Fink@cwt.com~~

- and -

Mark C. Ellenberg, Esq.
Peter M. Friedman, Esq.
700 Sixth Street, N.W.
Washington, DC 20001
Telephone: (202) 862-2200
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Mark.Ellenberg@cwt.com

Peter.Friedman@cwt.com

Attorneys for Lyondell Chemical Company, et al.

Exhibit F*:
Blackline of Subscription Forms for Rights Offering

the Debtors determine, or reject the purported exercise of any Subscription Rights. Subscription Forms will be deemed not to have been received or accepted until all irregularities have been waived or corrected within such time as the Debtors (subject to the approval of the Rights Offering Sponsors acting in good faith) determine in their reasonable discretion. Neither the Debtors nor the Subscription Agent have any obligation to provide such notice, nor will they will be under any duty to give notification of any fact or irregularity in connection with the submission of Subscription Forms or incur any liability for failure to give such notification.

Please review the Plan and Disclosure Statement for further information. Copies of the Plan and Disclosure Statement may be accessed at www.epiqbankruptcysolutions.com.

Questions. If you have any questions about this Subscription Form or the subscription procedures described herein, please contact the Subscription Agent, ~~Epiq Financial Balloting Group LLC~~, at ~~(xxx) xxx xxx~~ [866\) 329-9971](tel:8663299971).

If the subscription and payment submitted by you or on your behalf is not received by the Subscription Agent by the Rights Offering Expiration Date, your Subscription Rights will terminate and be cancelled.

To subscribe for ~~shares of New Common Stock~~ Class B Shares pursuant to the Rights Offering:

1. **Review** the amount of your claim in Item 1.
2. **Calculate** your “Maximum Number of Class B Shares ~~of Rights Offering New Common Stock~~” in Item 2a.
3. **Complete** Item 2b, indicating the whole number of Class B Shares ~~of New Common Stock~~ (not greater than your Maximum Number of Class B Shares ~~of Rights Offering New Common Stock~~) for which you wish to subscribe and the total Subscription Purchase Price.
4. **Complete** Items 3 and 4, if applicable.
5. **Read and Complete** the certification in Item 5.
6. **Return the Subscription Form ~~and Payment (If Not By Wire Transfer)~~** to the Subscription Agent before the Rights Offering Expiration Date in the pre-addressed envelope, or to the following address:

By Courier/Hand Delivery or First Class Mail: ~~Epiq Financial Balloting Group LLC~~, 757 Third Avenue, 3rd ~~floor~~ Floor, New York, NY 10017

If payment is to be made by wire transfer, call the Subscription Agent, ~~Epiq Financial Balloting Group LLC~~, at ~~(xxx) xxx xxx~~ [866\) 329-9971](tel:8663299971), to confirm receipt of payment.

In order to exercise the Subscription Rights, each Eligible Holder must: (i) return this duly completed Subscription Form to the Subscription Agent so that such form is actually received by the Subscription Agent on or before 4:00 p.m. (prevailing Eastern Time) on the Rights Offering Expiration Date; and (ii) pay or arrange for payment to the Subscription Agent (on behalf of the Debtors) so that such payment is actually received on or before the Rights Offering Expiration Date of the purchase price calculated below in Item 2e. in accordance with the wire instructions set forth below ~~or by bank or cashier’s check delivered to the Subscription Agent.~~

Wire Instructions:

Wire to:
ABA*
Credit to:
Acct:
Include the Fed. Ref. number on your Subscription Form.

Check Instructions:

~~Make Bank Check or Cashier’s Check payable to:~~

~~Send your check and Subscription Form in the envelope provided by mail, courier or hand delivery to the Subscription Agent at the following address: [Epiq Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017, Attn: Lyondell Subscription].~~

If, on or prior to the Rights Offering Expiration Date, the Subscription Agent for any reason has not received both your duly completed Subscription Form and your payment in immediately available funds in an amount equal to your total Subscription Purchase Price (as set forth in Item 2b below), you will be deemed to have relinquished and irrevocably waived your right to participate in the Rights Offering. The payments made in accordance with the Rights Offering will be deposited and held by the Subscription Agent in a trust account, or similarly segregated account or accounts which will be separate and apart from the Subscription Agent's general operating funds and any other funds subject to any lien or any cash collateral arrangements and which segregated account or accounts will be maintained for the purpose of holding the money for administration of the Rights Offering until the Effective Date, or such other later date, at the option of the Reorganized Debtors, ~~but not later than 20 days after the Effective Date~~. The Subscription Agent will not use such funds for any other purpose prior to such date and will not encumber or permit such funds to be encumbered with any lien or similar encumbrance.

