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If you have any questions about the packet of materials you have received, you may contact the Debtors' counsel by mail at the address listed above, or by phone at (212) 504-6000.

## B. Summary of the Plan

Although the Chapter 11 Cases are jointly administered pursuant to an order of the Bankruptcy Court, the Debtors are not proposing the substantive consolidation of their respective bankruptcy estates. Thus, although the Plan generally applies to all the Debtors, except where otherwise indicated, (i) the Plan constitutes 94 distinct chapter 11 plans, one for each Debtor; (ii) for voting purposes, each holder of a Claim in a Class will vote its Claims in such Class by individual Debtors; and (iii) the classification scheme set forth in Article IV hereof applies to each Debtor, but to the extent there are no Claims in a certain Class against a particular Debtor, that Class will be deemed not to exist for any purpose whatsoever in respect of that Debtor. The Debtors are submitting a Joint Plan, covered by a single Disclosure Statement, to simplify drafting and to avoid duplicative costs relating to the preparation and distribution of multiple plans and disclosure statements.

The following tables summarize the classification and treatment of Administrative Expenses, Claims and Equity Interests under the Plan.<sup>2</sup> For the purpose of providing a full picture of the Debtors' obligations with respect to the payments to be made in connection with confirmation of the Plan, descriptions of Claims are included even if they are not separately classified under the Plan. *For a more detailed description of the classification and treatment of Claims and Equity Interests under the Plan, please see Article IV.*

<u>Class</u>	<u>Description</u>	<u>Treatment Under The Plan</u>	<u>Estimated Recovery</u>	<u>Voting Status</u>
--	Administrative Expenses (estimated \$229 million – \$342 million)	The Debtors will pay to each holder of an Allowed Administrative Expense an amount in Cash equal to the Allowed amount of such Administrative Expense on, or as soon as is reasonably practicable after, the later of (i) the Effective Date (or the date such Administrative Expense otherwise would become due in the ordinary course of business) and (ii) the last Business Day of the month in which such Administrative Expense becomes Allowed, provided such Administrative Expense becomes Allowed at least ten (10) days prior to the last Business Day of the month, otherwise the last Business Day of the following month.	100%	N/A
--	DIP New Money Claims and DIP ABL Claims (estimated \$2.2 billion – \$4.9 billion) <sup>3</sup>	Each holder of a DIP New Money Claim or DIP ABL Claim will receive an amount in Cash equal to the Allowed amount of such Claim on the Effective Date.	100%	N/A

<sup>2</sup> These tables provide only a summary of the classification, impairment and entitlement to vote of Administrative Expenses, Claims, and Equity Interests under the Plan. For a complete description of the classification and treatment of Claims and Equity Interests, reference should be made to the entire Disclosure Statement and the Plan and all exhibits thereto, to which this summary is qualified in its entirety by reference. All figures are approximate and aggregated for all Debtors.

<sup>3</sup> Low estimate is based on actual draws of \$2.2 billion as of September 11, 2009. High estimate is based on potential maximum availability under the DIP Financing. The Debtors estimate that the amount outstanding for DIP New Money Claims and DIP ABL Claims will be approximately \$2.72 billion as of the Effective Date.

<u>Class</u>	<u>Description</u>	<u>Treatment Under The Plan</u>	<u>Estimated Recovery</u>	<u>Voting Status</u>
--	Priority Tax Claims (estimated \$11 million – \$58 million)	Each holder of an Allowed Priority Tax Claim will receive, in full and complete satisfaction, settlement and release of and in exchange for such Allowed Claim, at the sole option of the Debtor primarily obligated for the payment of such Allowed Priority Tax Claim, (i) on the Effective Date, Cash equal to the Allowed amount of such Claim, or (ii) on the Effective Date and each year on the Effective Date Anniversary, or on any earlier date at the sole option of the applicable Debtor, equal annual Cash payments, in an aggregate amount equal to such Allowed Priority Tax Claim, together with a rate of interest determined under applicable nonbankruptcy law pursuant to section 511 of the Bankruptcy Code or such other amount as determined by the Bankruptcy Court in the Confirmation Order, over a period not exceeding five (5) years after the date of assessment of such Allowed Priority Tax Claim; <i>provided, however</i> , that no holder of an Allowed Priority Tax Claim will be entitled to any payments on account of any pre-Effective Date interest or penalty accrued on or after the Commencement Date with respect to or in connection with such Allowed Priority Tax Claim. All Allowed Priority Tax Claims that are not due and payable on or before the Effective Date will be paid in the ordinary course of business by the applicable Debtor as such obligations become due.	100%	N/A
1	Priority Non-Tax Claims (estimated \$0.7 million – \$5 million)	Except to the extent that the holder has been paid by or on behalf of the Debtors prior to the Effective Date, each holder of an Allowed Priority Non-Tax Claim against any Debtor will receive, in full and complete satisfaction, settlement and release of and in exchange for such Allowed Claim, Cash equal to the Allowed amount of such Priority Non-Tax Claim on the later of the Effective Date and the date such Priority Non-Tax Claim becomes an Allowed Priority Non-Tax Claim, or as soon thereafter as is practicable.	100%	Unimpaired; Not entitled to vote (deemed to accept)