IN THE EVENT THAT YOU ARE A RESIDENT OF A MEMBER STATE OF THE EUROPEAN ECONOMIC AREA ("EEA") WHICH HAS IMPLEMENTED THE PROSPECTUS DIRECTIVE, NO OFFER OR SOLICITATION OF AN OFFER TO RECEIVE ANY SECURITIES SHALL BE DEEMED TO BE MADE TO YOU PURSUANT TO THE PLAN OF REORGANIZATION OR RIGHTS OFFERING UNLESS YOU ARE EITHER (I) A QUALIFIED INVESTOR OR (II) LESS THAN 100 NON-QUALIFIED INVESTORS FROM SUCH MEMBER STATE PARTICIPATE IN THE RELEVANT OFFERING. IN THE EVENT THAT MORE THAN 100 NON-QUALIFIED INVESTORS FROM ANY EEA MEMBER STATE WHICH HAS ADOPTED THE PROSPECTUS DIRECTIVE SEEK TO RECEIVE SECURITIES PURSUANT TO THE PLAN OF REORGANIZATION OR RIGHTS OFFERING, THE COMPANY RESERVES THE RIGHT TO DELIVER SUBSTITUTE CONSIDERATION OF EQUIVALENT VALUE WITH RESPECT TO ANY ELIGIBLE HOLDER TO WHOM AN OFFER CANNOT BE MADE WITHOUT PUBLICATION OF A PROSPECTUS PURSUANT TO THE PROSPECTUS DIRECTIVE.

**SUBSCRIPTION FORM FOR RIGHTS OFFERING
IN CONNECTION WITH THE JOINT CHAPTER 11 PLAN
OF REORGANIZATION FOR THE LYONDELLBASELL DEBTORS**

RIGHTS OFFERING EXPIRATION DATE

The Rights Offering Expiration Date is 4:00 p.m. (prevailing Eastern time)
on , ~~2009~~2010, unless extended by the Debtors in writing

Please consult the Plan and accompanying Disclosure Statement
for additional information with respect to this Subscription Form

Item 1. Amount of Claim. I certify that, as of the Subscription Rights Record Date of ~~[October 14, 2009]~~February 22, 2010, I held a Class 4 ~~or Class 5~~ Claim in the following amount:

_____ ~~Class:~~ _____
Amount: \$ _____

Each holder of a claim in Class 4 ~~or 5~~ is entitled to participate in the Rights Offering for up to such holder's ~~Pro Rata portion of [xxx] shares of Rights Offering New Common Stock~~Pro Rata Share (as defined in the Plan) of 240,339,302 Class B Shares. To subscribe, fill out Items 2a and 2b below and read and complete Item 3 below.

Item 2.

2a. Calculation of Maximum Number of ~~Class B Shares of Rights Offering New Common Stock~~. To calculate the Maximum Number of Class B Shares of Rights Offering New Common Stock for which you may subscribe, complete the following:

_____ x _____ = _____
(Insert principal (Subscription Factor) (Maximum Number of Class B Shares of
amount from Item 1 Rights Offering New Common Stock)~~above~~)
_____ Round Down to Nearest Whole Number
above)

2b. Subscription Amount. By filling in the following blanks, you are agreeing to purchase the number of ~~shares of New Common Stock~~Class B Shares specified below (specify a whole number of shares ~~of New Common Stock~~ not greater than the figure in Item 2a), at a price of \$ 10.61 per share, on the terms of and subject to the conditions set forth in the Plan. Any amount paid by you for ~~Rights Offering New Common Stock~~Class B Shares not allocated to you will be refunded as soon as practicable.

_____ x \$ 10.61 per share = _____
(Indicate Number of (Total Subscription Purchase Price)
~~shares of New Common~~
StockClass B Shares You
Elect to Purchase)

In order for you to exercise your Subscription Rights, you must return this Subscription Form to the Subscription Agent, on or before 4:00 p.m. (prevailing Eastern time) on the Rights Offering Expiration Date, and you must pay the Subscription Purchase Price on or before this date, either by wire transfer to the Subscription Agent in accordance with the wire instructions set forth on the Subscription Form ~~or by bank or cashier's check delivered to the Subscription Agent along with the Subscription Form.~~

Item 3. FOR NON-U.S. RESIDENTS OR DOMICILIARIES ONLY: Location of Residence/Jurisdiction of Registered Office. The holder of the Claims identified in Item 1, if a resident or a legal entity domiciled in a member state of the European Economic Area ("EEA"), must identify below his or her state of residence (or in the case of a legal entity, its registered office). This certification is given in connection with the undersigned's possible receipt of securities in connection with the Rights Offering.