<u>Class</u>	<u>Description</u>	<u>Treatment Under The Plan</u>	<u>Estimated Recovery</u>	<u>Voting Status</u>
2	Secured Tax Claims (estimated \$98 million – \$104 million)	Each holder of an Allowed Secured Tax Claim that is not due and payable on or before the Effective Date against any Debtor will, at the sole option of the Debtor obligated for the payment of such Allowed Secured Tax Claim, in full and complete satisfaction, settlement and release of and in exchange for such Allowed Claim, either (i) receive on the Effective Date, Cash equal to the Allowed amount of such claim, or (ii) retain its lien securing such Allowed Secured Tax Claim and on the Effective Date and each year on the Effective Date Anniversary, or on any earlier date at the sole option of the applicable Debtor, receive from such Debtor equal annual Cash payments, in an aggregate amount equal to such Allowed Secured Tax Claim, together with a rate of interest determined under applicable nonbankruptcy law pursuant to section 511 of the Bankruptcy Code or such other amount as determined by the Bankruptcy Court in the Confirmation Order, over a period not exceeding five (5) years after the date of assessment of such claim.	100%	Unimpaired; Not entitled to vote (deemed to accept)
3	DIP Roll-Up Claims <sup>4</sup> (\$3.25 billion)	Each holder of an Allowed DIP Roll-Up Claim will receive on the Effective Date, in full and complete satisfaction, settlement and release of and in exchange for such Allowed Claim against the Debtors and the Obligor Non-Debtors, (i) its Pro Rata Share of the New Notes in the same principal amount as such Allowed Claim, subject to such holdback as determined by the Bankruptcy Court to be appropriate in light of the status of the Committee Litigation as of the Confirmation Date; or (ii) payment in Cash for any portion of such Allowed Claim as determined by the Debtors, subject to such holdback as determined by the Bankruptcy Court to be appropriate in light of the status of the Committee Litigation as of the Confirmation Date. Notwithstanding the foregoing, to the extent the Bankruptcy Court unwinds the DIP Roll-Up Claims of any holder as contemplated by paragraph 6(f) of the DIP Financing Order, that holder will be treated as a holder of Class 4 Claims to the extent of its Class 3 Claim. Holders of Class 3 Claims will have the option of subscribing to the Rights Offering as potential holders of Class 4 Claims, and if the Bankruptcy Court determines any such holder of a Class 3 Claim will be treated as a holder of Class 4 Claims, then such option will be effectuated. The principal terms of the New Notes will be set forth in the Plan Supplement.	100%	Impaired; Entitled to vote

<sup>4</sup> A portion of the DIP Roll-Up Claims may be converted, voluntarily, to equity, on terms acceptable to the Debtors.

<u>Class</u>	<u>Description</u>	<u>Treatment Under The Plan</u>	<u>Estimated Recovery</u>	<u>Voting Status</u>
4	Senior Secured Claims (\$9.46 billion)	Each holder of an Allowed Senior Secured Claim will receive on the Effective Date, in full and complete satisfaction, settlement and release of and in exchange for such Allowed Claim against the Debtors and, in the case of the Senior Secured Facility Claims also against the Obligor Non-Debtors (i) its Pro Rata Share of [ ]% of the New Common Stock, less such holder's Pro Rata Share of the Litigation Reserved Common Stock; (ii) the right to receive such holder's Pro Rata Share of the Litigation Reserved Common Stock to the extent available for distribution to holders of Allowed Class 4 Claims at a future date (see Section IV.D); (iii) the right to purchase its Rights Offering Pro Rata Share of the Rights Offering New Common Stock, <i>provided, however</i> , that the right of any holder of a Class 4 Claim to purchase its Rights Offering Pro Rata Share of the Rights Offering New Common Stock will be limited to the amount corresponding to the number of shares of New Common Stock to be distributed on the Effective Date pursuant to (i) above; and (iv) (a) Deficiency Claims against all Obligor Debtors and (b) an Allowed Claim in Class 7-E in an amount up to \$9.46 billion against Millennium US Op Co, LLC, Millennium Petrochemicals Inc. and Millennium Specialty Chemicals Inc., subject to such holdback as determined by the Bankruptcy Court based on the status of the Committee Litigation at the time of the Confirmation Hearing. Distributions to holders of Senior Secured Facility Claims will be allocated as between the portion of such Claim related to LBIH and its direct and indirect subsidiaries and the portion of such Claim related to LBFC and its direct and indirect subsidiaries, based on the net value of the U.S. Debtors. (See note 7).	Recovery % depends on valuation	Impaired; Entitled to vote
5	Bridge Loan Claims (\$8.297 billion)	Assuming there is value available for distribution to holders of Allowed Bridge Loan Claims, each such holder will receive on the Effective Date, in full and complete satisfaction, settlement and release of and in exchange for such Allowed Bridge Loan Claim, (i) its Pro Rata Share of [ ]% of the New Common Stock, less such holder's Pro Rata Share of the Litigation Reserved Common Stock, if any; (ii) the right to receive such holder's Pro Rata Share of the Litigation Reserved Common Stock to the extent available for distribution to holders of Allowed Class 5 Claims at a future date (see Section IV.D); (iii) the right to purchase its Rights Offering Pro Rata Share of the Rights Offering New Common Stock, <i>provided, however</i> , that the right of any holder of a Class 5 Claim to purchase its Rights Offering Pro Rata Share of the Rights Offering New Common Stock will be limited to the amount corresponding to the number of shares of New Common Stock actually scheduled to be distributed to the holder of such Class 5 Claim as of the Effective Date; and (iv) (a) Deficiency Claims against all Obligor Debtors and (b) an Allowed Claim in Class 7-E in an amount up to \$8.3 billion against Millennium US Op Co, LLC, Millennium Petrochemicals Inc. and Millennium Specialty Chemicals Inc., subject to such holdback as determined by the Bankruptcy Court based on the status of the Committee Litigation at the time of the Confirmation Hearing. The rights of such holders against Obligor Non-Debtors will be extinguished pursuant to the Enforcement Action in accordance with the terms of the Intercreditor Agreements and the Bridge Loan Agreement. (See note 7).	[ ]%	Impaired; Entitled to vote

<u>Class</u>	<u>Description</u>	<u>Treatment Under The Plan</u>	<u>Estimated Recovery</u>	<u>Voting Status</u>
6	Other Secured Claims (estimated \$290 million – \$371 million)	Each Allowed Other Secured Claim against a Debtor that is not due and payable on or before the Effective Date, will, on the Effective Date, in full and complete satisfaction, settlement and release of and in exchange for such Allowed Claim, at the sole discretion of the Debtor obligated for the payment of such Allowed Claim, (i) be reinstated or rendered unimpaired in accordance with section 1124 of the Bankruptcy Code, notwithstanding any contractual provision or applicable nonbankruptcy law that entitles the holder of an Other Secured Claim to demand or receive payment of such Claim prior to its stated maturity from and after the occurrence of a default; (ii) be paid in the ordinary course of business in accordance with the course of practice between the Obligor Debtors and such holder with respect to such Allowed Claim; or (iii) be paid by transfer of the Collateral securing such Allowed Claim to the holder of such Allowed Claim.	100%	Unimpaired; Not entitled to vote (deemed to accept)
7-A	General Unsecured Claims Against the Obligor Debtors (Excluding Lyondell Chemical, Basell USA Inc. and Schedule III Debtors) (estimated \$711 million – \$970 million, plus Deficiency Claims <sup>5</sup> )	Distributions to holders of Claims in this Class depend on the resolution of the Committee Litigation. Each holder of an Allowed General Unsecured Claim against the Obligor Debtors (other than Lyondell Chemical, Basell USA Inc. and the Schedule III Debtors) will receive on the Effective Date, in full and complete satisfaction, settlement and release of and in exchange for such Allowed Claim, (i) its Pro Rata Share of the amount of the Litigation Reserved Common Stock, <sup>6</sup> if any, as determined by the Bankruptcy Court to be allocable to holders of Allowed General Unsecured Claims against a particular Obligor Debtor at the conclusion of the Phase I and Phase IA Trials, and (ii) its share of the Litigation Trust, if any, as determined by the Bankruptcy Court to be allocable to holders of Allowed General Unsecured Claims against Obligor Debtors (except Lyondell Chemical, Basell USA Inc. and the Schedule III Debtors); <i>provided that</i> holders of Deficiency Claims will receive their share of the Litigation Trust, unless the Bankruptcy Court determines otherwise after the Phase I and Phase IA Trials.	[ ]% <sup>7</sup>	Impaired; Entitled to vote