Location of Residence/Jurisdiction of ~~Formation~~Registered Office: _____

Item 4. FOR NON-U.S. RESIDENTS OR DOMICILIARIES ONLY: Qualified Investor. The holder of the Claims identified in Item 1 must check the box below to indicate whether he/she/it is a “Qualified Investor” as defined below. This certification is given in connection with the undersigned’s possible receipt of securities in connection with the Rights Offering.

Yes, I am a Qualified Investor. OR No, I am not a Qualified Investor.

A “Qualified Investor” is:

(i) any person or entity who or which is subject to supervision by a regulatory authority in any country in order to lawfully operate in the financial markets;

(ii) any person or entity who or which engages in a regulated activity on the financial markets but who or which is not subject to supervision by a regulatory authority;

(iii) a governmental body being part of a central government, a central bank, regional, local or other decentralised governmental institutions, international treaty organisations and supranational organisations;

(iv) any company or legal entity which meets at least two of the following three criteria according to its most recent consolidated or non-consolidated annual accounts: (a) an average number of employees during the financial year of at least 250; (b) total assets of at least EUR 43,000,000; or (c) an annual net turnover of at least EUR 50,000,000;

(v) any company having its registered office in a Member State of the EEA which does not meet at least two of the three criteria mentioned in (iv) above and which (a) has expressly requested the ~~the~~ competent authority of such Member State to be considered as a qualified investor, and (b) has been entered on the register of qualified investors maintained by the competent authority of such Member State;

(vi) any natural person who is resident in a Member State of the EEA if this person meets at least two of the following criteria:

(a) the investor has carried out transactions of a significant size on securities markets at an average frequency of, at least, ten (10) per quarter over the previous four (4) quarters;

(b) the size of the investor’s securities portfolio exceeds EUR 500,000;

(c) the investor works or has worked for at least one year in the financial sector in a professional position which requires knowledge of investment in securities,

provided this person (i) has expressly requested the competent authority of the Member State in which it has its registered office to be considered as a qualified investor, and (ii) has been entered on the register of qualified investors maintained by such competent authority; or

(vii) any entity whose corporate purpose is solely to invest in securities.

Item 5. Subscription Certifications. By returning the Subscription Form, I certify that (A) I am the Eligible Holder, or the authorized signatory of an Eligible Holder of the Claim identified in Item 1 as of the Subscription Rights Record Date; (B) I agree, or such Eligible Holder agrees, to be bound by all the terms and conditions described in the Instructions and as set forth in this Subscription Form; (C) I have, or such Eligible Holder has, received a copy of the Disclosure Statement (including the exhibits thereto) and understand that the exercise of Subscription Rights pursuant to the Rights Offering is subject to all the terms and conditions set forth in the Disclosure Statement and Plan. This certification is not an admission by me, the Eligible Holder, or the Debtors or their estates as to the ultimate allowed amount of my claim.

By returning this Subscription Form, I further certify that I recognize and understand that the rights to subscribe for Class B Shares are not transferable separately from the claim with respect to which rights have been granted (a "Rights Claim").

By returning this Subscription Form, I represent and warrant that I have not entered into and agree that, prior to the Effective Date, I will not enter into any transaction involving a direct or indirect transfer of rights, including (i) derivatives, options, swaps, pledges, forward sales or other transactions in which any Person receives the right to own or acquire a right, a Rights Claim or a Class B Share; any current or future interest in any such right, Rights Claim or a Class B Share or the right to receive any economic benefit in respect of any such right, Rights Claim or a Class B Share other than through a sale of a Rights Claim together with the rights related thereto and (ii) any direct or indirect transfer of a Rights Claim, whether through a direct transfer or through a derivative, option, swap, pledge, forward sale or other transaction, in which the transferor would retain (or, in connection with such transfer, repurchase or agree to repurchase), directly or indirectly, any related rights, Class A Shares or Class B Shares or otherwise have the right, directly or indirectly, to acquire or own any current or future interest in any related rights, Class A Shares or Class B Shares or economic benefit in respect of any related rights, Class A Shares or Class B Shares.

Date: _____

Subscriber Full Legal Account ~~Name of Holder~~: _____

(Print or Type)

Signature: _____

Name of Person Signing: _____

(If other than holder)

Title (if corporation, partnership or LLC): _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Email Address: _____

THIS FORM SHOULD BE RETURNED TO THE SUBSCRIPTION AGENT

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
:

In re:

LYONDELL CHEMICAL COMPANY, et al.,

Debtors.