<sup>5</sup> Secured lenders will hold unsecured “deficiency” Claims to the extent that their claims exceed the value of the collateral for such claims. The relief sought in the Committee Litigation includes invalidation of certain security interests of secured lenders in collateral. In the event such security interests are invalidated but the Claims themselves are not disallowed or equitably subordinated, the Claims of the secured lenders will be treated as General Unsecured Claims.

<sup>6</sup> The Litigation Reserved Common Stock could be up to an amount equal in value to all Allowed and Disputed General Unsecured Claims (except for Deficiency Claims against the Obligor Debtors).

<sup>7</sup> The relief sought in the Committee Litigation includes disallowance or equitable subordination of certain Senior Secured Facility Claims and Bridge Loan Claims. In the event the Senior Secured Facility Claims are disallowed or equitably subordinated, estimated recoveries for holders of General Unsecured Claims in Classes 7-A, 7-B and 7-C will be significantly greater.

<u>Class</u>	<u>Description</u>	<u>Treatment Under The Plan</u>	<u>Estimated Recovery</u>	<u>Voting Status</u>
7-B	General Unsecured Claims Against Lyondell Chemical <sup>8</sup> (estimated \$684 million – \$958 million, plus Deficiency Claims, see note 5)	Distributions to holders of Claims in this Class depend on the resolution of the Committee Litigation. Each holder of an Allowed General Unsecured Claim against Lyondell Chemical will receive on the Effective Date, in full and complete satisfaction, settlement and release of and in exchange for such Allowed Claim, (i) its Pro Rata Share of [ ]% of the New Common Stock, <sup>9</sup> (ii) its Pro Rata Share of the Litigation Reserved Common Stock, if any, as determined by the Bankruptcy Court to be allocable to holders of Allowed General Unsecured Claims against Lyondell Chemical at the conclusion of the Phase I and Phase IA Trials, and (iii) its share of the Litigation Trust, if any, as determined by the Bankruptcy Court to be allocable to holders of Allowed General Unsecured Claims against Lyondell Chemical; <i>provided that</i> holders of Deficiency Claims will receive their share of the Litigation Trust, unless the Bankruptcy Court determines otherwise after the Phase I and Phase IA Trials. <sup>10</sup>	[ ]%	Impaired; Entitled to vote
7-C	General Unsecured Claims Against Basell USA Inc. <sup>11</sup> (estimated \$326 million – \$373 million, plus Deficiency Claims, see note 5)	Distributions to holders of Claims in this Class depend on the resolution of the Committee Litigation. Each holder of an Allowed General Unsecured Claim against Basell USA Inc. will receive on the Effective Date, in full and complete satisfaction, settlement and release of and in exchange for such Allowed Claim, (i) its Pro Rata Share of [ ]% of the New Common Stock, (ii) its Pro Rata Share of the Litigation Reserved Common Stock, if any, as determined by the Bankruptcy Court to be allocable to holders of Allowed General Unsecured Claims against Basell USA Inc. <sup>12</sup> at the conclusion of the Phase I and Phase IA Trials, and (iii) its share of the Litigation Trust, if any, as determined by the Bankruptcy Court to be allocable to holders of Allowed General Unsecured Claims against Basell USA Inc.; <i>provided that</i> holders of Deficiency Claims will receive their share of the Litigation Trust, unless the Bankruptcy Court determines otherwise after the Phase I and Phase IA Trials. <sup>13</sup>	[ ]%	Impaired; Entitled to vote

<sup>8</sup> Please note that distributions to this Class of Claims based on (b)(i) will only be made to the extent there remain available unencumbered assets for distribution to unsecured creditors after allocating among the Debtors Administrative Expenses (including professional fees), amounts owed under or in respect of the DIP ABL Claims and DIP New Money Claims, and amounts owed on or in respect of any adequate protection liens and claims of prepetition secured creditors as a result of those adequate protection liens. The Debtors continue to review whether, as a result of this allocation, there will in fact be any unencumbered assets available for distribution to unsecured creditors in this Class. If this analysis concludes that there are no unencumbered assets available for distribution, the treatment of this Class will be changed to reflect that the holders of Claims in this Class will be treated as holders of Class 7-A Claims.

<sup>9</sup> Lyondell Chemical holds, directly and indirectly, 100% of the equity interests in non-Debtor POSM II Properties Partnership L.P. and 78.5% of the equity interests in its non-Debtor subsidiary, POSM II Limited Partnership, L.P., which equity interests are unencumbered and the value of which (approximately \$[ ]) will be available for distribution to Lyondell Chemical's unsecured creditors holding Allowed Claims. Please note that Lyondell Chemical's unsecured creditors include holders of Class 4 and 5 Claims to the extent of any Deficiency Claim. See note 5.

<sup>10</sup> The value of New Common Stock to be distributed will be equal to the value of Lyondell Chemical's unencumbered assets.

<sup>11</sup> Please note that distributions to this Class of Claims based on (b)(i) will only be made to the extent there remain available unencumbered assets for distribution to unsecured creditors after allocating among the Debtors Administrative Expenses (including professional fees), amounts owed under or in respect of the DIP ABL Claims and DIP New Money Claims, and amounts owed on or in respect of any adequate protection liens and claims of prepetition secured creditors as a result of those adequate protection liens. The Debtors continue to review whether, as a result of this allocation, there will in fact be any unencumbered assets available for distribution to unsecured creditors in this Class. If this analysis concludes that there are no unencumbered assets available for distribution, the treatment of this Class will be changed to reflect that the holders of Claims in this Class will be treated as holders of Class 7-A Claims.

<u>Class</u>	<u>Description</u>	<u>Treatment Under The Plan</u>	<u>Estimated Recovery</u>	<u>Voting Status</u>
7-D	General Unsecured Claims Against Non-Obligor Debtors <sup>14</sup> (estimated \$20 million - \$32 million)	Distributions to certain holders of Claims in this Class depend on the resolution of the Committee Litigation. Each holder of an Allowed General Unsecured Claim against a Non-Obligor Debtor will receive on the Effective Date, in full and complete satisfaction, settlement and release of and in exchange for such Allowed Claim, its Pro Rata Share of [ ]% of New Common Stock. <sup>15</sup>	[ ]% <sup>16</sup>	Impaired; Entitled to vote
7-E	General Unsecured Claims Against Schedule III Debtors (estimated \$1.11 billion – \$1.72 billion plus Deficiency Claims)	Distributions to certain holders of Claims in this Class depend on the resolution of the Committee Litigation. Each holder of a General Unsecured Claim against the Schedule III Debtors will receive on the Effective Date, in full and complete satisfaction, settlement and release of and in exchange for such Allowed Claim, its Pro Rata Share of the series of Disbursement Trust Beneficial Interests applicable to the respective Debtors. <sup>17</sup>	[ ]% <sup>18</sup>	Impaired; Entitled to vote

<sup>12</sup> Holders of General Unsecured Claims against Basell USA Inc. will be entitled to receive their Pro Rata Share of New Common Stock having a value equal to 98.2% of the equity interests in non-Debtor Basell Mexico, S. de R.L. de C.V.

<sup>13</sup> The value of New Common Stock to be distributed will be equal to the value of Basell USA Inc.'s unencumbered assets.