-----X

Chapter 11

Case No. 09-10023 (REG)

Jointly Administered

**INSTRUCTIONS TO SUBSCRIPTION FORM FOR ELIGIBLE BENEFICIAL HOLDERS OF SECURITIES
THROUGH NOMINEES FOR RIGHTS OFFERING IN CONNECTION WITH THE JOINT
CHAPTER 11 PLAN OF REORGANIZATION FOR THE LYONDELLBASELL DEBTORS**

THE RIGHTS OFFERING EXPIRATION DATE IS
4:00 P.M. (PREVAILING EASTERN TIME) ON [____, ~~2009~~2010].

You have received the attached Subscription Form because you are the beneficial holder of record of notes issued by Lyondell Chemical Company or its affiliates, some of which are debtors in bankruptcy cases in the Southern District of New York. In addition to other property that you may receive under the proposed plan of reorganization filed by Lyondell Chemical Company and its affiliates, the proposed plan gives you the right to subscribe for shares of new common stock to be issued by a new holding company. In order to exercise your right to subscribe for this stock, you need to submit the Subscription Form and the necessary payment before 4:00 P.M. on [____], 2010. While you are not obligated to exercise your subscription rights, failure to submit the form and payment by the deadline will result in the permanent loss of your rights. Accordingly, please review this notice, the attached Subscription Form, the Disclosure Statement, and the Plan of Reorganization carefully. In addition, you may wish to consult your financial advisor and legal counsel.

Lyondell Chemical Company and certain of its subsidiaries and affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), have filed ~~their~~ Disclosure Statement, ~~dated September 11, 2009 (as may be amended, (the “Disclosure Statement”), with respect to the~~ and a Joint Chapter 11 Plan of Reorganization for the LyondellBasell Debtors, ~~dated [September 11, 2009]~~ (the “Plan”). Capitalized terms used herein but not otherwise defined herein shall have the meanings ascribed to such terms in the Plan. Pursuant to the Plan, Eligible Holders of Claims in Class ~~[4]~~ Senior Secured Claims have the right to participate in the Rights Offering to exercise such holder’s Subscription Rights to purchase its Rights Offering Pro Rata Share (as defined in the Plan) portion of ~~[xxxxxxx] shares of Rights Offering New Common Stock~~ 240,339,302 Class B Shares, on the terms set forth in Section 5.3 of the Plan and subject to the conditions of Article X of the Plan. See Section 5.3 and Article X of the Plan and Section IV. ~~CB 2.4~~ of the Disclosure Statement for a complete description of the Rights Offering.

[Insert series of Notes]

You have received the attached Subscription Form because you are the beneficial holder ~~[of record as of October 14, 2009]~~ February 22, 2010 of the Notes described above (the “Notes”) held for your account by a bank, broker or other nominee (each of the foregoing, a “Nominee”). Please utilize the attached Subscription Form to execute your election to subscribe to the Rights Offering. In order to elect to participate in the Rights Offering, you must (i) complete and return the attached Subscription Form to your Nominee in sufficient time for your instructions to be processed and delivered to The Depository Trust Company (“DTC”) by the Rights Offering Expiration Date set forth above; and (ii) arrange for payment by DTC to the Subscription Agent on or before the Rights Offering Expiration Date, the Subscription Purchase Price in accordance with the wire instructions set forth below ~~or by certified bank or cashier’s check delivered to the Subscription Agent along with the Subscription Form~~; or, in the case of securities held through Euroclear or Clearstream, follow the established procedures on or before the Rights Offering Expiration Date. Your subscription will be processed by the Nominee in accordance with the established procedures.

~~The Debtors will use commercially reasonable efforts to give notice to any holder of Subscription Rights regarding any defect or irregularity in connection with any purported exercise of Subscription Rights by such holder and may permit such defect or irregularity to be cured within such time as they may determine in good faith to be appropriate; provided, however, that neither~~All questions concerning the timeliness, viability, form and eligibility of any exercise of Subscription Rights will be determined by the Debtors, in consultation with the Rights Offering Sponsors, whose good faith determinations will be final and binding. The Debtors, subject to the approval of the Rights Offering Sponsors acting in good faith, may waive any defect or irregularity, or permit a defect or irregularity to be corrected within such times as the Debtors determine, or reject the purported exercise of any Subscription Rights. Subscription Forms will be deemed not to have been received or accepted until all irregularities have been waived or corrected within such time as the Debtors (subject to the approval of the Rights Offering Sponsors acting in good faith) determine in their reasonable discretion. Neither the Debtors nor the Subscription Agent ~~have any obligation to provide such notice, nor will they~~will be under any duty to give notification of any fact or irregularity in connection with the submission of Subscription Forms or incur any liability for failure to give such notification.

Please review the Plan and Disclosure Statement for further information. Copies of the Plan and Disclosure Statement may be accessed at www.epiqbankruptcysolutions.com.