<sup>14</sup> Please note that distributions to this Class of Claims will only be made to the extent there remain available unencumbered assets for distribution to unsecured creditors after allocating among the Debtors Administrative Expenses (including professional fees), amounts owed under or in respect of the DIP ABL Claims and DIP New Money Claims, and amounts owed on or in respect of any adequate protection liens and claims of prepetition secured creditors as a result of those adequate protection liens. The Debtors continue to review whether, as a result of this allocation, there will in fact be any unencumbered assets available for distribution to unsecured creditors in this Class. If this analysis concludes that there are no unencumbered assets available for distribution, the treatment of this Class will be changed to reflect that the holders of Claims in this Class will be treated as holders of Class 7-A Claims.

<sup>15</sup> Each holder will receive a distribution of New Common Stock of a value (on a pre-dilution basis) totaling the lesser of 100% of its Allowed General Unsecured Claim against the applicable Non-Obligor Debtor or its Pro Rata Share of the net value of its applicable Debtor after payment of Allowed Administrative Expenses, Other Secured Claims, Priority Tax Claims and Priority Non-Tax Claims against the applicable Non-Obligor Debtor. If Allowed General Unsecured Claims against a particular Non-Obligor Debtor are sufficiently small or make it sufficiently complicated to participate in the Rights Offering, Cash or New Notes may be distributed to holders in lieu of New Common Stock.

<sup>16</sup> Specific estimated recovery percentages for each Non-Obligor Debtor are listed on Exhibit E.

<sup>17</sup> Certain assets and liabilities of the Schedule III Debtors may be transferred to the Disbursement Trust.

<sup>18</sup> Specific estimated recovery percentages for each Schedule III Debtor are listed on Exhibit F.

<u>Class</u>	<u>Description</u>	<u>Treatment Under The Plan</u>	<u>Estimated Recovery</u>	<u>Voting Status</u>
8	2015 Notes Claims (\$1.35 billion)	<p>Distributions to holders of Claims in this Class depend on the resolution of the Committee Litigation. On the Effective Date, holders of 2015 Notes Claims against the Obligor Debtors will receive the same treatment as holders of Class 7-A Claims. To the extent that any holder of a 2015 Notes Claim receives or is entitled to receive property pursuant to the Plan, such property will be turned over to the Senior Secured Lenders and the Bridge Lenders pursuant to and as limited by the subordination provisions in the Intercreditor Agreement.</p> <p>On the Effective Date, holders of 2015 Notes Claims against Obligor Non-Debtors will not receive or retain any interest or property under the Plan on account of such claims. The rights of such holders against Obligor Debtors, pursuant to the Plan, and against Obligor Non-Debtors, pursuant to the Enforcement Action, will be extinguished in accordance with the terms of the Intercreditor Agreement and the 2015 Notes Indenture, and the holders thereof will be entitled to no recovery by reason of the turnover provisions of the Intercreditor Agreement.</p>	0%	Impaired; Entitled to vote
9	Securities Claims (estimated \$0)	Holders of Securities Claims will not receive or retain any interest or property under the Plan on account of such Claims.	N/A	Impaired; Not entitled to vote (deemed to reject)
10	Subordinated Claims estimated (\$0)	Holders of Subordinated Claims will not receive or retain any interest or property under the Plan on account of such Claims.	N/A	Impaired; Not entitled to vote (deemed to reject)
11	Equity Interests in LBFC (\$0)	Equity Interests in LBFC will be cancelled on the Effective Date. No distribution of any kind will be made on account of Equity Interests in LBFC.	N/A	Impaired; Not entitled to vote (deemed to reject)
12	Equity Interests in LBI AF (\$0)	As a result of the restructuring transactions, LBI AF's interests in its direct and indirect subsidiaries will be terminated in recognition of the fact that there is no net equity value to LBI AF in any of those interests. See Section IV.C.1. Accordingly, LBI AF will be worthless, and no distribution of any kind will be made on account of Equity Interests in LBI AF. LBI AF will be dissolved post-emergence in accordance with applicable law.	N/A	Impaired; Not entitled to vote (deemed to reject)
13	Equity Interests in Schedule III Debtors (\$0)	Equity Interests in the Schedule III Debtors will be transferred on the Effective Date to the Disbursement Trust and cancelled after the sale of assets and distribution of proceeds by the Disbursement Trust. No distribution of any kind will be made on account of Equity Interests in the Schedule III Debtors unless and until creditors of the Schedule III Debtors have been paid in full.	N/A	Impaired; Not entitled to vote (deemed to reject)