Questions. If you have any questions about this Subscription Form or the subscription procedures described herein, please contact the Subscription Agent, ~~Epiq Financial Balloting Group LLC, at (xxx) xxx-xxxx~~, 866) 329-9971.

If the subscription and payment submitted by you or on your behalf is not received in sufficient time for the Nominee to convey your subscription through DTC's Automated Subscription Offer Program by the Rights Offering Expiration Date, your Subscription Rights will terminate and be cancelled.

To subscribe for ~~shares of New Common Stock~~ Class B Shares pursuant to the Rights Offering:

1. **Review** the amount of your claim set forth below in Item 1.
2. **Calculate** your "Maximum Number of Class B Shares ~~of Rights Offering New Common Stock~~" in Item 2a.
3. **Complete** Item 2b by indicating the whole number of Class B Shares ~~of New Common Stock~~ (not greater than your Maximum Number of Class B Shares ~~of Rights Offering New Common Stock~~) for which you wish to subscribe and the total Subscription Purchase Price.
4. **Complete** Items 3 and 4, if applicable.
5. **Read and Complete** the certification in Item 5.
6. **Return the Subscription Form** to your Nominee (or otherwise follow your Nominee's instructions with respect to submitting instructions to them) in sufficient time for the Nominee, on or before 4:00 p.m. (prevailing Eastern time) on Rights Offering Expiration Date, to convey your subscription through DTC's Automated Subscription Offer Program and arrange for the proper payment either through DTC, or, if DTC is unable to act as intermediary for subscription instructions and payments, by following the payment instructions below:

Wire Instructions:

Wire to:
ABA*
Credit to:
Acct:
Include the Fed. Ref. number on your Subscription Form.

Check Instructions:

~~Make Bank Check or Cashier's Check payable to:~~

~~Send your check and Subscription Form in the envelope provided by mail, courier or hand delivery to the Subscription Agent at the following address: [Epiq Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017, Attn: Lyondell Subscription].~~

If, on or prior to the Rights Offering Expiration Date, the Subscription Agent for any reason has not received both your duly completed Subscription Form and your payment in immediately available funds in an amount equal to your total Subscription Purchase Price (as set forth in Item 2b below), you will be deemed to have relinquished and irrevocably waived your right to participate in the Rights Offering. The payments made in accordance with the Rights Offering will be deposited and held by the Subscription Agent in a trust account, or similarly segregated account or accounts which will be separate and apart from the Subscription Agent's general operating funds and any other funds subject to any lien or any cash collateral arrangements and which segregated account or accounts will be maintained for the purpose of holding the money for administration of the Rights Offering until the Effective Date, or such other later date, at the option of the Reorganized Debtors, ~~but not later than 20 days after the Effective Date~~. The Subscription Agent will not use such funds for any other purpose prior to such date and will not encumber or permit such funds to be encumbered with any lien or similar encumbrance.

IN THE EVENT THAT YOU ARE A RESIDENT OF A MEMBER STATE OF THE EUROPEAN ECONOMIC AREA ("EEA") WHICH HAS IMPLEMENTED THE PROSPECTUS DIRECTIVE, NO OFFER OR SOLICITATION OF AN OFFER TO RECEIVE ANY SECURITIES SHALL BE DEEMED TO BE MADE TO YOU PURSUANT TO THE PLAN

OF REORGANIZATION OR RIGHTS OFFERING UNLESS YOU ARE EITHER (I) A QUALIFIED INVESTOR OR (II) LESS THAN 100 NON-QUALIFIED INVESTORS FROM SUCH MEMBER STATE PARTICIPATE IN THE RELEVANT OFFERING. IN THE EVENT THAT MORE THAN 100 NON-QUALIFIED INVESTORS FROM ANY EEA MEMBER STATE WHICH HAS ADOPTED THE PROSPECTUS DIRECTIVE SEEK TO RECEIVE SECURITIES PURSUANT TO THE PLAN OF REORGANIZATION OR RIGHTS OFFERING, THE COMPANY RESERVES THE RIGHT TO DELIVER SUBSTITUTE CONSIDERATION OF EQUIVALENT VALUE WITH RESPECT TO ANY ELIGIBLE HOLDER TO WHOM AN OFFER CANNOT BE MADE WITHOUT PUBLICATION OF A PROSPECTUS PURSUANT TO THE PROSPECTUS DIRECTIVE.

**SUBSCRIPTION FORM FOR RIGHTS OFFERING
IN CONNECTION WITH THE DEBTORS' JOINT CHAPTER 11 PLAN
OF REORGANIZATION FOR THE LYONDELLBASELL DEBTORS**

RIGHTS OFFERING EXPIRATION DATE

The Rights Offering Expiration Date is 4:00 p.m. (prevailing Eastern Time)
on [____, ~~2009~~2010], unless extended by the Debtors in writing.
Please leave sufficient time for your Subscription Form
to reach your Nominee and be processed.

**Please consult the Plan and accompanying Disclosure Statement
for additional information with respect to this Subscription Form.**

Item 1. Amount of Notes. I certify that, as of the Subscription Rights Record Date of [~~October 14, 2009~~], February 22, 2010, I held [Notes] in the following principal amount (upon stated maturity) (insert amount in box below) or that I am the authorized signatory of that beneficial owner. (If a Nominee holds your [Notes] on your behalf and you do not know the amount, please contact your Nominee immediately). For purposes of this Subscription Form, do not adjust the principal amount for any accrued or unmatured interest or any accretion factor.

\$ _____

Item 2. Subscription Rights. Each Eligible Holder in Class 4 is entitled to participate in the Rights Offering for up to each Eligible Holder's ~~Pro Rata portion of [XXXXXXXX] shares of~~ Rights Offering ~~New Common Stock~~ Pro Rata Share (as defined in the Plan) of 240,339,302 Class B Shares. To subscribe, fill out Items 2a and 2b below and read and complete Items 3, 4 and 5 below.

2a. Calculation of Maximum Number of Class B Shares of ~~New Common Stock~~. To calculate the Maximum Number of Class B Shares of ~~Rights Offering New Common Stock~~ for which you may subscribe, complete the following:

	x		=	
(Insert principal amount from Item 1 above)				(Maximum Number of <u>Class B Shares</u> of Rights Offering New Common Stock)
				Round Down to Nearest Whole Number

2b. Subscription Amount. By filling in the following blanks, you are agreeing to purchase the number of shares of ~~New Common Stock~~ Class B Shares specified below (specify a whole number of shares of ~~New Common Stock~~ not greater than the figure in Item 2a), at a price of \$ 10.61 per share, on the terms of and subject to the conditions set forth in the Plan.

	x	\$ <u>10.61</u> per share = \$	
(Indicate Number of shares <u>Class B Shares</u> of New Common Stock <u>Shares</u> You Elect to Purchase)			(Total Subscription Purchase Price)

In order for you to exercise your Subscription Rights, you must return this Subscription Form to your Nominee (or otherwise follow your Nominee's directions with respect to submitting subscription instructions to them) in sufficient time for the Nominee, on or before 4:00 p.m. (prevailing Eastern time) on the Rights Offering Expiration Date, to convey your subscription through DTC's Automated Subscription Offer Program, and arrange for the proper payment either through DTC, or, if DTC is unable to act as intermediary for subscription instructions and payments, by following the payment instructions outlined in the Instructions.

Item 3. FOR NON-U.S. RESIDENTS OR DOMICILIARIES ONLY: Location of Residence/Jurisdiction of Registered Office. The holder of the Claims identified in Item 1, if a resident or a legal entity domiciled in a member state of the European Economic Area ("EEA"), must identify below his or her state of residence (or in the case of a legal entity, its registered office). This certification is given in connection with the undersigned's possible receipt of securities in connection with the Rights Offering.

Location of Residence/Jurisdiction of ~~Formation~~Registered Office: _____

Item 4. FOR NON-U.S. RESIDENTS OR DOMICILIARIES ONLY: Qualified Investor. The holder of the Claims identified in Item 1 must check the box below to indicate whether he/she/it is a "Qualified Investor" as defined below. This certification is given in connection with the undersigned's possible receipt of securities in connection with the Rights Offering.

Yes, I am a Qualified Investor. OR No, I am not a Qualified Investor.

A "Qualified Investor" is:

(i) any person or entity who or which is subject to supervision by a regulatory authority in any country in order to lawfully operate in the financial markets;

(ii) any person or entity who or which engages in a regulated activity on the financial markets but who or which is not subject to supervision by a regulatory authority;

(iii) a governmental body being part of a central government, a central bank, regional, local or other decentralised governmental institutions, international treaty organisations and supranational organisations;

(iv) any company or legal entity which meets at least two of the following three criteria according to its most recent consolidated or non-consolidated annual accounts: (a) an average number of employees during the financial year of at least 250; (b) total assets of at least EUR 43,000,000; or (c) an annual net turnover of at least EUR 50,000,000;

(v) any company having its registered office in a Member State of the EEA which does not meet at least two of the three criteria mentioned in (iv) above and which (a) has expressly requested the ~~the~~ competent authority of such Member State to be considered as a qualified investor, and (b) has been entered on the register of qualified investors maintained by the competent authority of such Member State;

(vi) any natural person who is resident in a Member State of the EEA if this person meets at least two of the following criteria:

(a) the investor has carried out transactions of a significant size on securities markets at an average frequency of, at least, ten (10) per quarter over the previous four (4) quarters;

(b) the size of the investor's securities portfolio exceeds EUR 500,000;

(c) the investor works or has worked for at least one year in the financial sector in a professional position which requires knowledge of investment in securities,

provided this person (i) has expressly requested the competent authority of the Member State in which it has its registered office to be considered as a qualified investor, and (ii) has been entered on the register of qualified investors maintained by such competent authority; or

(vii) any entity whose corporate purpose is solely to invest in securities.