<u>Class</u>	<u>Description</u>	<u>Treatment Under The Plan</u>	<u>Estimated Recovery</u>	<u>Voting Status</u>
14	Equity Interests in Debtors (other than LBFC, LBIAF and Schedule III Debtors) (\$0)	At the election of New Topco, all Equity Interests in a Debtor held by a Debtor (i) will be unaffected by the Plan, in which case the entity holding an Equity Interest in such Debtor-subsiary will continue to hold such Equity Interest in the applicable reorganized Debtor-subsiary following the Effective Date, (ii) will be cancelled and new equity in the applicable reorganized Debtor will be issued pursuant to the Plan, or (iii) will be transferred pursuant to the Plan. In the case of Equity Interests in Basell Germany, which are held by LBIH, such Equity Interests will be unaffected by the Plan and LBIH will continue to hold such Equity Interest following the Effective Date.	N/A	Unimpaired; Not entitled to vote (deemed to accept)

### C. Voting on the Plan

The Disclosure Statement Order approved certain procedures governing the solicitation of votes on the Plan from holders of Claims against and Equity Interests in the Debtors, which procedures are described below.

#### 1. Classes Entitled to Vote

Pursuant to the provisions of the Bankruptcy Code, only holders of claims or interests that are members of a class that (a) is “impaired” within the meaning of section 1124 of the Bankruptcy Code (an “**Impaired Class**”) and (b) is not deemed to have rejected a plan under section 1126(g) of the Bankruptcy Code, are entitled to vote to accept or reject a plan of reorganization. Classes of claims or interests that are not impaired under section 1124 of the Bankruptcy Code are conclusively presumed to have accepted a plan and are not entitled to vote to accept or reject the plan. Impaired Classes of which the members will receive no recovery under a plan are deemed to have rejected the plan under section 1126(g) of the Bankruptcy Code and are not entitled to vote to accept or reject the plan.

Only holders of record of Claims or Equity Interests as of the date of the Disclosure Statement Order (*i.e.* [\_\_\_\_], 2009) that otherwise are entitled to vote to accept or reject the Plan have been sent a copy of this Disclosure Statement and an appropriately customized Ballot.

As discussed above, under the Bankruptcy Code, holders of claims or interests whose claims or interests are not impaired are conclusively presumed to have accepted a proposed plan of reorganization. Conversely, any class whose claims or interests do not entitle the holders thereof to receive or retain property under a plan is deemed not to have accepted the plan. Only holders of Claims or Equity Interests in Classes that are classified as an Impaired Class and are entitled to receive or retain property under the Plan are permitted to vote to accept or reject the Plan. Under the Plan, Classes 3, 4, 5, 7-A, 7-B, 7-C, 7-D, 7-E and 8 are each an Impaired Class and, to the extent Claims and Equity Interests in those Classes are Allowed, the holders of those Claims or Equity Interests may be entitled to receive distributions under the Plan. As a result, those holders of Claims and Equity Interests are entitled to vote to accept or reject the Plan. In contrast, each of Classes 1, 2, 6 and 14 under the Plan is not an Impaired Class; consequently, holders of Claims in those Classes are conclusively presumed to have accepted the Plan and are not entitled to vote to accept or reject the Plan. Classes 9, 10, 11, 12 and 13 under the Plan are each an Impaired Class, but the holders of the Claims or Equity Interests in such Classes are not entitled to receive distributions under the Plan; consequently, those Classes are deemed to have rejected the Plan and the members of those Classes are not entitled to vote to accept or reject the Plan.

#### 2. Votes Required for Acceptance of the Plan by a Class

Pursuant to the Bankruptcy Code, a class of claims is considered to have accepted a proposed plan of reorganization if the plan is accepted by more than one-half of the class members that actually voted on the plan, holding at least two-thirds in terms of dollar amount of the claims in that class for which a valid ballot was submitted. Thus, for each of Classes 3, 4, 5, 7-A, 7-B, 7-C, 7-D, 7-E and 8 under the Plan, the Class will have