Item 4.5, Subscription Certifications. By returning the Subscription Form, I certify that (A) I am the Eligible Holder, or the authorized signatory of an Eligible Holder, of the Claim identified in Item 1 as of the Subscription Rights Record Date; (B) I agree, or such Eligible Holder agrees, to be bound by all the terms and conditions described in the Instructions and as set forth in this Subscription Form; (C) I have, or such Eligible Holder has, received a copy of the Disclosure Statement (including the exhibits thereto) and understand that the exercise of Subscription Rights pursuant to the Rights Offering is subject to all the terms and conditions set forth in the Disclosure Statement and Plan. This certification is not an admission by me, the Eligible Holder, or the Debtors or their estates as to the ultimate allowed amount of my claim. By electing to subscribe for the amount of ~~New Common Stock~~ Class B Shares designated above, I am hereby instructing my Nominee, or agent or proxy holder, as applicable, to arrange for the proper payment either through DTC, or, if DTC is unable to act as intermediary for subscription instructions and payments, by following the payment instructions outlined in the Instructions.

By returning this Subscription Form, I further certify that I recognize and understand that the rights to subscribe for Class B Shares are not transferable separately from the claim with respect to which rights have been granted (a "Rights Claim").

By returning this Subscription Form, I represent and warrant that I have not entered into and agree that, prior to the Effective Date, I will not enter into any transaction involving a direct or indirect transfer of rights, including (i) derivatives, options, swaps, pledges, forward sales or other transactions in which any Person receives the right to own or acquire a right, a Rights Claim or a Class B Share; any current or future interest in any such right, Rights Claim or a Class B Share or the right to receive any economic benefit in respect of any such right, Rights Claim or a Class B Share other than through a sale of a Rights Claim together with the rights related thereto and (ii) any direct or indirect transfer of a Rights Claim, whether through a direct transfer or through a derivative, option, swap, pledge, forward sale or other transaction, in which the transferor would retain (or, in connection with such transfer, repurchase or agree to repurchase), directly or indirectly, any related rights, Class A Shares or Class B Shares or otherwise have the right, directly or indirectly, to acquire or own any current or future interest in any related rights, Class A Shares or Class B Shares or economic benefit in respect of any related rights, Class A Shares or Class B Shares.

Date: _____

Subscriber Full Legal Account Name ~~of~~
~~Holder:~~ _____

(Print or Type)

Signature: _____

Name of Person Signing: _____

(If other than holder)

Title (if corporation, partnership or LLC): _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Email Address _____

**THIS FORM SHOULD BE RETURNED ONLY TO YOUR NOMINEE.
DO NOT RETURN TO THE SUBSCRIPTION AGENT.**

SF - A
CUSIP NUMBER [INSERT]

SECURITY DESCRIPTION [Insert series of Notes]

Exhibit G*:
Blackline of Notice of Commencement of Rights Offering

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
:
In re: : Chapter 11
:
LYONDELL CHEMICAL COMPANY, et al., : Case No. 09-10023 (REG)
:
Debtors. : Jointly Administered
-----X

NOTICE OF COMMENCEMENT OF RIGHTS OFFERING

TO ALL CREDITORS IN ~~CLASSES CLASS 4 AND 5~~ ENTITLED TO PARTICIPATE IN THE RIGHTS OFFERING, PLEASE TAKE NOTICE THAT:

1. **Approval of Disclosure Statement.** On [~~October 14, 2009~~ February 22, 2010], the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order (the “Disclosure Statement Order”) approving the Debtors’ Disclosure Statement, ~~dated September 11, 2009 (as may be amended,~~ (the “Disclosure Statement”), filed by Lyondell Chemical Company and certain of its subsidiaries and affiliates, ~~as debtors and debtors in possession~~ (collectively, the “Debtors”) in the above-captioned chapter 11 cases ~~(collectively, the “Debtors”)~~, and directed the Debtors to solicit votes with regard to the approval or rejection of the Debtors’ *Joint Chapter 11 Plan of Reorganization for the LyondellBasell Debtors*, ~~dated September 11, 2009~~ (the “Plan”).

2. **Rights Offering.** As part of the Plan, the Debtors will offer to sell ~~[xxxxxxx]~~ 240,339,302 of its Class B shares ~~of New Common Stock~~ (the “Rights Offering Shares”) to holders of claims in ~~Classes 4 and 5 and creditors otherwise treated as such~~ Class 4 (the “Eligible Holders”) pursuant to an equity rights offering (the “Rights Offering”).

3. **Eligible Holders.** The Plan gives Eligible Holders as of [~~October 14, 2009~~ February 22, 2010] (the “Subscription Rights Record Date”) ~~a pro rata~~ the right to purchase ~~up to their~~ Rights Offering New Common Stock in the Reorganized Debtors Pro Rata Share (as defined in the Plan) of the Rights Offering Shares. If you are an Eligible Holder as of the Subscription Rights Record Date, you have received a subscription form for participating in the Rights Offering (the “Subscription Form”). Eligible Holders have the right, but not the obligation, to participate in the Rights Offering.

4. **Subscription Commencement Date.** The Rights Offering shall commence on [~~_____~~, 2009] the date that is the later of seven (7) business days after (i) the Record Date or (ii) entry of the Disclosure Statement Order, or as soon as reasonably practicable thereafter.

5. **Rights Offering Expiration Date.** To exercise your subscription rights, you must (A) ~~(i) return~~ deliver a ~~duly~~ duly-completed Subscription Form to the Subscription Agent ~~(as defined in the Plan) so that such form is actually received by the Subscription Agent~~ on or before

the Rights Offering Expiration Date and (ii) pay or arrange for payment to the Subscription Agent on or before the Rights Offering Expiration Date, ~~or by DTC to the Subscription Agent,~~ such holder's purchase price (the "Subscription Purchase Price") in accordance with the wire instructions set forth on the Subscription Form ~~or by certified bank or cashier's check delivered to the Subscription Agent along with the Subscription Form;~~ or (B) in, In the case of securities held through DTC, send the subscription form to the relevant bank or brokerage firm (or follow such firm's directions with respect to submitting subscription instructions to the firm) with enough time for the bank or brokerage firm to effect the subscription through DTC; ~~or (C) in,~~ In the case of securities held through Euroclear or Clearstream, follow the procedures established ~~procedures; in each case all~~ by those entities. In each case, all Subscription Forms and payments must be delivered to the Subscription Agent on or before the Rights Offering Expiration Date. **If the Subscription Agent for any reason does not receive from an Eligible Holder (or DTC) both (i) a duly completed Subscription Form or equivalent instructions from DTC ~~on or prior to the Rights Offering Expiration Date and, or if applicable, instructions in accordance with the rules and procedures of Euroclear or Clearstream, and (ii) immediately available funds in an amount equal to such holder's Subscription Purchase Price or payment through DTC or, if applicable, in accordance with the rules and procedures of Euroclear or Clearstream, in each case on or prior to the Rights Offering Expiration Date,~~ ~~or payment by DTC,~~ such holder shall be deemed to have relinquished and irrevocably waived its right to participate in the Rights Offering.**

6. **Inquiries.** Any party in interest wishing to obtain (i) information about the Rights Offering ~~procures~~procedures; or (ii) copies of the Disclosure Statement or the Plan, should telephone the Debtors' balloting agent, ~~Epiq-Financial Balloting Group LLC~~ at ~~{(xxx) xxx-xxxx}~~866-329-9971. Parties may also view such documents by accessing the Bankruptcy Court's Electronic Case Filing System which can be found at *www.nysb.uscourts.gov*/, the official website for the Bankruptcy Court, or the Debtors' restructuring website at *www.epiqbankruptcysolutions.com*.

Dated: New York, New York
_____, ~~2009~~2010

CADWALADER, WICKERSHAM & TAFT LLP

~~Deryck A. Palmer, Esq.~~

~~John J. Rapisardi, Esq.~~ George A. Davis, Esq.

Andrew M. Troop, Esq.

Christopher R. Mirick, ~~Esq.~~

~~Jessica L. Fink, Esq.~~

One World Financial Center

New York, New York 10281

Telephone: (212) 504-6000

Facsimile: (212) 504-6666

~~Deryck.Palmer@cwt.com~~~~John.Rapisardi@cwt.com~~

George.Davis@cwt.com

Andrew.Troop@cwt.com

Christopher.Mirick@cwt.com

~~Jessica.Fink@cwt.com~~

- and -

Mark C. Ellenberg, Esq.

Peter M. Friedman, Esq.

700 Sixth Street, N.W.

Washington, DC 20001

Telephone: (202) 862-2200

Facsimile: (202) 862-2400

Mark.Ellenberg@cwt.com

Peter.Friedman@cwt.com

Attorneys for Lyondell Chemical Company, et al.